

CONSTITUTION

CORPORATIONS ACT

CONSTITUTION

Of

EPILEPSY ASSOCIATION

(ACN 000 533 791)

(ABN 61 000 533 791)

Amended 17 December 2013 - Various

A Company Limited by Guarantee

TABLE OF CONTENTS

Rule order	Rule Number
Definitions and interpretation	1
Objects	2
Disposition of funds	3
Liability of members	4
Distribution on winding up	5
Membership	6
Cessation of membership	7
Membership not assignable	8
General meetings	9
Proceedings at general meetings	10
Votes of members.....	11
Appointment and removal of directors	12
Powers and duties of directors	13
Proceedings of directors	14
Secretary	15
Seal	16
Inspection of records	17
Accounts	18
Audit	19
Notices	20
Indemnity.....	21
Constitution Review	22

Alphabetical order

Accounts	18
Appointment and removal of directors	12
Audit	19
Cessation of membership	7
Constitution Review	22
Definitions and interpretation	1
Disposition of funds	3
Distribution on winding up	5
General meetings	9
Indemnity	21
Inspection of records	17
Liability of members	4
Membership not assignable	8
Membership	6
Notices	20
Objects	2
Powers and duties of directors	13
Proceedings at general meetings	10
Proceedings of directors	14
Seal	16
Secretary	15
Votes of members.....	11

CONSTITUTION
of
EPILEPSY ASSOCIATION
(ACN 000 533 791) (ABN 61 000 533 791)
A Company Limited by Guarantee
(Adopted by Special Resolution of the Members passed on 30 August 2000)

1. INTERPRETATION

- 1.1 In this Constitution unless there is something inconsistent in the subject or context:
- Association** means Epilepsy Association ACN 000 533 791 and ABN 61 000 533 791;
- Board** means the members for the time being of the board of Directors appointed or elected pursuant to this Constitution and meeting as a board;
- Business Day** means any day, not being a Saturday, Sunday or public holiday when banks in Sydney are generally open for business;
- Constitution** means the Constitution of the Association as amended from time to time;
- Director** means a person appointed or elected to the position of director of the Association;
- Directors** means all or some of the Directors acting as a board;
- Financial Year** means the financial year of the Association beginning on 1 July and ending on 30 June or such period as may be prescribed by the Association in General Meeting;
- General Meeting** means a meeting of the Members held in accordance with this Constitution;
- In writing** or **written** includes printing, typing and any other mode of reproducing words in visible form including electronic form;
- Member** means a person admitted as a member of the Association pursuant to Rule 6;
- Month** means calendar month;
- Objects** means the objects of the Association as set out in Rule 2.1;
- Office** means the Association's registered office;
- Rule** means a rule of this Constitution;
- Secretary** means any person appointed to perform the duties of a secretary to the Association and if more than one person is appointed, any one or more of such persons;
- Law** means the Corporations Law including any modification, amendment

or re-enactment for the time being in force and a reference in this Constitution to a provision of the Law includes any modification, amendment or re-enactment of that provision;

Register means the register of Members kept pursuant to the Law.

- 1.2 In this Constitution, unless the contrary intention appears:
- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include companies, corporations and public bodies, as the case may require;
- (c) words and expressions defined in the Law have the same meaning in this Constitution;
- (d) headings are for ease of reference only and do not affect the construction of this Constitution.
- 1.3 Division 10 of Part 1.2 of the Law applies in relation to this Constitution as if an instrument made under this Law were an instrument made under the Law as in force on the day when this Constitution became binding on the Association.
- 1.4 An expression in a Rule has the same meaning as in a provision of the Law that deals with the same matter as in the Rule, unless the contrary intention appears in this Constitution.
- 1.5 To the extent permitted by law, the replaceable rules in the Law do not apply to the Association.

