

Dynamic Running Limited

(ABN 87168890033)

**Constitution and Replaceable Rules of a Public Company
Limited by Guarantee**

CONSTITUTION

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1. Name of Association

Dynamic Running Limited.

2. Public Company

The Association is a public company limited by guarantee and does not have share capital.

3. Interpretation

In the interpretation of this Constitution the following words and expressions shall have the meaning hereinafter specified, unless the context otherwise requires.

“Association” Dynamic Running Limited.

“Board” means the board of directors of the Association as provided for under these rules.

“Chair” means the Chair of the Association and includes any other member from time to time acting as the Chair by authority of the Board.

“Closed Meeting” means a meeting of the Board at which only members of the Board may attend.

“Company” means the Association which is a company limited by guarantee and does not have share capital..

“Director” means a member who has been appointed to the board.

“Financial member” means a member who has duly paid their subscriptions due to the Association.

“Financial year” means the period from 1 July in each year to 30 June in the year following.

“In writing” or **“written”** includes printing, photograph, type-writing, e-mail, facsimile and other modes of representing or reproducing words in a visible form.

“Junior Member” means a person who is a Financial Member under the age of 18 and ineligible to vote.

“Life Member” means a person who has been appointed by the Board as a Life Member of the Association for outstanding service.

“Ordinary Member” means a person who is a Financial Member.

“Member” means a person who is a member of the Association, including Board Members, Ordinary Members, Junior Members and Life Members.

“Members Meeting” means a meeting including the Annual Members Meeting, an Extraordinary Members’ Meeting or a General Meeting which may be called from time to time by the Board but does not include any other meeting.

“Month” means a calendar month.

“Officer” means a person who holds an office in the Association within the meaning of the relevant legislation.

“Relevant Legislation” means Federal and State legislation relating to the registration and governance of incorporated bodies as applicable to the Association from time to time.

“Secretary” means the Secretary of the Association, and includes any other person, from time to time acting as the Secretary by authority of the Board. The Secretary need not be a member.

“Un-financial member” means a member who is in arrears of more than one (1) month for subscriptions due to the Association.

4. Office

Registered Office of the Association will be:-

17 Hudson Street, Whitfield, Queensland, 4870

The postal address will be:-

17 Hudson Street, Whitfield, Queensland, 4870

5. Objects

The objects for which the Association is established are:

- 1) To promote and conduct and to assist generally in the promotion of the sports of athletics, road, track, trail and cross-country running in all forms.
- 2) To assist in the promotion and staging of athletics contests, road events, track events, trail events, cross-country events.
- 3) To affiliate with local, national and international clubs, associations and organisations with similar objects.
- 4) To promote any other sporting, educational, training, coaching or research activity which may be an assistance to individual members or to other bodies, clubs or organisations affiliated with the association directly or indirectly.
- 5) To regulate the conduct of road events, track events, trail events and cross-country events staged or promoted by individuals, clubs, associations or bodies corporate who are affiliated with the association.
- 6) To offer advice and assistance to affiliates and other race promoters on the technical and safety aspects of the conduct of road events, track events, trail events and cross-country events.
- 7) To publish any information to foster the said sports and the objects of the association.
- 8) To do all such other things as are incidental or conducive to the attainment of the objects of the association.

6. Vision statement

The Association works on behalf of its members to raise awareness of the health and wellbeing benefits of running. The Association envisages an organisation in which best practice is shared, standards are maintained and surpassed, and which makes a positive contribution to the community:

- 1) To protect, promote and advance the health industry in general and the running community specifically;
- 2) To promote and maintain good relations between the members and local government authorities and the public;
- 3) To promote and encourage any technical or other form of education for the training and development of its members;
- 4) To enter into any affiliation or alliance with, or to promote or assist in the promotion of, any other association or organisation calculated to benefit the members of this Association;
- 5) To do all other lawful things as resolved by the Board to be in the interests of a member;
- 6) To do all such lawful things as may appear to be incidental or conducive to the above objects or any of them; and
- 7) To adopt any additional objects from time to time as determined by the Board.

