



**ARTICLES OF ASSOCIATION
AUSTRALIAN CINEMATOGRAPHERS SOCIETY**

A.C.N. 000 379 368

Amended 10th March 2009
Reprinted September 2009

Signed dated

**NEW SOUTH WALES COMPANIES (NEW SOUTH WALES) CODE
ARTICLES OF ASSOCIATION
AUSTRALIAN CINEMATOGRAPHERS' SOCIETY**

1. IN THESE REGULATIONS

"cinematographer" means a person with technical expertise who manipulates light to transfer visual information by the use of a camera into aesthetic moving images on motion picture film or by electronic recording systems.

"film" means a photographic film or a recording on magnetic tape or on any material from which a series of moving images, with or without associated sound, may be produced and includes such photographic film or recording for use in a television programme.

"the Code" means the Companies (New South Wales) Code.

"the Society" means the company registered as
THE AUSTRALIAN CINEMATOGRAPHERS' SOCIETY.

"branch" means a branch of the Society within a State or Territory as provided by these articles.

"the Executive" means the Federal Executive constituted as provided in article 50 herein.

"the Committee" means the relevant committee of management, as the context shall indicate elected by a branch of the Society within a State or Territory as provided in article 51 herein.

"the office" means the registered office of the Society for the time being.

"the register" means the register of members kept pursuant to these articles.

"the seal" means the common seal of the company.

"the Secretary" means any Secretary or assistant Secretary of the Executive or a Committee, as the context shall indicate.

"President", "Vice President", "Secretary", "assistant Secretary", "Treasurer" and "assistant Treasurer" mean those respective officers of the Executive or a Committee as the context shall indicate and include any persons appointed to perform the duties of these respective officers temporarily.

"month" means calendar month.

Words importing the masculine gender only shall also include the feminine gender and vice versa and words importing the singular number only shall include the plural and vice versa.

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 a visible form:

Words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Companies & Securities (Interpretation & Miscellaneous Provisions) (New South Wales) Code and of the Code as in force at the date at which these articles become binding on the company.

2. The company is established for the purposes set out in the memorandum of association.

MEMBERSHIP

QUALIFICATION

3. Such persons as are already members of the Society at the date of the commencement of these articles shall be members of the Society and shall be deemed to have notice of the memorandum and these articles and to be bound thereby. Such other persons subsequently admitted to membership in accordance with these articles shall be members of the Society and shall be entered in the register of members according to the class of membership to which they have been duly elected.
4. The Executive may from time to time determine the total number of members and the number of members within each class of membership but for the purpose of registration the number of members of the Society is declared not to exceed 2000.
5. Membership of the Society shall be divided into seven categories:
 - a. full members
 - b. active members
 - c. retired members
 - d. student members
 - e. life members
 - f. honorary members
 - g. associate members
6.
 - a. A full member is a person who is and has been active as a professional cinematographer in the motion picture or television industry for a period of five (5) years or more, and is over the age of twenty-one (21) years.
 - b. An active member is a person who is a cinematographer but does not meet the qualifications of a full member and without limiting the generality of the foregoing shall include:
 - i. a camera operator;
 - ii. an assistant cinematographer
 - c. A retired member is a member of ten years standing or more who is over the age of fifty years and has been a full or active member and who has retired from participation in cinematography. Retired members shall not be liable for annual membership subscriptions. Members who have ceased to work as cinematographers but do not satisfy these conditions may qualify to be associate members.
 - d. A life member is a full, active or retired member who, for distinguished service to the Society, has been recommended to, and unanimously approved by, the Executive. A life member, so appointed, shall not be liable for future annual membership subscriptions.

Full, active, retired and life members are classed as corporate members with voting rights.

7.
 - a. A student member is a person undertaking a course in film making techniques or gaining work experience with a film production company recognised by the Executive.
 - b. An honorary member is a person upon whom honorary membership has been bestowed at the discretion of a Committee. An honorary member so elected is not liable for entrance or membership fees.
 - c. An associate member is a person who has been invited by a Committee to join the Society.

Student, honorary and associate members are classed as non-corporate members and have no voting rights, EXCEPT THAT a non-corporate member may vote as a member of an advisory board constituted under article 70 or of the Executive if appointed thereto pursuant to article 81 (b).