2. OBJECTS

- 2.1 The Objects for which the Association is established are to:
- (a) Enhance the quality of life of persons living with epilepsy;
- (b) Improve community understanding of and response to epilepsy; and
- (c) Undertake research or promote research into understanding of epilepsy and models of care..
- 2.2 To achieve the Objects the Association may do all such things as it considers necessary, incidental or conducive to the Objects including (without limitation):
- (a) Provide epilepsy related guidance, education, research and support services

to individuals, organisations and the broader community, in association with partners, allied medical and community agencies.

- (b) Take any gift of money or property, whether subject to any special trust or not, for any one or more of the Objects and deal with any such gift through a gift fund in such manner as is required and allowed by law.

3. DISPOSITION OF FUNDS

3.1 The income and property of the Association must be applied solely towards the promotion of the Objects and no part may be paid directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.

3.2 Nothing in this Constitution prevents:

- (a) the payment in good faith of remuneration to any officers or employees of the Association or any Members or any companies in which officers or employees or Members may be members, for services rendered to the Association;
- (b) the awarding of any prizes or trophies to any successful competitor in any competition held or supported by the Association; or
- (c) payment of interest or rent at a commercial rate on money lent or property leased to the Association.

3.3 In relation to Rule 3.2, no Director may be remunerated by the Association for any work undertaken as a Director except for the repayment of out-of-pocket expenses, interest or rent on money lent or property leased to the Association.

4. LIABILITY OF MEMBERS

4.1 The liability of the Members is limited.

4.2 Each Member undertakes to contribute to the assets of the Association in the event that the Association is wound up while the person is a Member or within one (1) year after the person ceases to be a member for:

- (a) payment of the debts and liabilities of the Association contracted before the person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$10.00.

5. DISTRIBUTION ON WINDING UP

5.1 With the exception of money or property in any gift fund operated by the Association, if upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any money or property, that money or property is not to be paid to or distributed amongst the Members, but is to be given or transferred to some other institution or institutions having objects similar to the Objects and which prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association by Rule 3. That institution or institutions will be determined by the Members at or before the time of the dissolution, and in default of this, by the Supreme Court of New South Wales or such other court as has jurisdiction in the matter and, if and so far as effect cannot be given to this provision, then otherwise as allowed by law.

5.2 Money or property in a gift fund operated by the Association must be treated in accordance with Rule 5.3 at whichever first occurs of:

- (a) winding up the Association or the gift fund;
- or
- (b) revocation of the Association's endorsement as a deductible gift recipient under the *Income Tax Assessment Act 1997*.

5.3 Money or property in a gift fund when Rule 5.2 becomes applicable must be paid as allowed by law or to satisfy debts and liabilities related to the Objects as allowed by law with any remaining money or property paid into another gift fund operated by the Association or, if there is no such gift fund, paid to a gift fund operated by another institution or institutions having objects similar to the Objects and which prohibits the distribution of its or their income and property amongst its members to an extent at least as great as is imposed on the Association by Rule 3. The institution or institutions will be determined by the Members at or before the time of the dissolution, and in default of this, by the Supreme Court of New South Wales or such other court as may have acquired jurisdiction in the matter and, if and so far as effect cannot be

given to this provision, then as allowed under law.

6. MEMBERSHIP

6.1 A Member is any person who has:

- (a) completed the application for membership provided by the Association;
- (b) paid the annual subscription for the year commencing 1 July in which he or she applies for membership; and
- (c) is accepted to membership by the Board entering that person's name in the Register of Members.

6.2 The Board may, in its absolute discretion and without giving any reasons, grant, refuse or cancel membership.

6.3

6.4 The Board may determine each year the annual subscription for membership payable for the following year commencing 1 July.

6.5 Every Member is bound by the Constitution.

6.6 The Board may provide for membership by a group, an organisation, a corporation or an association, on such conditions as the Board resolves.

6.7 The Board may provide for forms of membership on such conditions as the Board resolves including:

- (a) life or honorary membership which will not terminate on 1 July each year but continue for such period as the Board resolves; and
- (b) special or limited membership which entitles the person to all rights and benefits provided to Members except those rights and benefits which the Association is prohibited by law from giving to that person.