7. Code of Conduct

All members of the Association shall observe and be bound by the following Code of Conduct:

- 1) The responsibility of members for the welfare, health and safety of the other members shall at all times take precedence.
- 2) Members shall act with honesty and integrity.
- 3) A member shall not make disparaging remarks or unwarranted comments about other members, verbally or in writing (including on social media, email etc.). Comments made at any properly constituted meeting of the Association shall be privileged.
- 4) Members shall give evidence, express opinions or make statements in an objective and truthful manner and on the basis of adequate knowledge.
- 5) Members shall continue the development of their knowledge, skills and expertise and actively assist and encourage other members to do likewise. Members shall apply their knowledge, skills and expertise for the benefit of all members.
- 6) Members shall at all times, consider a person's merit and standing over and above other characteristics, such as age, gender, race, religious belief, sexual preference, cultural or ethnic background, and shall encourage such behaviour in other members.

8. Organisation

The Association shall consist of a body represented by the Board. The Board is the administrative managers of the association.

All member subscriptions and where necessary any special levies will be used to cover the associations recurrent and administrative costs. Notwithstanding, at the discretion of the board, funds may be used to sponsor or contribute to activities or functions.

The board will act autonomously to the extent legally possible under the Corporations Act.

A Director appointed by the Board will act as the Chair. The board will elect a Secretary to assist in the management of activities.

9. The Board

The Board will be the governing body of the Association, subject only to a resolution passed by 75% of the Association Membership at a Members' Meeting.

The Board of the Association will consist of a minimum of three (3) and maximum of (5) directors.

The Board will consist of:

- A Chair (Managing Director)
- A Vice Chair (Assistant Managing Director)
- A director or directors
- A Secretary

- 1) Closed Meetings
 - i. any 2 members of the Board may request that proceedings of the Board be closed to all non-members of the Board. Such meetings of the Board will be referred to as Closed Meetings;
 - ii. proxy members of the Board, nominated by a member of the Board who is unable to attend a Board Meeting, may, at the absolute discretion of the members of the Board, be permitted to attend Closed Meetings of the Board.

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- 2) The Chair
The Chair will preside at all meetings of the Board of the Association. When the Chair is unavailable, the Vice Chair shall preside and in the event of the Vice Chair not being available, an ordinary director will preside.
- 3) The Secretary
The Secretary will act under the general direction of the Chair, or in his or her absence, the Vice-Chair and will perform whatever duties are entrusted to him or her including the following:
 - i. to carry or cause to be carried out the directions of members given at a Members' meeting and any instructions of the Board and act as authorised by it;
 - ii. to keep or cause to be kept an accurate record of business transacted at all meetings of the Association;
 - iii. to keep or cause to be kept a register of members of the Association;
 - iv. to issue or cause to be issued notices of all meetings connected with the Association and to distribute or cause to be distributed to members, information in respect of resolutions passed by the Board and the Association, and in respect of any other matters of interest to members.

10. Membership

- 1) The membership of the Association shall consist of the following classes of members:-
- 2) Ordinary members, Life members and Junior members.
- 3) Membership of the Association is open to all persons, clubs, associations, organisations, bodies corporate who have a bona fide interest in the said sports. Each class of member of the Association is unlimited in numbers.

Rights of membership

- 4) Ordinary Members will, subject to compliance with these rules, be entitled to exercise all the rights of membership including the right to attend and vote at Members' Meetings.
- 5) A Life Member will have the right to attend and speak at all meetings of the Association

Application for membership

Each applicant for Ordinary members, Life members and Junior members must complete and sign:

- 6) An application in such form as specified by the Board from time to time , agreeing to abide by the rules of the Association; and
- 7) The Association must inform applicants for membership, in writing of:
 - i. the financial obligations arising from membership;
 - ii. the Code of Conduct (provided for under these Rules at point no. 7);
 - iii. the circumstances and the manner in which such member may resign from the Association;
 - iv. the right, privilege or obligation which a person has by reason of being a member of the Association;
 - v. membership is not capable of being transferred or transmitted to another person; and terminates upon cessation of the person's membership.

