

**CORPORATIONS LAW**  
**ARTICLES OF ASSOCIATION**  
**- of**  
**THE INSTITUTE OF FORESTERS OF AUSTRALIA**  
**A COMPANY LIMITED BY GUARANTEE AND NOT**  
**HAVING A SHARE CAPITAL**

**PRELIMINARY**

1. Except as hereinafter provided the Regulations contained in Table A in Schedule 1 of the Corporations Law do not apply to the Institute.

**DEFINITIONS**

- 2.1 In these Articles unless there be something in the subject or context inconsistent therewith:
  - "Articles" means these Articles of Association as amended from time to time;
  - "Board" means the board of Directors of the Institute constituted pursuant to Article 38;
  - "Branch" means a branch of the Institute;
  - "Director" means any person occupying the position of a director and includes an alternate director duly acting as an alternate director;
  - "Division" means a division of the Institute;
  - "Divisional Committee" means the committee referred to in Article 15;
  - "Executive Director" means the chief executive officer of the Institute appointed pursuant to Article 69;
  - "financial year" means the year from 1st July to 30th June;
  - "Institute" means the Institute of Foresters of Australia;
  - "Law" means the Corporations Law and any reference to the Law or any section thereof must be read as though the words "or any modification, amendment or re-enactment thereof or any provision substituted therefore" were added to such reference;
  - "member" means a voting member, fellow, honorary member, student member and/or associate member of the Institute or such other class of member as the Board may from time to time determine pursuant to Article 5;
  - "Month" means calendar month;
  - "President" means the president of the Institute elected pursuant to Article 49;
  - "Regulations" means regulations of the Institute made by the Board pursuant to Article 79;

"Register" means the register of members to be kept pursuant to Section 209 of the Law;

"Seal" means the common seal of the Institute;

"Secretary" means any person, including the Executive Director, appointed to perform the duties of secretary of the Institute;

"Special Resolution" has the meaning assigned thereto by Section 253 of the Law;

"voting member" means a member of the Institute who is entitled to vote at general meetings of the Institute in accordance with the provisions of the Law and these Articles; and

"Year" means calendar year.

2.2 Unless otherwise defined in these Articles:

- (a) words which are given a special meaning by the Law have the same meaning in these Articles;
- (b) words importing the singular include the plural and vice versa;
- (c) the term person include bodies corporate, unincorporated associations, and trusts;
- (d) words importing any gender include all other genders; and
- (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.

2.3 The Institute is established for the purposes set out in the Memorandum of Association.

**TRANSITIONAL**

3. In this Article the words "the old Institute" mean an incorporated association known as the Institute of Foresters of Australia Incorporated which was incorporated under the Associations Incorporation Act 1956-65 of South Australia on 22nd day of December 1967. Upon the incorporation of the Institute under the Law the following consequences shall forthwith and automatically follow and ensue:

- (a) the Divisions of the old Institute shall become the Divisions of the Institute;
- (b) every member, corporate member, honorary member, fellow, student member and associate member of the old Institute shall, subject to being fully paid up with respect to any membership fee or annual subscription at the time of incorporation, become a member of the Institute;
- (c) all persons appointed under or by virtue of the constitution and by-laws of the old Institute at the time of incorporation of the Institute shall be deemed to hold the same office in the Institute as if they had been appointed under these Articles until and unless varied by the Board or the members in general meeting pursuant to these Articles.