7. CESSATION OF MEMBERSHIP

7.1 A person ceases to be a Member if:

- (a) by 1 July in any year the Member fails to pay the subscription determined by the Board for that Financial Year; or
- (b) before 1 July of that Financial Year, the Board resolves an extension of time for payment of subscriptions due by Members for the Financial Year, and the Member fails to pay the subscription within the extended period.

7.2 A Member may at any time resign by giving notice in writing to the Secretary and such resignation will take effect from the date on which it is received by the Secretary.

7.3 The Board may reprimand or terminate the Member's membership, if any Member:

- (a) wilfully refuses or neglects to comply with any provision of this Constitution;
- (b) is guilty of conduct which, in the opinion of the Board, is prejudicial to the interests of the Association; or
- (c) is guilty of conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Association.

7.4 The Board may apply Rule 7.3 provided that:

- (a) the Member receives written notice of any allegation under Rule 7.3 at least one (1) week before the meeting of the Board at which the allegation is to be considered;
- (b) the Member may attend the Board meeting for the purpose of answering the allegation or may deliver to the Secretary (at least 24 hours prior to the time of the meeting set out in the notice to the Member), an answer to that allegation to be put before the Board at the meeting;
- (c) the Board must consider the allegation against the Member whether or not the Member attends the meeting or delivers a written answer;
- (d) any motion to terminate a Member's membership under Rule 7.3 requires a majority of a least two thirds of the members of the Board present and voting in favour of the motion; and
- (e) the Board must notify the Member in writing of its decision and is not required to provide any reason for its decision.

8. MEMBERSHIP NOT ASSIGNABLE

8.1 A Member does not by reason of the Member's membership have the right to assign or transfer the membership to any other person. On any Member ceasing by death, resignation or otherwise to be a Member, that Member's rights or estate's rights as a Member terminate forthwith.

9. GENERAL MEETINGS

9.1 The Association must hold an Annual General Meeting once each year on such date and at such place as the Board may determine but within five (5) months after the end of the Financial Year to which the Annual General Meeting relates.

9.2 All general meetings other than the Annual General Meeting will be General Meetings.

9.3 The Board, or any Director, may convene a General Meeting whenever it thinks fit.

9.4 A Member may:

- (a) only requisition the Board to convene a General Meeting in accordance with section 249D of the Law;
- (b) not convene, or join in convening, a General Meeting except under sections 249E or 249F of the Law.
- 9.5 For a General Meeting:
- (a) subject to paragraph (b), at least 21 days' notice in writing specifying the place, date and hour of meeting and (except as provided by Rule 9.7) the general nature of the business to be transacted, must be given to all Members entitled to receive notice of a General Meeting;
- (b) a General Meeting may be duly convened (except in the circumstances set out in sections 249H(3) and 249H(4) of the Law), notwithstanding that notice of less than 21 days has been given, where such shorter period of notice has been approved in the case of:
- (i) an Annual General Meeting, by all of the Members entitled to vote; and
- (ii) a General Meeting, by not less than 95% of the Members entitled to vote.
- 9.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice does not invalidate any resolution passed or proceeding had at any General Meeting.
- 9.7 It is not necessary for a notice of an Annual General Meeting to state that the business to be transacted at the meeting includes the consideration of accounts and the reports of the Directors and auditors, the election of Directors in the place of those retiring or the appointment and fixing of the remuneration of the auditors.
- 9.8 The Directors may postpone or cancel any General Meeting other than a meeting requested under Rule 9.4(a) at any time before the meeting.
- 9.9 The Directors must give notice of the postponement or cancellation to all persons entitled to receive notice of a General Meeting.
- 9.10 A General Meeting may be held at two or more venues simultaneously using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 10. PROCEEDINGS AT GENERAL MEETINGS**
- 10.1 No business may be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Ten (10) Members present in person or by proxy constitutes a quorum.
- 10.2 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting:
- (a) if convened under Rule 9.4(a) will dissolve;
- (b) in any other case, will adjourn 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 determines, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting is automatically dissolved.
- 10.3 At General Meetings:
- (a) if the Directors have elected one of their number to chair their meetings, that Director will chair every General Meeting;
- (b) if that Director is not present within thirty (30) minutes after the time appointed for the meeting or is unwilling to preside, the Directors present at the meeting must elect an individual present to chair the meeting;
- (c) If there are no Directors present or all Directors present decline to take the chair, the Members present must elect a Member from among them to chair the meeting.
- 10.4 The chair may:
- (a) with the consent of any General Meeting at which a quorum is present, (and must if so directed by the meeting); or
- (b) without the meeting's consent, if, in the chair's opinion, it is impractical to seek consent, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.5 When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given in the same manner as for the original meeting. Except as provided otherwise, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 10.6 At any General Meeting a resolution put to the vote of the meeting will 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:
- (a) the chair; or