NOMINATION AND ELECTION

8. Every person nominated for membership of the Society shall be proposed by a corporate member and seconded by another corporate member. Every nomination shall be in writing and shall be signed by the nominee and his proposer and seconder and shall be in such form as the Executive may from time to time determine and shall be delivered together with the then current entry fee to the Secretary together with such evidence as the Committee shall require as to his qualifications.
9. The election of members shall be by the Committee. All applications shall first be submitted to a membership sub-committee of at least four, duly appointed from the Committee, which will report to the Committee its opinion as to the suitability of the applicant and recommend the category of membership to which he or she shall be admitted, if elected.
10. The Committee may reject any application for membership without assigning a reason for such rejection and any applicant who is refused admission to membership of the Society shall have no right of appeal against such refusal.
11. Upon the election of a member the Secretary shall forward to such member notice of his election and of the subscription due. Should he fail to pay the subscription notified as provided herein within twenty-eight (28) days his membership shall lapse and he shall be unable to regain membership without being proposed and seconded and re-elected again provided in articles 8 and 9 herein.
12. Upon the payment by an elected member of his subscription as provided in article 11 the Committee shall cause to be issued to such member a certificate in such form as the Executive shall from time to time determine showing the grade of membership to which he or she has been elected. Such certificate shall be signed by the President and Secretary and remains the property of, and shall be returned to, the Society on demand, provided always that it may be retained by the member for so long as his membership of the Society is current.
13. Every person elected to membership and informed of his election as directed by article 11 herein shall be deemed to have agreed to be bound by the memorandum and articles of the Society from time to time in force and the payment of an entrance fee and/or subscription as hereinbefore provided or part thereof shall be conclusive of such agreement.

REGISTER OF MEMBERS

14.
 - a. The Secretary of each Committee shall keep a register of members setting forth the name, occupation and current address (as herein defined) of each member of the branch and specifying the class of membership to which he belongs and, except in the case of life and honorary members, the date of the last payment by such member of his subscription.
 - b. It shall be the obligation of every member to notify the Secretary in writing of any change of address. The address so given shall be deemed to be the member's current address for the purpose of service of notices.

CESSATION OF MEMBERSHIP

15. A member at any time by giving notice in writing to the Secretary may resign his membership of the Society, but shall continue liable for current entrance fee or any annual subscription and all arrears due and unpaid and debts due to the Society however incurred at the date of his resignation and for all other moneys due by him to the Society and for any sum not exceeding \$20 for which he is liable as a member of the Society, under clause 6 of the memorandum of association.
16. The membership of any member of the Society shall be terminated ipso facto in any of the following events:
 - a. If he ceases to retain the qualifications rendering him eligible for admission to membership of the Society, provided always that a member of one class may, at the sole and unchallenged discretion of the Committee (upon the advice, if requested, of a membership sub-committee) be transferred to membership of an appropriate alternative class.
 - b. If he becomes or is made bankrupt or insolvent, but the Committee shall have the power to declare that the membership of the member shall be deemed not to have been terminated by his bankruptcy or insolvency and thereupon the membership of such member shall continue as though he had not become bankrupt or insolvent.
 - c. If he becomes a patient, or a protected person or incapable person within the meaning of the Mental Health Act 1958 (as amended) or corresponding legislation.

CESSATION OF MEMBERSHIP Cont'

17. Any member whose subscription shall remain unpaid for a period of one (1) calendar month after the same has fallen due shall be deemed un-financial and shall be notified by the Secretary that he has become ineligible to vote pursuant to article 45 herein and shall be ineligible:
- a. to vote; or
 - b. to take or continue in office; or
 - c. to be counted towards the quota of his branch for the purposes of article 50(b) unless the subscription shall be paid within fourteen (14) days of sending such notice. If the subscription remains unpaid for a further period of one (1) month after notification by the Secretary as herein provided the said member shall cease to be a member and his name shall be removed from the register and he shall not regain membership without
 - i. being reinstated, if eligible, pursuant to article 20, or
 - ii. being proposed and seconded and re-elected in accordance with articles 8 and 9 herein.
18. If any member shall wilfully refuse or neglect to comply with the provisions of the memorandum or articles of association of the Society or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Society the Committee shall have power by resolution to censure fine suspend or expel the member from the Society provided always that at least one week before the meeting of the Committee at which such a resolution is considered the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the taking of a vote upon such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any 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 Committee, elect to have the question dealt with by the branch in general meeting and in that event an extraordinary general meeting of the branch shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two thirds of those present and voting (such a vote to be taken by ballot) the member concerned shall be dealt with accordingly and in the case of a resolution for his expulsion the member shall be expelled.
19. Should any member incur any debt to the Society and fail to discharge such debt upon request in writing by the Secretary he may, by resolution of a meeting of the Committee, be suspended or expelled from membership provided that before so resolving the Committee shall give the member notice of its intention and take such action as hereinbefore provided.
- 20.
- a. A member whose membership has ceased pursuant to article 17 may be reinstated as a member within [time] of such cessation upon payment of all arrears of membership fees together with interest thereon at a rate fixed from time to time by the Executive.
 - b. No person who shall have been a member of the Society and ceased to be such shall be eligible for reinstatement until he shall have paid all arrears of subscription if owing by him to the Society at the date when his membership ceased.