## **MEMBERSHIP**

4. The subscribers to the Memorandum and Articles of Association of the Institute and the persons referred to in Article 3(b) shall be the first members of the Institute.
5. After incorporation, the members of the Institute will consist of such of the first members of the Institute who remain as members of the Institute and such other persons as the Board may admit to membership from time to time in accordance with these Articles.
6. The Institute shall consist of voting members, fellows, honorary members, student members and associate members or such other class of member as the Board may from time to time determine. At its first meeting after incorporation the Board shall adopt Regulations detailing the qualifications and/or experience necessary for voting members, fellows, honorary members, student members and associate members.
7. Every applicant for membership of the Institute must be proposed by a voting member and seconded by another voting member of the Institute. The application for membership must be in writing signed by the applicant, the applicant's proposer and seconder and endorsed by the chair of the Division appropriate to the applicant's place of residence.
8. At the next meeting of the Board after the receipt of any application for membership, the application must be considered by the Board, which must thereupon determine upon the admission or rejection of the applicant. In no case will the Board be required to give any reason for the rejection of an applicant.
9. When an applicant has been accepted by the Board for membership of the Institute the Secretary must forthwith send to the applicant written notice of the applicant's acceptance with a request that the applicant pay the membership fee (if applicable) and annual subscription. Upon receipt of any applicable membership fee and the annual subscription the applicant becomes a member of the Institute and that member's name must be entered in the Register.
10. Each member undertakes and agrees to be bound by the Memorandum and Articles of Association of the Institute.

## **CESSATION OF MEMBERSHIP**

11. A member may at any time by giving notice in writing to the Secretary resign membership of the Institute but the member continues to be liable for payment of monies due to the Institute by the member and unpaid as at the date of resignation in addition to any sum not exceeding ten (10) dollars for which he or she is liable as a member under Clause 8 of the Memorandum of Association of the Institute.
12. The rights and privileges of a member are not transferable during the lifetime of the member, and cease upon cessation of being a member, whether by death, bankruptcy, liquidation, retirement, resignation or otherwise.

13. If any member wilfully refuses or neglects to comply with the provisions of the Memorandum or Articles of Association of the Institute or is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Institute, the Board shall have power by resolution to censure, fine, suspend or expel the member from the Institute. At least one week before the meeting of the Board at which such a resolution is passed the member shall receive notice of such meeting, the allegations made, the intended resolution, and advice that he or she shall at such meeting and before the passing of such resolution have an opportunity to give orally or in writing any explanation or defence to the allegations. Such member may, by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Institute in general meeting and, in that event, a general meeting of the Institute shall be called for the purpose and if, at the meeting, such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and, in the case of a resolution for the member's expulsion, the member must be expelled.

#### **ORGANISATION OF MEMBERS**

- 14a. There shall be one Division of the Institute for each State of Australia and one for all the Territories of or administered by the Commonwealth of Australia (hereinafter called "the Territory"). The members resident within the boundaries of each State shall constitute the Division for that State and the members resident in all the Territories of or administered by the Commonwealth shall constitute the Division for the Territory. Any member resident out of the Commonwealth of Australia or its Territories shall be deemed to be a member of the Division for the Territory.
- 14b. There shall be a Division called the Association of Consulting Foresters of Australia.
15. The affairs of each Division shall, subject to these Articles and any Regulations made hereunder and any direction of the Board, be managed and administered by a Divisional Committee the chair of which must be a voting member.
16. Subject to Article 51, upon the incorporation of the Institute the incumbent chairs of the Divisional Committees shall continue as chairs of their respective Divisional Committees until 31st December of the year of incorporation. Provided always that a chair has not served four (4) years as chair, the incumbent chair of each Divisional Committee shall be entitled to be re-elected for a further term, such term to commence on 1st January in the year following the year of incorporation and not to exceed three (3) years. Thereafter the chair of each Divisional Committee shall be elected for a three (3) year term with a right to be re-elected for a further three (3) years. Each Division must hold an annual general meeting and if the year of such meeting is the last year of the chair of that Divisional Committee's term of office the voting members of that Division must

- at that meeting elect a new chair to take office on 1st January of the following year.
17. The members resident in any geographical area of Australia may, with the approval of the Board, form themselves into a Branch. The Board shall, at the first meeting after incorporation and thereafter annually, allocate each Branch to a Division for the purpose of facilitating that Branch's administration. In the event that the membership of a Branch falls into two or more Divisions each of those Divisions shall, subject to any Regulations made or any unanimous resolution of the Board to the contrary, be responsible on an annual and rotating basis for the administration of that Branch.
  18. At the first meeting of the Board after the incorporation of the Institute the Board shall adopt Regulations with respect to the operation, including without limitation the powers and obligations, of the Divisions and Branches.