- (b) at least five (5) Members entitled to vote on the resolution; or
 - (c) Members present in person or by proxy being not less than five percent (5%) of all Members entitled to vote on the resolution.
- 10.7 Unless a poll is demanded under Rule 10.6, 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 General Meeting is 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.
- 10.8 If a poll is demanded in accordance with Rule 10.6, it must be taken at the time and place and in such manner as the chair directs, and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.9 No poll may be demanded on the election of a chair or on a question of adjournment.
- 10.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chair is entitled to a second or casting vote.
- 10.11 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 11. VOTES OF MEMBERS**
- 11.1 On a show of hands or on a poll, every Member (or a representative of a Member) who has paid every subscription, if any, and any other sum (if any) due and payable by him or her to the Association in respect of his or her membership and who is entitled to vote at General Meetings, has one (1) vote.
- 11.2 A Member is, in accordance with the provisions of section 250A of the Law, entitled to appoint another person (who must also be a Member) as his or her proxy to attend and vote instead of the Member at any General Meeting at which the Member is entitled to vote. Any proxy so appointed may demand or join in demanding a poll.
- 11.3 A form of appointment of a proxy must contain the:
- (a) Member's name and address;
 - (b) Association's name;
 - (c) proxy's name or the name of the office held by the proxy;
 - (d) meeting or meetings at which the appointment may be used; or
 - (e) sufficient information to allow the Secretary to identify the Member and the proxy; and it must be signed by the Member making the appointment or the Member's attorney duly authorised in writing or, if the Member is a corporation, by an officer or attorney duly authorised.
- 11.4 The form of appointment may specify the way the proxy is to vote on a particular resolution. If it does, the proxy must vote in accordance with the provisions of section 250A(4) of the Law.
- 11.5 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, must be deposited at the Office, a facsimile number at the Office or a place, facsimile number or electronic address specified for the purpose in the notice of the General Meeting at least forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy will not be treated as valid.
- 11.6 A proxy received at an electronic address of the Office will be taken to be signed by any Member if:
- (a) a personal identification code allocated by the Association to the Member has been included with the appointment; or
 - (b) the appointment is verified or authorised by the Member in another manner approved by the Board.
- 11.7 A vote given in accordance with the terms of an instrument of proxy or attorney is valid notwithstanding the 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 notice in writing of such death, unsoundness of mind or revocation was received by the Association at the Office before the commencement of the meeting or adjourned meeting or taking of the poll at which the instrument is used.

