

# **The Constitution of Railway First Aid Volunteers**

A Company Limited by Guarantee Not Having a Share Capital

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**CONSTITUTION**  
**of**  
**RAILWAY FIRST AID VOLUNTEERS**

**A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL**

**1 NAME**

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The name of this company is Railway First Aid Volunteers, hereinafter referred to as "RFAV".

**2 REPLACEABLE RULES**

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This Constitution displaces the Replaceable Rules in the Law.

**3 DEFINITIONS AND INTERPRETATION**

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**3.1 Definitions**

In this Constitution, unless the context or subject matter otherwise require:

"**Auditor**" means a person appointed as auditor of RFAV;

"**Board**" means the Board of Directors of RFAV;

"**Constitution**" means those rules for the operation of RFAV set forth in this Constitution and as amended, modified or supplemented from time to time;

"**Director**" means a person named in *Schedule 1: Details of Directors and Secretary* as a Director upon incorporation or a person who is thereafter elected or re-elected to the Board;

"**Instantaneous Communication Device**" means any device by which the processes of a meeting may be conducted between persons in different places and includes telephone, television or any other audio and/or visual device or technology which permits instantaneous (or near as practical thereto) communication;

"**Member**" means any person whose name appears in the Register as a Member of RFAV;

"**the Law**" means the *Corporations Act 2001 (Cth)* (as amended, modified or enacted from time to time);

"**person**" means a natural person or other body recognised by law;

"**the Seal**" means the common seal of RFAV;

"**Secretary**" means a person named in *Schedule 1: Details of Directors and Secretary* as Secretary upon incorporation or any person thereafter appointed to perform the

duties of a Secretary of RFAV;

“**Special Resolution**” has the meaning assigned to that expression by Section 9 of the Law.

### **3.2 Interpretation**

In the interpretation of this Constitution, unless the context or subject matter otherwise require:

- (a) words importing any gender include the other genders;
- (b) singular words include the plural and vice versa;
- (c) words specifying an individual include a corporation and vice-versa;
- (d) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in council, rules, by-laws and ordinances made under those statutes;
- (e) an expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division;
- (f) headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution; and
- (g) a reference to dollars (\$) shall mean a reference to Australian dollars, unless otherwise expressly intended.

## **4 EFFECT OF THE CONSTITUTION**

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This Constitution shall have effect as a contract:

- (a) between RFAV and each Member;
- (b) between RFAV and each Director and Company Secretary; and
- (c) between a Member and each other Member,

pursuant to which each Member agrees to observe and perform the Rules within the Constitution so far as they apply to that Member.

## **5 OBJECTS**

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- 5.1 The principal object of RFAV is to be a charitable institution providing the direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness as arouses pity or compassion in the community.

5.2 RFAV pursues its principal purpose by providing voluntary first aid to those in need through the treatment and management of injuries and illnesses.

5.3 RFAV may pursue such other incidental objects as may be necessary or incidental to the carrying out of the principal purpose.

## **6 POWERS**

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RFAV may by resolution or Special Resolution as the Law requires exercise from time to time any power by the Law a company limited by guarantee may exercise if authorised by its Constitution.

## **7 LIMITED LIABILITY**

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The liability of the Members is limited.

## **8 CONTRIBUTION IN THE EVENT OF WINDING UP**

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Each Member of RFAV undertakes to contribute to the property of RFAV, if RFAV is wound up while he or she is a Member or within one (1) year after he or she ceases to be a Member, for payment of the debts and liabilities of RFAV contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required but not exceeding ten dollars (\$10.00).

## **9 APPLICATION OF INCOME AND PROPERTY**

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9.1 All income and property of RFAV, however derived, shall be applied solely for the benefit and promotion of RFAV's objects and no portion thereof shall be:

- (a) distributed, paid or transferred directly or indirectly by way of dividends, bonus, or otherwise to the Members of RFAV; or
- (b) paid to Directors as fees or other remuneration or other benefit in money or money's worth;

provided that nothing in this Rule shall preclude, with the prior approval of the Directors:

- (c) payment in good faith of reasonable and proper remuneration to any Director, officer or servant of RFAV or to any member in return for any services rendered to RFAV;
- (d) reimbursement of reasonable out-of-pocket expenses to any of the Directors, Secretary, or servants of RFAV for expenses incurred in the conduct of services rendered to RFAV; or
- (e) remuneration to any Member of RFAV in return for services actually rendered to RFAV or for goods supplied in the ordinary course of business; or
- (f) a financial benefit to or on behalf of a Director to which Section 212 of the Law refers.



## **10 WINDING UP OR DISSOLUTION**

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- 10.1 On the earlier of RFAV being wound up, dissolved or the endorsement as a deductible gift recipient being revoked, after payment of all its debts and liabilities, that property must not be paid to or distributed among the Members.
- 10.2 Any remaining property must be given or transferred to one or more funds, authorities or institutions having similar objects to RFAV and which have been endorsed by the Commissioner of Taxation as a deductible gift recipient pursuant to Subdivision 30-B and exempt pursuant to Subdivision 50-A of the *Income Tax Assessment Act 1997* (Cth) on such terms and conditions as will ensure compliance with the relevant tax law.

## **11 MEMBERSHIP**

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### **11.1 Members**

11.1.1 RFAV will be constituted by:

- (a) the Members as at the date the corporation is registered as set out in *Schedule 2: List of Members*, as long as the registration complies with the Act; and
- (b) any other persons that the Board may admit to membership in accordance with this Constitution.

### **11.2 Application for Membership**

11.2.1 Any person who wishes to make an application for membership shall do so in the form set out in *Schedule 4: Membership Application Form* or in such form as may otherwise be approved by the Board from time to time specifying the class of Membership to which they wish to be admitted and any other information the board may reasonably require to assess the suitability of the applicant for membership.