### **GENERAL MEETINGS**

19. An annual general meeting of the Institute shall be held once in every calendar year at such time (being not more than five (5) months after the end of each financial year) and at such place as is determined by the Board.
20. Any Director of the Institute may, and the Secretary shall upon the request of a Director, convene a general meeting. General meetings may also be convened on the requisition of voting members as provided for under Section 246 of the Law. Section 247(1) of the Law does not apply.
21. Subject as hereinafter provided when it is proposed to pass a special resolution at least twenty-one clear days' notice and in any other case at least fourteen clear days' notice specifying the place day and hour of meeting and in case of special business the general nature of such business must be given to such persons as are entitled to receive such notices from the Institute.
22. The accidental omission to give any such notice to, or the non-receipt of any such notice by, any of the members does not invalidate any resolution passed at any such meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

23. At a general meeting of the Institute every voting member shall be entitled to vote either personally or by proxy. Only voting members are entitled to a vote, and no voting member may vote in circumstances where that member's annual subscription is overdue by six (6) months.
24. Subject to Article 25 all business other than special business at a general meeting is passed if passed by a majority of voting members present in person or by proxy.
25. No business shall be transacted at any general meeting unless a quorum of voting members is present at the time when the meeting proceeds to business. Save as is herein otherwise provided twelve (12) voting members present in person shall be a quorum. For the purpose of this Article, "voting member" includes a person attending as a proxy, attorney or representative of a voting member.

26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of a voting member, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the voting members present (being not less than ten [10]) shall be a quorum.
27. The President shall preside as chair at every general meeting of the Institute, or if there is no President, or if the President is not present within 20 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the voting members present shall elect one of their number to be chair of the meeting.
28. The chair may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the general meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
29. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -  
by the chair; or  
by at least three voting members present in person or by proxy.  
Unless a poll is so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
30. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith.
31. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
32. A voting member may vote in person or by proxy or by attorney. Every person present who is a voting member or is a duly authorised representative of a voting member shall have one vote and on a poll every voting member present or a duly authorised representative of a voting member shall have one vote.

- 33. A voting member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
- 34. The instrument appointing a proxy must be in writing under the hand of the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A voting member is entitled to instruct his or her proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit. A proxy must be a voting member.
- 35. The instrument appointing a proxy must be in the following form or in a form that is similar to the following form as the circumstances allow:

I,.....  
of.....  
being a voting member of the Institute of Foresters of Australia  
hereby appoint.....  
of.....  
or failing the above - named.....  
of.....  
as my proxy to vote for me and on my behalf at the (annual general meeting or general meeting as the case may be) of the Institute to be held on the..... day of..... 19... and at any adjournment thereof.

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

(insert resolutions)

Signed this.....day of .....19..... .

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

\* Strike out whichever is not desired.

36. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Institute or at such other place as is specified for that purpose in the notice convening the general meeting, not less than forty-eight hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote, or, in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.
37. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Institute at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## **THE BOARD**

38. Subject to the Law and these Articles, the Institute is managed by a Board consisting of not less than seven (7) Directors and not more than nine (9) Directors.
39. The first Board shall consist of the subscribers to the Memorandum of Association. At the first Board meeting after incorporation the Directors must confirm the appointment of the incumbent President pursuant to Article 52 and nominate and unanimously approve a voting member to be a Director. Thereafter the following persons are to be Directors on the Board:
  - (a) the chairs of the Divisional Committees of each Division of the Institute;
  - (b) the President; and
  - (c) a voting member nominated by a Director and unanimously approved of by the Directors referred to in paragraphs (a) and (b) hereof.
40. Directors appointed to hold office by virtue of their position hold office for the period they hold that position. The Director appointed pursuant to Article 39(c) holds office for a period of three (3) years and is eligible, subject to the unanimous approval of the Board, to be reappointed for a further period of three (3) years.
41. The Institute may from time to time by resolution carried at a general meeting increase or reduce the number of Directors.
42. The Board shall have power at any time, and from time to time, to appoint any voting member to the Board, either to fill a casual vacancy or as an addition to the existing Directors on the Board but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