12. APPOINTMENT AND REMOVAL OF DIRECTORS

- 12.1 The maximum number of Directors is not more than fifteen (15) and the minimum number of Directors is not less five (5), which number may be changed by resolution.
- 12.2 The qualification of a Director is that he or she is a Member of the Association.
- 12.3 At each Annual General Meeting one-third of the Directors for the time being, or, if their number is not a multiple of three (3), then the number nearest to one-third must retire from office.
- 12.4 If the number of candidates is:
- a) more than the number of positions to be filled, an election will be conducted by a show of hands or a ballot;
 - b) the same number as the number of positions to be filled, all candidates are deemed elected without the need for a vote; or
- less than the number of positions to be filled, all candidates are deemed elected without the need for a vote and the unfilled positions are deemed casual vacancies. The above process also applies to retiring Directors offering themselves for re-election.
- 12.5 The Directors to retire at an Annual General Meeting are those who have been longest in office since their election, but, as between persons who became Directors on the same day, those to retire will (unless they otherwise agree among themselves) be determined by lot.
- 12.6
- 12.7 The Board may at any time appoint any person to be a Director to fill a casual vacancy. .
- 12.8 Any Director appointed under Rule 12.7 holds office only until the next Annual General Meeting and is then eligible for re-election but will not be taken into account in determining the Directors who are to retire under Rule 12.5.
- 12.9 The Association may by resolution remove any Director before the expiration of his or her period of office.
- 12.10
- 12.11

13. POWERS AND DUTIES OF DIRECTORS

- 13.1 Subject to the Law and any other provisions of these Rules, the business of the Association will be managed by or under the direction of the Directors who may exercise all such powers of the

Association as are not, by the Law or by these Rules, required to be exercised by the Association in General Meeting.

- 13.2 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Association for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 13.3 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
- 13.4 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors or in such other manner as the Board determines.
- ## **14. PROCEEDINGS OF DIRECTORS**
- 14.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 14.2 A Director at any time, and a Secretary must, on the requisition of a Director, convene a meeting of the Directors.
- 14.3 Subject to this Constitution, questions arising at a meeting of Directors will be decided by a majority of votes of Directors present and voting and any such decision will for all purposes be deemed a decision of the Board.
- 14.4 In case of an equality of votes, the chair of the meeting, in addition to his or her deliberative vote (if any), has a casting vote.
- 14.5 A Director must not vote in respect of any contract or proposed contract with the Association in which he or she is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such a contract or proposed contract and, if he or she votes in contravention of this Rule, his or her vote will not be counted.
- 14.6 At a meeting of Directors, unless otherwise determined, a quorum is three (3) Directors.

- 14.7 In the event of a vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum of a meeting of Directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute such a quorum or for convening a General Meeting.
- 14.8 The Directors must elect one of their number to chair their meetings and may determine the period for which the chair is to hold office.
- 14.9 Where at a meeting of Directors:
- (a) a chair has not been elected as provided by Rule 14.8; or
 - (b) the chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act; the Directors present must elect one of their number to chair the meeting.
- 14.10 The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit together with such Members and others as the Board may select.
- 14.11 A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised will be deemed to have been exercised by the Directors.
- 14.12 A committee may meet and adjourn as it thinks proper.
- 14.13 Questions arising at a meeting of a committee will be determined by a majority of votes of the members of the committee present and voting.
- 14.14 In the case of an equality of votes, the chair, in addition to his or her deliberative vote (if any) has a casting vote.
- 14.15 If all the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Directors held on the day and at the time at which the document was last signed by a Director.
- 4.16 For the purposes of Rule 14.15, two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 14.17 All acts done by any meeting of the Directors, or of a committee established by the Directors, or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of any such person acting, valid as if the person had been duly appointed or had duly continued in office and was qualified to be a Director or to be a member of the committee as the case may be.
- 14.18 The Secretary must cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and committees of the Board, and all business transacted at such meetings and any minutes of any meeting purported to be signed by the chair of that meeting or by the chair of the next meeting is prima facie evidence of the facts stated in those minutes.
- 14.19 Any document referred to in this Rule 14 may be in the form of a facsimile transmission or electronic notification and any document in either such form is taken to have been received:
- (a) when the sender receives acknowledgment that the addressee has personally seen it; or
 - (b) at the latest, on the first business day after the date of sending.
- 15. SECRETARY**
- 15.1 A Secretary of the Association holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.
- 15.2 A Secretary of the Association is entitled to attend all meetings of Directors, committees and General Meetings.
- 15.3 The Board may at any time and from time to time, remove or dismiss any person holding office as Secretary from the office.
- 17. INSPECTION OF RECORDS**
- 17.1 The Directors will determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to

inspect any document of the Association except as provided by law or authorised by the Board or by the Association in General Meeting.