ACCREDITATION

21. The executive may from time to time grant accreditation to any full member of at least three year's standing whose overall standard of cinematography is in the opinion of the executive of a consistently high quality or whose standard of cinematography in a specialised field has demonstrated outstandingly high quality. A member granted accreditation shall have the right to place the designating letters ACS after his name for so long only as he shall remain a member of the Society.
22. The Executive shall each year appoint an accreditation sub-committee, consisting of not fewer than five (5) members who are themselves accredited members of the Society and are actively engaged in cinematography, for the purpose of assessing the standard of cinematography of members who have applied or been nominated for accreditation and to make recommendations to the Executive.

ACCREDITATION Cont'

- 23.** A full member of the Society who considers that he fulfils the conditions of article 21 must apply to his Committee which may nominate to the Executive members considered eligible for accreditation PROVIDED ALWAYS that in the event of the Committee's declining to nominate an applicant member, then in such event only such member may apply directly to the Executive and the Executive may, after considering the member's application and calling, if necessary, for a report from the Committee, direct the accreditation sub-committee to undertake an assessment of the member's work.
- 24.** A representational cross-section of work samples must be provided by an applicant, or nominee, as required by the accreditation sub-committee which, in assessing the work of a cinematographer, will take into account the standard of lighting both exterior and interior, composition, operating and camera movement and the cinematic approach in relation to the content of the film.
- 25.** If a member shall fail to gain accreditation then that member shall not apply or be nominated again until a period of not less than twelve months has elapsed from the date of his or her earlier application.
- 26.** The Executive shall issue to any member gaining accreditation a numbered certificate bearing the name of the member and the date of accreditation which shall be signed by the President and Secretary and shall bear the seal of the Society BUT such certificate shall always remain the property of the Society AND PROVIDED FURTHER that every certificate on the face of it shall show that it is merely a certificate granted on an examination by the Society or upon other qualifications prescribed by the articles of association for the time being in force and that it does not take effect under any statutory or public power.

FEES, SUBSCRIPTIONS AND CHARGES

- 27.**
- a. The entrance fee and annual subscription for members shall be determined by the Executive but shall not in any event be less than \$2 per annum and shall be payable annually in advance.
 - b. The annual subscription payable by non-corporate members shall not exceed three fourths of that payable by corporate members.
 - c. The Executive shall have power to determine that persons elected to membership of whatever class (except life or honorary membership) more than six months after the commencement of a relevant financial year shall pay their first annual subscription on a pro rate basis PROVIDED ALWAYS that if the Executive so determines it shall correspondingly adjust any capitation fee payable under article 30 hereof.
 - d. A member once admitted to life or honorary membership shall be exempt from payment of further subscriptions.
 - e. In the event of hardship or other extenuating circumstances a Committee may waive or defer payment of the subscription of a member for such period as it sees fit, in which case
 - i. articles 17 and 45 will not apply to the member for the period in respect of which waiver or deferment of subscription has been granted; and
 - ii. he will retain rights under these articles as if his subscription had been paid by him; and
 - iii. he will continue to be counted as a member of his branch for the purpose of any per capita impost, which may be levied upon the Committee by the Executive.
- 28.** The financial year of the Society shall commence from the first day of July and end on the thirtieth day of June in the succeeding calendar year.
- 29.** All entrance fees and annual subscriptions shall be payable to the member's branch.

FEES, SUBSCRIPTIONS AND CHARGES Cont'

- 30.** The Executive shall, at the commencement of each financial year of the Society, determine the amount of a capitation fee in respect of each member other than life and honorary members, which shall be the same for all branches and shall notify each branch of the fee.
- a. Each branch shall, no later than 30 June, remit to the executive capitation fees for each member (excluding life and honorary members) of that branch as at the preceding 31 March.
 - b. The number of members for whom capitation fees are paid by a branch by 30 June shall be the number of corporate members deemed enrolled and not un-financial for the purposes of determining that branch's entitlement to elect representatives to the Executive, as provided in article 50(b), at the next following annual general meeting of that branch.