43. The Institute may by resolution of which special notice has been given remove any Director on the Board before the expiration of his or her period of office, and may by resolution appoint another person in his or her stead.
44. There shall be a vacancy on the Board if a Director: -
- (a) becomes an insolvent under administration or makes any arrangement or composition with his or her creditors generally;
  - (b) becomes prohibited from being a director of a company by reason of any order made under the Law;
  - (c) ceases to be a Director by operation of section 228 of the Law;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his or her office by notice in writing to the Institute;
  - (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
  - (g) holds any office of profit under the Institute other than an office in respect of which remuneration is properly payable in accordance with these Articles;
  - (h) ceases to be a voting member.
45. No remuneration or other benefit in money or money's worth shall be paid or given by the Institute to any Director except:
- (a) for the payment of out-of-pocket expenses incurred by the Director in the performance of any duty as Director of the Institute where the amount payable does not exceed any amount previously approved by the Board;
  - (b) for payment of any service rendered to the Institute by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;  
or
  - (c) for payment of any salary or wage due to the Director as an employee of the Institute where the terms of employment have been approved by the Board;  
or
  - (d) for the provision of a financial benefit to a Director to which subsection 243K(7A) of the Law refers or payment of an insurance premium in respect of a contract insuring a Director to which sub-section 243K(7B) of the Law refers.
46. No Director is disqualified from holding any office or place of profit under the Institute or any corporation in which the Institute is a shareholder or otherwise interested, or from contracting with the Institute as vendor, purchaser or otherwise, nor can any such contract or any contract or arrangement entered into

- by or on behalf of the Institute in which any Director is in any way interested be avoided by reason only of such Director holding that office or of the fiduciary relationship thereby established.
47. A Director who has previously declared an interest to the Institute may not vote in respect of any contract or arrangement by the Institute with any person or corporation in which the Director has declared such an interest. A Director may, notwithstanding any interest, be counted in the quorum at any meeting at which any such matter is considered and may also sign any such contract or arrangement on behalf of the Institute under authority of the Board, or participate in the affixing of the Common Seal of the Institute thereto.
48. It is the duty of each Director to comply with Sections 232 and 236 of the Law.

### **THE PRESIDENT**

49. There must be a President of the Institute who shall, subject to the provisions of Article 50, be unanimously elected by the Board ~~from among the Directors~~.
50. At the first meeting of the Board after the incorporation of the Institute the Directors shall confirm the appointment of the incumbent President until 31st December of the year of incorporation. At least 28 days prior to the 31st December the Board shall meet to elect a President who shall take office on 1st January of the year after the year of incorporation. For the purposes only of the election referred to in this Article the incumbent President shall be entitled to be re-elected as President where that incumbent has not been President for four (4) years provided that if the incumbent President is re-elected that President's term of office shall not exceed three (3) years. In all other cases the President shall hold office for three (3) years and shall be entitled to be re-elected for a further three (3) year term if unanimously elected by the Directors referred to in Article 39(a).
51. The incumbent President, as at the date of incorporation of the Institute, shall be deemed to have resigned from the position of chair of a Division. Thereafter a Director who is elected President must, from the date on which he or she takes up the office of President, resign from the position of chair of a Division.
52. The President may, subject to obtaining the unanimous approval of the Directors referred to in Article 39(a), take leave of absence from the Board. In the event that the President takes leave of absence the remaining Directors on the Board shall elect an acting President from among the Directors referred to in Article 39(a) for the term of that leave of absence. Notwithstanding the provisions of Article 51, the acting President shall not be required to resign his or her position as chair of a Division.

### **PROCEEDINGS OF THE BOARD**

53. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit but must meet at least four (4) times a year.