18. ACCOUNTS

18.1 The Board must cause proper accounting and other records to be kept and must distribute reports to Members in accordance with Rule 18.2 by the earlier of:

- (a) 21 days before the next Annual General Meeting after the end of a Financial Year; or
- (b) four (4) months after the end of a Financial Year.

18.2 Reports distributed to Members, entitled to receive them, are:

- (a) the financial report and the directors' report for the last Financial Year and the auditor's report on the financial report; or
- (b) a concise financial report that complies with section 314(2) of the Law.

18.3 The Board must cause to be laid before each Annual General Meeting for the last Financial Year that ended before the Annual General Meeting:

- (a) the financial report;
- (b) the directors' report; and
- (c) the auditor's report.

18.4 All accounts, vouchers and claims due for payment by the Association must be presented to the Board for the Board's approval or to such person or persons as are appointed by the Board for this purpose and no person may attach his or her signature to any cheque, voucher or other instrument without first having obtained the Board's approval.

19. AUDIT

19.1 The Directors must cause the financial records and financial documents of the Association to be audited in accordance with the requirements of the Law and any other applicable laws at least once each year.

19.2 A properly qualified auditor must be appointed and the auditor's remuneration fixed and duties regulated in accordance with the Law.

20. NOTICES

20.1 A notice may be given by the Association to any person who is entitled to a notice under this Constitution by:

- (a) serving it on the person;
- (b) sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the

Register or the address supplied by the person to the Association for the sending of notices to the person; or
(c) (except in the case of a notice of a General Meeting which is required to be served on each Member entitled to vote at the meeting), advertising in one or more of the newspapers published in Sydney as determined by the Directors.

20.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) 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.

20.3 A notice sent by facsimile transmission or electronic notification is taken to be served:

- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
- (b) on the day after its transmission.

20.4 Notice of every General Meeting must be given in the manner authorised by the Law and this Rule 20 to:

- (a) every Member entitled to vote at the meeting; and
- (b) the auditor for the time being of the Association.

20.5 No other person is entitled to receive notices of General Meetings.

21. INDEMNITY

21.1 To the extent permitted by law, and subject to the restrictions in sections 199A and 199B of the Law, the Association indemnifies every person who is or has been an officer of the Association against:

- (a) any liability (other than a liability for legal costs) incurred by that person as such an officer of the Association; and
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Association.

21.2 The Association may, to the extent permitted by the Law (and subject to the restrictions in sections 199A and 199B of the Law):

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance, for any person to whom this Rule 21 applies against any liability incurred by any person who is or has been an officer of the Association.

- 21.3 For the purposes of this Rule 21, “officer” has the meaning given by section 9 of the Law.
- 21.4 With regard to GST:
- (a) the amount of any indemnity payable under this Rule 21 will include an additional amount (“*GST Amount*”) equal to any GST payable by the officer being indemnified (“*Indemnified Officer*”) in connection with the indemnity;
 - (b) payment of the GST Amount of any indemnity is conditional upon the Indemnified Officer providing to the Association a copy of the tax invoice for the GST amount issued to the Indemnified Officer;
 - (c) in this Rule 21.4, “*GST*” refers to the goods and services tax under *A New Tax System (Goods and Services Tax) Act 1999* and the terms used have the same meaning as in that act.

22. CONSTITUTION REVIEW

- 22.1 The Board shall carry out an independent review of this Constitution at least once every five (5) years for the purpose of ensuring that it meets contemporary standard and the strategic needs of the organisation.