GENERAL MEETINGS

- 31.** An annual general meeting of the Society shall be held in accordance with the provisions of the Code. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings and the provisions of these articles applying to general meetings of the Society shall, unless otherwise directed, apply also to general meetings of branches.
- 32.** A branch of the Society shall hold once in every year a general meeting for the purpose of electing a Committee as provided in article 51.
- 33.** Any member of the Executive may whenever he thinks fit convene an extraordinary general meeting. Extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Code.
- 34.** Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive notices from the Society.
- 35.** For the purposes of article 34 all business shall be special that is transacted at the extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Executive and auditors, the election of officers and other members of the Executive in the place of those retiring, and the appointment of the auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

- 36.** No business shall be transacted at any annual general meeting or extraordinary general meeting of a branch unless a quorum of corporate members is present when the meeting proceeds to business. Fifteen (15) corporate members present in person shall form a quorum except in the case of a general meeting of a branch with fewer than thirty (30) corporate members when five (5) corporate members personally present shall form a quorum.
- 37.** If a quorum be not present within thirty (30) minutes of the time fixed for such meeting the meeting shall be adjourned to a date and place to be determined by the chairman such date being not fewer than seven (7) clear days from the date of such first meeting. If at any adjourned meeting a quorum is not present within thirty (30) minutes from the time fixed for such meeting the members present (being not fewer than two) shall form a quorum except where the first meeting having been adjourned by the operation of this article to such date shall have been a meeting convened by requisition of members then in that case only such meeting shall be dissolved. For the purpose of this article "member" includes a person attending as a proxy.
- 38.** The President shall preside as chairman at every general meeting of the Society, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-President shall be the chairman or if the vice-President is not present or is unwilling to act then the corporate members present shall elect one of their number to be the chairman of the meeting.

PROCEEDINGS AT GENERAL MEETINGS Cont'

39. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the 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.
40. At a 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:
- a. by the chairman, or
 - b. by at least three (3) corporate members in person or by proxy.

Unless a poll is so demanded a declaration by the chairman that a resolution has on 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 Society 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.

41. 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 chairman 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 chairman or on a question of adjournment shall be taken forthwith.
42. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman 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.
43. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have a vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
44. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may not 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.
45. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than two (2) calendar months in arrears at the date of the meeting.
46. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

PROXY

47. The instrument appointing a proxy may be in the following form or in a common or usual form.

I.....of.....
 being a member of the Australian Cinematographers' Society hereby
 appoint..... of.....
 or failing him.....of.....
 as my proxy to vote for me on my behalf at the annual/extra-ordinary general meeting of
 the Society, to be held on theday of.....20
 and at any adjournment thereof.
 My proxy is hereby authorised to vote *in favour of /*against the following resolutions.
 Dated this the.....day of.....20
 Signed.....

NOTE: In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit. * Delete whichever is not desired.

PROXY Cont'

- 48.** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the office of the Society or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed 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 of the instrument of proxy shall not be treated as valid.
- 49.** 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 Society at the office before the commencement of the meeting or adjourned meeting at which the instrument is used.