Admission and rejection of members

- 8) The board must decide at the next meeting after receipt of the application and appropriate fee whether to accept or reject the application.
- 9) If a majority of the members of the board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 10) The Secretary of the association must, as soon as practicable after the board decides to accept or reject an application, give the applicant a written notice of the decision.

When membership ends

- 11) A member may resign from the association by giving a written notice of resignation to the secretary.
- 12) The resignation takes effect at the time the notice is received by the secretary; or if a later time is stated in the notice—the later time.
- 13) The board may terminate a member's membership if the member—
 - i. is convicted of an indictable offence; or
 - ii. does not comply with any of the provisions of these rules; or
 - iii. has membership fees in arrears for at least 1 month; or
 - iv. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 14) Before the board terminates a member's membership, the board must give the member a full and fair opportunity to show why the membership should not be terminated.
- 15) If, after considering all representations made by the member, the board decides to terminate the membership, the secretary of the board must give the member a written notice of the decision.

Appeal against rejection or termination of membership

- 16) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 17) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- 18) If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a meeting of the board to decide the appeal.
- 19) The meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 20) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 21) Also, the Board and the members of the Board who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 22) An appeal must be decided by a majority vote of the board members present and eligible to vote at the meeting.
- 23) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

11. Register of members

The Association must keep or cause to be kept a register of members at the Registered Office of the Association. The particulars to be included in the register for each member will be the member's name and address, the date of admission to membership and such other particulars as the Board may direct from time to time.

12. Member's representative binding on member

Each member will be bound by its Nominated Representative appointed under these rules in all matters in respect of which such Nominated Representative is authorised or deemed to be authorised by these rules to act. The opinion of the Board on the scope of the authority of such member's representative shall be final and conclusive.

13. Liabilities of Members

The liability of members of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to \$ 20.00 plus the amount, if any, unpaid by the member in respect of membership fees.

14. Annual subscriptions

- 1) Subscription by Ordinary and Junior Members:
 - i. every Ordinary or Junior Member will pay an annual subscription; and
 - ii. the annual subscription of each Ordinary or Junior Member will be determined by the Board and published prior to the Annual Members' meeting; and
 - iii. the Board at its absolute discretion may offer discounted annual membership fees to a member considered to have merit for such a discount.
- 2) The Board may determine categories of Ordinary Membership from time to time.
- 3) The Board may from time to time require a member(s) to furnish particulars in such form, as the Board may determine such matters as may, in the opinion of the Board, be necessary to enable it properly to carry out its functions under these rules, and each member will be bound to furnish such information accordingly.

Replaceable Rules – points 15-43

These rules do form part of the Constitution however, subject to the Constitution these Rules apply. See the *Corporations Act 2001*. These rules may be changed, altered, deleted, modified and in any way changed at a meeting of members with a majority of seventy five percent (75%) of voting members

15. 198A Powers of directors (replaceable rule – see section 135) *Management of business*

- 1) The business of a company is to be managed by or under the direction of the directors.
Exception
- 2) The directors may exercise all the powers of the company except any powers that this Act or the company's constitution (if any) requires the company to exercise in a general meeting.

Note: For example, the directors may issue shares, borrow money and issue debentures.

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16. 198B Negotiable instruments (replaceable rule – see section 135)

Number of directors for execution

- 1) Any 2 directors of a company that has 2 or more directors, or the director of a proprietary company that has only 1 director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

Variation of method of execution

- 2) The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

17. 198C Chair (replaceable rule – see section 135)

Conferral of powers

- 1) The directors of a company may confer on a Chair any of the powers that the directors can exercise.

Revocation or variation

- 2) The directors may revoke or vary a conferral of powers on the Chair.

18. 201G Company may appoint a director (replaceable rule – see section 135)

A company may appoint a member as a director by resolution passed in a general meeting.

19. 201H Directors may appoint other directors (replaceable rule – see section 135)

The directors of a company may appoint a member as a director. A member can be appointed as a director in order to make up a quorum for a directors' meeting even if the total number of directors of the company is not enough to make up that quorum.