54. A Director may at any time, and the Secretary shall, upon the request of a Director, summon a meeting of the Board. Without limiting the generality of the foregoing, the Directors may hold a meeting through the use of television monitors, telephones or any other means of instantaneous electronic electromagnetic, laser, radio or telephonic communication and such meeting is as valid and effective as if all the participants were present in person at the same time at a duly called and constituted meeting of the Board.
55. The quorum necessary for the transaction of the business of the Board is a majority of the total number of Directors referred to in Article 39(a).
56. The Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of arranging for the increase of the number of Directors to that number or of summoning a general meeting of the Institute, but for no other purpose.
57. Subject to Article 79, questions arising at any meeting of the Board must be decided by a majority of votes of the Directors present and voting, and in case of an equality of votes the President or acting President has a second, or casting, vote.
58. The President of the Institute presides over meetings of the Board. If the President is unable to preside, or if there is no President appointed, the Directors present must choose one of their number to be acting President of such meeting.
59. A meeting of the Directors for the time being at which a quorum is present is competent to exercise all or any of the authorities powers and discretions by or under the Articles of the Institute for the time being vested in or exercisable by the Directors generally.
60. A resolution agreed to in writing signed by all the Directors who are then in Australia being at least equivalent to a quorum necessary for the transaction of business of the Board, which resolution may consist of a number of identical parts each signed separately by one (1) or more Directors, has the same force and effect as a resolution passed at a meeting of the Board duly convened and held at which all the signatories were present in person.
61. Minutes of all proceedings at meetings of the Directors must be kept in accordance with Section 258 of the Law.

#### **ALTERNATE DIRECTORS**

62. Any Director may from time to time appoint any voting member approved for the purpose by the other Directors to act as his or her alternate during the absence of the Director from the place where the meetings are held or inability for any other reason to act as such Director. On such appointment being made the alternate Director is subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director while

so acting exercises and discharges all the powers and duties of the Director represented, and is alone responsible to the Institute for the alternate's own acts and defaults. A Director may at any time revoke the appointment of any alternate Director appointed by the Director, and if for any reason such Director ceases to be a Director, then the person appointed thereupon ceases to have any power or authority as alternate Director.

## **POWERS OF DIRECTORS**

63. The management of the business of the Institute is vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Institute is by its Memorandum of Association or otherwise authorised to exercise and do and are not hereby, or by statute or code, directed or required to be exercised or done by the Institute in general meeting, but subject nevertheless to the provisions of the Law and of these Articles, and to any Regulations not being inconsistent with the Articles from time to time made by the Board; provided that no such regulation invalidates any prior act of the Directors which would have been valid if such Regulation had not been made.
64. The Directors may from time to time, borrow or raise any sum or sums of money for the purposes of the Institute and may secure the repayment of such sum or sums or any debts, liabilities, contracts or obligations incurred or undertaken by the Institute in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of bonds, perpetual or redeemable debentures, or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the property of the Institute both present and future or give any other security for a debt, liability or obligation of the Institute, or any other person.
65. The Directors may by resolution, power of attorney or writing delegate any of their powers (except this power of delegation) to committees consisting of such Directors as they think fit. Any committee so formed or so appointed must in the exercise of the powers so delegated conform to any Regulations that may from time to time be imposed on it by the Directors. The Directors may at any time or times alter, revoke, withdraw or vary all, or any, of such delegations.
66. The meetings and proceedings of any committee referred to in Article 65 are governed by the provisions adopted by the Directors for regulating Board meetings and proceedings of the Board, so far as the same are applicable thereto, unless superseded by any Regulations made under these Articles.
67. The Directors may also constitute committees of the Board consisting of such Directors and other persons or representatives as the Directors think fit, with such terms of reference as the Directors think fit. Committees of the Board constituted under this Article have the power only to advise and make recommendations to the Board on matters within their terms of reference.
68. All acts done at any meeting of the Directors, or by a committee of Directors, or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Directors, or

persons acting as aforesaid, or that they or any of them were disqualified, is valid as if every such person had been duly appointed and was qualified to be a Director.