FEDERAL EXECUTIVE AND STATE COMMITTEES

- 50.** The affairs of the Society shall be managed and conducted by an Executive, situated in the State of New South Wales and consisting of:
- a. The President of each Committee:
 - b. From each branch having 100 corporate members enrolled and not un-financial as provided in article 17, one additional member pro rata for every 50 such corporate members of that branch in excess of the first 50 members PROVIDED ALWAYS that such additional member or members must be elected members of that branch's Committee for the ensuing year.
 - c. The office bearers of the Society shall consist of a Federal President, two Federal Vice-Presidents, a Federal Secretary and a Federal Treasurer, all of whom shall be members of and appointed by the Executive, but need not necessarily hold equivalent office in any Committee
- 51.** In each State or Territory where a branch of the Society is formed a committee of management ("the Committee") shall exercise such powers and functions of the executive as may be delegated to it by the Executive (not being duties imposed on the Executive as the directors of the Society by the Code or by the general law). Such Committee shall, in the exercise of its powers, conform to any regulation that may be imposed by the Executive.
- 52.** A Committee shall consist of the office bearers, namely a President, two vice Presidents, a Secretary, assistant Secretary, Treasurer, assistant Treasurer and five other members PROVIDED HOWEVER that a branch of the Society may, from time to time by ordinary resolution passed at a general meeting increase or reduce the number of officers and other members of the Committee. The Secretary of a branch does not become, by virtue of that office, Secretary of the Society for the purposes of the Code.
- 53.**
- a. Only corporate members shall be eligible to stand for and to be elected to a Committee.
 - b. Nominations for the election of officers and ordinary Committee members shall be made in writing signed by two (2) corporate members and by the nominee who shall signify his consent to the nomination and be lodged with the Secretary not later than twenty-one (21) days prior to the annual general meeting or in the case of a poll as provided for herein 21 days before the commencement of such poll.
 - c. The election of the Committee shall be at the annual general meeting and where the number of nominations for any position exceeds the vacancies therefore voting shall be by secret ballot.
 - d. For the purpose of sub-article (b) herein the election shall be deemed to have been held at the annual general meeting where the Committee, which shall have power so to act, determines in its discretion that voting shall be by prior poll conducted in a manner and at a time not otherwise excluded by these articles and declared at the said annual general meeting.

FEDERAL EXECUTIVE AND STATE COMMITTEES Cont'

- e. If the full number of candidates is not nominated or elected additional nominations may, with the consent of the nominee or nominees, be made at the annual general meeting. If there are more than the required number nominated an election at the meeting shall then take place as hereinbefore provided.
 - f. No person currently un-financial or under suspension by the Committee in accordance with the articles shall be eligible to nominate, stand for or be elected to or continue to hold any position on the Committee.
- 54.** No member of the Executive or a Committee shall receive remuneration for his services in the capacity of a member of such Executive or Committee.
- 55.**
- a. the Executive shall have power to fill any vacancy thereon by appointment of a person otherwise eligible for election who shall hold office until the next annual general meeting PROVIDED ALWAYS that where a Committee shall have been elected by poll the person last excluded by that poll or by the operation of this article in filling any vacancy subsequent to that poll shall (if he agrees to hold office) be appointed;
 - b. for the purposes of but without otherwise limiting eligibility for the operation of sub-article (a) herein no person whose office as member of the Executive or a Committee shall have been vacated by the operation of article 57 herein shall be eligible to fill the vacancy so created or any other vacancy prior to the election which shall be held at the next occurring annual general meeting.
- 56.** The Society may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Executive before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.
- 57.** The office of a member of the Executive shall become vacant if the member:
- a. becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - b. becomes prohibited from being a director of a company by reason of any order made under the Code;
 - c. ceases to be a member of the Executive by operation of section 226 of the Code;
 - 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 office by notice in writing to the Society;
 - f. for more than six months is absent without permission of the Executive from meetings of the Executive held during that period;
 - g. holds any office of profit under the Society;
 - h. ceases to be a member of the Society; or
 - i. is directly or indirectly interested in any contract or proposed contract with the Society. PROVIDED ALWAYS that nothing in this paragraph shall affect the operation of clause 3 of the memorandum of association of the Society.

POWERS AND DUTIES OF THE EXECUTIVE

- 58.** The Executive may pay all expenses incurred in promoting and registering the Society and may exercise all such powers of the Society as are not, by the Code or by these articles, required to be exercised by the Society in general meeting, subject nevertheless, to any of these articles, to the provisions of the Code, and to such regulations, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Society in general meeting; provided that any rule regulation or by-law of the Society made by the Executive may be disallowed by the Society in general meeting and provided further that no resolution or regulation made by the Society in general meeting shall invalidate any prior act of the Executive which would have been valid if that resolution or regulation had not been passed or made.

POWERS AND DUTIES OF THE EXECUTIVE Cont'

59. The Executive may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Society.
60. For the purpose of clause 3 of the memorandum of association the rate of interest payable in respect of money lent by members of the Society shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.
61. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Executive or in such other manner as the Executive from time to time determines.
62. The Executive shall cause minutes to be made:
- a. of all appointments of officers and servants;
 - b. of names of members of the Executive present at all meetings of the company and of the Executive; and
 - c. of all proceedings at all meetings of the Society and of the Executive. Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.
63. The President, Secretary and Treasurer may act as an emergency committee to deal with any business of an urgent nature arising AND FURTHERMORE a resolution in writing signed by all members of the Executive shall be as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted and such resolution shall be entered by the Secretary in the minute book PROVIDED FURTHER that in either of the foregoing circumstances any action by any emergency committee and any resolution entered in the minute book as herein provided shall be submitted for confirmation or otherwise at the next regular meeting or special meeting of the Executive .