20. 201J Appointment of Chair (replaceable rule – see section 135)

The directors of a company may appoint 1 or more of themselves to the office of Chair of the company for the period, and on the terms (including as to remuneration), as the directors see fit.

21. 201K Alternate directors (replaceable rule – see section 135)

Appointment

- 1) With the other directors' approval, a director may appoint an alternate to exercise some or all of the directors' powers for a specified period.

Notice of Meetings

- 2) If the appointing director requests the company to give the alternate notice of directors' meetings, the company must do so.

Exercise of Powers

- 3) When an alternate exercises the directors' powers, the exercise of the powers is just as effective as if the director exercised the powers.

Termination of appointment

- 4) The appointing director may terminate the alternate's appointment at any time.

Requirement of writing

- 5) An appointment or its termination must be in writing. A copy must be given to the company. Note: ASIC must be given notice of the appointment and termination of appointment of an alternate.

22. 202A Remuneration of directors (replaceable rule – see section 135)

Determined by resolution

- 1) The directors of a company are to be paid the remuneration that the company determines by resolution.

Travelling and other expenses

- 2) The company may also pay the directors' travelling and other expenses that they properly incur:
 - i. in attending directors' meetings or any meetings of committees of directors; and
 - ii. in attending any general meetings of the company; and
 - iii. in connection with the company's business.

23. 203A Director may resign by giving written notice to company (replaceable rule – see section 135)

A director of a company may resign as a director of the company by giving a written notice of resignation to the company at its registered office.

24. 203F Termination of appointment of a Chair (replaceable rule – see section 135)

Ceasing to be a director

- 1) A member ceases to be Chair if they cease to be a director.

Revocation or variation of appointment

- 2) The directors may revoke or vary an appointment of a Chair.

25. 204F Terms and conditions of office for secretaries (replaceable rule – see section 135)

A secretary holds office on the terms and conditions (including as to remuneration) that the directors determine.

26. 247D Company or directors may allow member(s) to inspect books (replaceable rule – see section 135)

The directors of a company may authorise a member to inspect books of the company.

27. 248A Circulating resolutions of companies with more than one director (replaceable rule – see section 135)

Resolutions

- 1) The directors of a company may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Copies

- 2) Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.

When the Resolution is passed

- 3) The resolution is passed when the last director signs the document.

Recording of Resolutions

- 4) Passage of a resolution under this section must be recorded in the company's minute books.

28. 248C Calling directors' meetings (replaceable rule – see section 135)

A director giving reasonable notice individually to every other director may call a directors' meeting.

Note: A director who has appointed an alternate director may ask for the notice to be sent to the alternate director (see subsection 201K(2), provided for under these Rules at point no. 21).

29. 248E Chairing directors' meetings (replaceable rule – see section 135)

Director may be elected to chair meetings for specified period

- 1) The directors may elect a director to chair their meetings. The directors may determine the period for which the director is to be the chair.

Election of director present at meeting

- 2) The directors must elect a director present to chair a meeting, or part of it, if:
 - i. A director has not already been elected to chair the meeting; or
 - ii. A previously elected chair is not available or declines to act, for the meeting or the part of the meeting.

30. 248F Quorum at directors' meetings (replaceable rule – see section 135)

Unless the directors determine otherwise, the quorum for a directors' meeting is 3 directors and the quorum must be present at all times during the meeting.

31. 248G Passing of directors' resolutions (replaceable rule – see section 135)

Majority of votes

- 1) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.

Chair to have casting vote

- 2) The chair has a casting vote if necessary in addition to any vote they have in their capacity as a director.

Note: The chair may be precluded from voting, for example, by a conflict of interest.

32. 249C Calling of meetings of members by a director (replaceable rule – see section 135)

Who may call meetings of members

- 1) A director may call a meeting of the company's members; and
- 2) A director may call a meeting of the company's members for the purpose of a special resolution.
- 3) A director will call a meeting of the company's members if requested by at least three members as provided by the Act for the purpose of a special resolution

33. 249J(4) When notice by post or fax is given (replaceable rule – see section 135)

A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

34. 249M Notice of adjourned meetings (replaceable rule – see section 135)

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for a month or more.