### **EXECUTIVE DIRECTOR**

69. The Board must appoint a person to be the Executive Director of the Institute on such terms, conditions and remuneration as the Board determines. The Executive Director, subject to the directions of the Board, is responsible for the operations of the Institute and reports to the Board. Unless otherwise determined by the Board the Executive Director shall be the Secretary to the Board.
70. The Board may from time to time delegate to the Executive Director such of the powers exercisable under these Articles by the Board as it thinks fit, (other than the powers exercisable under Articles 4 ,5, 7 and 8 and this power of delegation), and may confer such powers for such objects and purposes, and upon such terms and conditions, and with such restrictions as the Board thinks expedient, but not to the exclusion of, or in substitution for, all or any of the powers of the Board. The Board may at any time or times alter, revoke, withdraw or vary all or any of such delegations.
71. If the Executive Director is for any reason unable to fulfil the function of Executive Director, the Institute may appoint an acting Executive Director. The acting Executive Director whilst acting in that position has all the powers and is subject to all the constraints as if the acting Executive Director were the Executive Director.

### **ACCOUNTS**

72. The Board must cause true accounts to be kept of all sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the assets and liabilities of the Institute, and such accounts must be kept in compliance with the Law.
73. Books of account must be kept at the office of the Institute, or at such place or places as the Board decides.
74. The accounts of the Institute must be closed annually on 30th June and an income and expenditure account and balance sheet containing a summary of the assets and liabilities of the Institute made up as at the date for closure of the accounts of the Institute in each financial year must be submitted to the annual general meeting.

### **AUDITOR**

75. Within one (1) month of incorporation a properly qualified auditor or auditors must be appointed by the Board. The auditor's or auditors' duties must be regulated in accordance with section 327 of the Corporations Law.

### **SEAL**

76. The Board must provide for the safe custody of the Seal and such Seal must never be used except by the authority of the Directors. The affixing of the Seal to any documents must be attested by one Director and the Executive Director or in such other manner as the Board may from time to time determine (including the use of facsimile signatures if the Board so determines).

### **CHEQUES, BILLS ETC.**

77. All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed, drawn, accepted, made or endorsed, as the case may be, for and on behalf of the Institute in such manner as the Board may from time to time determine (including use of facsimile signatures if the Board so determines).

### **ALTERATION**

78. No amendment of these Articles of Association may be made unless authorised by a prior resolution of the voting members at a general meeting.

### **REGULATIONS**

79. The Board has the power to make Regulations from time to time as are in its opinion necessary and desirable for the proper control, administration and management of the affairs, operations, finances, interests, effects and property of the Institute and to amend and repeal from time to time such Regulations. A resolution to make, amend or repeal a Regulation must be carried by two thirds of the Directors referred to in Article 39(a).
80. A Regulation must:
- (a) be subject to the Memorandum of Association and these Articles;
  - (b) be consistent with the provisions contained in the Memorandum of Association and these Articles; and
  - (c) when in force is binding on all members.

### **NOTICES**

81. Any notice required by law or by or under these Articles to be given to any member must be given by sending it by post to the member at the members' registered address, or to the address, if any, supplied by the member for the giving of notices. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a meeting, on the day after the date of posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
82. Notice of every general meeting must be given to every member except those members for whom the Institute has no registered address or address for the giving of notices and to the auditor or auditors for the time being of the Institute.

### **WINDING UP**

83. The provisions of clause 11 of the Memorandum of Association relating to the winding-up or dissolution of the Institute has effect and must be observed as if the same were repeated in these Articles.

#### **INDEMNITY**

84. To the extent lawfully permitted every Director, Executive Director and other officer for the time being of the Institute is indemnified out of the assets of the Institute against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Law in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.
85. To the extent lawfully permitted, the Institute may indemnify a person who is or has been a Director, Executive Director, or other officer of the Institute against liability to another person (other than the Institute) incurred by such a person as a Director, Executive Director or other officer unless the liability arises out of conduct involving a lack of good faith.
86. The Institute may pay a premium for a contract insuring a person who is or has been a Director, Executive Director or other officer of the Institute against:
- (a) any liability incurred by that person as an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Institute or a contravention of sections 232(5) or (6) of the Law; and
  - (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Institute whether civil or criminal, and whatever their outcome.

WE, the several persons whose names and addresses are subscribed being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.