PROCEEDINGS OF THE EXECUTIVE AND COMMITTEES

64. The Executive may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Executive may at any time and the Secretary shall on the requisition of a member of the Executive summon a meeting of the Executive.
65. Subject to these articles questions arising at any meeting of the Executive shall be decided by a majority of votes and a determination by a majority of the members of the Executive shall for all purposes be deemed a determination of the Executive. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
66. The quorum necessary for the transaction of the business of the Executive shall be a majority of the total Executive as provided in article 50 or such greater number as may be fixed by the Executive.
67. The continuing members of the Executive may act notwithstanding any vacancy in the Executive, 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 Executive, the continuing member or members may act for the purpose of increasing the number of members of the Executive to that number or of summoning a general meeting of the Society but for no other purpose.
68. The President shall preside as chairman at every meeting of the Executive, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, a vice-President shall be chairman or if the vice-President is not present at the meeting then the members may choose one of their number to be chairman of the meeting.
69. No resolution of the Executive being duly passed shall be amended or rescinded except upon the giving of notice in writing of intention to move for such amendment or rescission to a meeting of the Executive prior to the date upon which the meeting to consider altering or rescinding such resolution is to be held.

PROCEEDINGS OF THE EXECUTIVE AND COMMITTEES Con't

- 70.** The Executive may appoint one or more advisory boards consisting of such member or members of the Society as the Executive thinks fit. Such boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Executive and subject thereto shall have power to co-opt any member or members of the Society and all members of such advisory boards shall have one vote.
- 71.** All acts done by any meeting of the Executive or by any person acting as a member of the Executive shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive or person acting as aforesaid, or that the member of the Executive or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Executive.
- 72.** Except as limited by the provisions of the Code or the general law in respect of powers exercisable solely by or duties imposed upon the Executive as directors of the Society, and by any inconsistency with any other article or articles, the provisions of articles 55 to 57 inclusive, 59 to 71 inclusive, 73 to 77 inclusive and 81 (b) shall apply to a Committee as if the word "Committee" were inserted throughout for "Executive". In article 66 the reference to article 50 shall for the purposes of this article be a reference to article 52.

ACCOUNTS

- 73.**
- a.** The Executive shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Code PROVIDED HOWEVER that the Executive shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to date not more than five months before the date of the meeting.
 - b.** Non-profit clause: The assets and income of the organisation 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 organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.'
 - c.** Dissolution clause: In the event of the organisation being dissolved, the amount that remains after such 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.'
- 74.** The Executive shall from time to time determine in accordance with clause 10 of the memorandum of association at what times and places and under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of members.
- 75.** All funds of the Society shall be deposited in such bank account or accounts and by such designation or designations as the Executive may decide PROVIDED ONLY that the provisions of this article shall not limit or be deemed inconsistent with such powers as are conferred by article 22 of the memorandum of association of the Society.
- 76.** A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Code.

INDEMNITY

- 77.** Every member of the Executive, auditor, Secretary and other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

NOTICE

78. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to him at the address within the State supplied by him pursuant to article 14(b). Where a notice is sent by post, service of the notice shall be 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 notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered, in the ordinary course of post.

79. Notice shall be given in any manner herein authorised:

- a. of every general meeting of the Society - to every member; and
- b. of every general meeting of a branch - to every member of that branch except in each case to those members who have not supplied an address within the State or Territory for the giving of notice as provided by article 14 (b);
- c. the auditor or auditors for the time being of the Society.

WINDING UP

80. The provisions of clause 7 of the memorandum of association relating to the winding up or dissolution of the company shall have effect and be observed as if the same were repeated in these articles.

SECRETARY

81.

- a. The Secretary shall in accordance with the Code be appointed by the Executive for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.
- b. Nothing herein shall prevent the Executive from appointing a member (including a non-corporate member) of the company as Secretary or honorary Treasurer and any member or members so appointed shall forthwith become an office-bearer of the Society and, if not already a member of the Executive, ex officio a member of the Executive and he shall be subject to the provisions of clause 3 of the memorandum of association.

SEAL

82. The Executive shall provide for the safe custody of the seal and the seal shall not be affixed to any instrument except by the authority of the Executive and in the presence of at least two (2) members thereof who shall sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Executive.