35. 249T Quorum (replaceable rule – see section 135)

- 1) The quorum for a meeting of the Company's members is two (2) of the members entitled to attend and the quorum must be present at all times during the meeting.

Determination of existence of quorum

- 2) In determining whether a quorum is present, count individuals attending as proxies. However, if a member has appointed more than 1 proxy, count only 1 of them. If an individual is attending both as a member and as a proxy, count them only once.

Note: For rights to appoint proxies, see section 249X (provided for under these Rules at point no. 38).

Meeting to be adjourned if no quorum present within 30 minutes

- 3) A meeting of the company's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the directors specify. If the directors do not specify 1 or more of those things, the meeting is adjourned to:
 - i. If the date is not specified – the same day in the next week; and
 - ii. If the time is not specified – the same time; and
 - iii. If the place is not specified – the same place.

Where no quorum is present at resumed meeting

- 4) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

36. 249U Chairing meetings of members (replaceable rule – see section 135)

Directors may elect an individual

- 1) The directors may elect a member to chair meetings of the company's members.

Where chair has not previously been elected or unavailable

- 2) The directors at a meeting of the company's members must elect an individual present to chair the meeting (or part of it) if an individual has not already been elected by the directors to chair it or, having been elected, is not available to chair it, or declines to act, for the meeting (or part of the meeting).

Where member may elect chair

- 3) The members at a meeting of the company's members must elect a member present to chair the meeting (or part of it) if:
 - i. A chair has not previously been elected by the directors to chair the meeting; or
 - ii. A previously elected chair is not available, or declines to act, for the meeting (or part of the meeting).

Adjournment of meeting

- 4) The chair must adjourn a meeting of the company's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

37. 249W(2) Business at adjourned meetings (replaceable rule – see section 135)

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

38. 249X Who can appoint a proxy (replaceable rule for proprietary companies and mandatory rule for public companies – see section 135)

Appointment

- 1) A member of a company who is entitled to attend and cast a vote at a meeting of the company's members may appoint another member as their proxy to attend and vote for them at the meeting.

Proportion or number of votes may be specified

- 2) The appointment may specify the proportion or number of votes that the proxy may exercise.

Apportionment of votes between 1 or 2 proxies

- 3) Each member may appoint a proxy. If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.

Fractions of votes to be disregarded

- 4) Disregard any fractions of votes resulting from the application of subsection (2) or (3).

39. 250C (2) Proxy vote valid even if member dies, revokes appointment etc. (replaceable rule – see section 135)

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

- i. The appointing member dies; or
- ii. The member is mentally incapacitated; or
- iii. The member revokes the proxy's appointment; or
- iv. The member revokes the authority under which the proxy was appointed by a third party; or
- v. The member transfers the share in respect of which the proxy was given.

40. 250E How many votes a member has (replaceable rule – see section 135)

Company without share capital

- 1) Unless otherwise provided for under these Rules each member of the Company has 1 vote, both on a show of hands and a poll.

Chair's casting vote

- 2) The chair has a casting vote, and also, if they are a member, any vote they have in their capacity as a member.

41. 250G Objections to right to vote (replaceable rule – see section 135)

A challenge to a right to vote at a meeting of a company's members:

- 1) May only be made at the meeting; and

- 2) Must be determined by the chair, whose decision is final.

42. 250J How voting is carried out (replaceable rule – see section 135)

Show of hands or verbal advice

- 1) A resolution put to the vote at a meeting of a company's members must be decided on a show of hands or by verbal advice unless a poll is demanded.

Votes by verbal advice

- 2) Voting may also be made by verbal advice where a member is on a tele- or web-conference line and chooses to vote by advice over the phone.

Proxy votes to be identified

- 3) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

Declaration of chair conclusive evidence of result

- 4) A declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

43. 250M When and how polls must be taken (replaceable rule – see section 135)

Polls other than on the election of chair

- 1) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

Voting by poll

- 2) If a poll is called, any member on a tele- or web-conference line will have their vote recorded by the chair.

Election of chair

- 3) A poll on the election of a chair or on the question of an adjournment must be taken immediately.

44. Procedure at Members' Meetings

- 1) Annual Members' Meeting

The business of the Annual Members' Meeting will be:

- i. to receive and consider a report by the Board of the proceedings of the Association for the previous year;
- ii. to consider the business plan for the Association approved by the Board and to be implemented during the next Financial Year, to set estimates for the forecast expenses of the Association for the ensuing financial year, and to set the membership fees for the upcoming year;
- iii. to transact any other business of which due notice must have been given or which in the opinion of the Chair may be expedient and which under these rules may be transacted at the Annual Members' Meeting;
- iv. to consider, pass, amend or reject any proposed resolution contained in the notice convening the meeting;

- v. to consider any other business which, in the opinion of the Chair or other member chairing the meeting, may be expedient.
- 2) The business of an Extraordinary Members' Meeting will be:
- i. to deal with any business contained in the notice convening the meeting;
 - ii. to pass, amend or reject any proposed resolution contained in the notice convening the meeting;
 - iii. with the leave of the Chair or other member chairing the meeting, discuss any other business raised at the meeting.

45. Binding effect of resolutions

All resolutions passed at a meeting of the Association will be binding upon the Board, the Association and the members.

46. Income and Property

The income of the Association will be derived from fees, subscriptions, training and or coaching services, events, seminars, conferences, information briefings, sponsorships, exhibitions, specialist services to individual members or other persons, and by any other lawful means.

The Association may, in the pursuit of its objects, establish or facilitate the establishment of businesses which are relevant to the interests of its members.

The Association shall have power to acquire and dispose of property, to expend and invest money, to borrow money with or without security, to open bank accounts, and to enter into contracts provided that the mentioning of these special powers shall not be deemed to restrict in any way the full and complete powers of the Association to deal with all matters coming within the scope of its objects.

All accounts paid shall be ratified by the Board which shall act as a Finance Committee to perform such functions in relation to the financial affairs of the Association as the Board may determine.

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

All expenditure which is not ordinary expenditure will be deemed to be extraordinary. No extraordinary expenditure will be incurred unless ratified and approved by resolution of the Board.

In the event of the association being dissolved, the amount that remains after dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

47. Financial Reporting

Books and Accounts

The Board must cause proper books of accounts to be kept; recording a true account of the financial transactions of the Association, and of all receipts and expenditure and the assets, credits and liabilities of the Association and such books of account will be kept at the Registered Office.

(The following is for information only. See full text of Corporation's Act 2001)

CORPORATIONS ACT 2001 - SECT 45B defines a small Company limited by guarantee.

CORPORATIONS ACT 2001 - SECT 285A - A small company limited by guarantee has:-

No obligation to do any of the following unless required to do so under a member direction or ASIC direction:

- i. prepare a financial report;
- ii. prepare a director's report;
- iii. have financial report audited;
- iv. notify members of reports.

48. Cheques and monies

- 1) Cheques may be signed by such member(s) as may from time to time be authorised by the Board provided that such member(s) is a Board Director.
- 2) All cheques, negotiable instruments and monies belonging to the Association will forthwith, upon receipt thereof, be paid to such bankers as nominated from time to time by the Board to the credit of the Association.

49. Indemnity

- 1) Every Chair, Vice-Chair, Secretary and member of the Board and every other officer and servant of the Association will be indemnified by the Association out of the funds of the Association against all costs, losses, charges and expenses with respect to any monies paid or any liability incurred by him or her by reason of any contract entered into by him or her or any act or thing done or omitted to be done by him or her in any of the capacities aforesaid in the course of his or her office or duty.
- 2) Travelling expense will be included in such indemnity, but only if approved or confirmed by the Board before or after they are incurred.
- 3) No member or servant of the Association will be liable for the acts, receipts or defaults of any other officer or servant or for any loss of expense or damage which may be incurred by the Association unless incurred through his/her dishonesty or his/her wilful refusal or neglect to carry out the duties pertaining to his/her office or employment.

50. Execution of Documents

No documents are to be executed on behalf of the Association other than with the express authority of the Board or by a Committee authorised by the Board in writing.