11.2.2 Upon making application, the applicant shall furnish the membership joining fee (if any) as determined by the Board in accordance with sub-clause 11.6. If an applicant is refused membership under sub-clause 11.4 such fees shall be refunded to the applicant in full.

11.2.3 If the applicant for membership is a body corporate it must nominate one person (Nominated Representative) to represent it in RFAV in the form of *Schedule 5: Nominated Representative Appointment Form*. The application form must:

- (a) State the name and residential address of the Nominated Representative; and
- (b) Be signed by the Nominated Representative providing the Nominated Representative's consent to the nomination in writing.

### **11.3 Further information**

An applicant for membership must provide in writing, any other information (including any documents or evidence as to disqualification for the type of Membership applied for) in addition to that contained in the application, as the Board requires.

#### **11.4 Determination of Membership Application**

- 11.4.1 The Board will determine the outcome of a membership application or may proxy its power to deal with membership applications to the Secretary or such other duly appointed officer as the Board deems necessary from time to time.
- 11.4.2 The Board may approve or reject any applicant for membership in the Board's absolute discretion.
- 11.4.3 The Board is not required to give or assign any reason or explanation for the approval or rejection of any application for membership.

#### **11.5 Notification of Determination**

- 11.5.1 When an application for membership has been accepted, the Secretary will send to the applicant written notice of the acceptance and will enter the applicant's name in the Register.
- 11.5.2 When an application for membership is rejected, the Secretary will send to the applicant written notice of the rejection and the subscription fee paid, if any, by that applicant will be refunded in full.

#### **11.6 Membership joining fees**

- 11.6.1 The Board may determine the membership joining fees payable by any person applying for membership of RFAV.
- 11.6.2 The Board may at any time and as many times as they decide, change the membership joining fees payable.

#### **11.7 Unlimited Members**

The number of members of RFAV must be not less than one (1) and there is no upper limit.

#### **11.8 Register to be kept**

- 11.8.1 A register of members shall be kept in accordance with the Law.
- 11.8.2 The full name, address, facsimile number and electronic mail address (if any) of each Nominated Representative and his or her applicable Member is to be recorded on the Register.

#### **11.9 Certificates**

- 11.9.1 A certificate of membership may be issued by RFAV to any Member.
- 11.9.2 Any certificate issued will remain the property of RFAV and must be returned to RFAV on written demand by the Secretary.

#### **11.10 Membership not Transferable**

- 11.10.1 Membership of RFAV is not transferable by operation of law or otherwise.

- 11.10.2 All rights and privileges of membership of RFAV will cease immediately upon a person ceasing to be a Member for any reason.

### **11.11 Notification by Members**

- 11.11.1 Each Member must promptly notify the Secretary in writing of any change in its Nominated Representative.

## **12 CLASSES OF MEMBERS**

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### **12.1 Classes of Membership Generally**

RFAV has the following classes of membership:

- (a) Ordinary Member;
- (b) Associate Member; and
- (c) Life Member.

### **12.2 Ordinary Member**

- 12.2.1 The Board may accept into membership as an “Ordinary Member” any person or corporation who has made application in accordance with clause 11.2 and who satisfies all criteria (if any) set by the Board of RFAV and who, in the Board’s discretion, has demonstrated with distinction a commitment to the objects of RFAV.

### **12.3 Associate Member**

- 12.3.1 The Board may accept into membership as an “Associate Member” any person or corporation who has made application in accordance with clause 11.2 and who satisfies all criteria (if any) set by the Board of RFAV and who, in the Board’s discretion, has demonstrated with distinction a commitment to the objects of RFAV.

### **12.4 Life Member**

- 12.4.1 The Board may accept into membership as a “Life Member” any person who satisfies all criteria (if any) set by the Board of RFAV and who, in the Board’s discretion, is a person who has demonstrated with distinction a commitment to the objects of RFAV.

### **12.5 Board May Not Create New Classes of Members without Consent**

The Board may not create any other classes of Members and may not determine or vary the rights and privileges attaching to these classes, particularly as to voting rights of the Members in each class without the express authority of RFAV in general meeting.

## **13 MEMBERSHIP RIGHTS**

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### **13.1 Rights of Ordinary Members**

13.1.1 Ordinary Members are entitled to receive notices, attend and vote at all general, annual general or special general meetings of RFAV.

13.1.2 Each Ordinary Member has one (1) vote.

### **13.2 Rights of Associate Members**

13.2.1 Associate Members are only entitled to receive notices and attend at all general, annual general or special general meetings of RFAV.

13.2.2 Associate Members do not have the right to vote.

### **13.3 Rights of Life Members**

13.3.1 Life Members are entitled to receive notices, attend and vote at all general, annual general or special general meetings of RFAV.

13.3.2 Each Life Member has one (1) vote.

### **13.4 Exercise of rights by a Member which is a corporate entity or other body recognised by law**

13.4.1 A Member which is a corporate entity or other body recognised by law may only exercise the rights given to it under this Constitution, by appointing a Nominated Representative who is a natural person or by reliance upon the rights set out in this Constitution to appoint a proxy.

13.4.2 A Nominated Representative is entitled to receive notices of all general, annual general or special general meetings.

13.4.3 A Nominated Representative may attend at and vote at all general, annual general or special general meetings on behalf of the Member who appointed the Nominated Representative and is entitled to exercise for the Member corporation the same power at meetings as the Member corporation.

13.4.4 A Member which is a corporate entity may appoint or replace a Nominated Representative by using *Schedule 5: Nominated Representative Appointment Form*.

13.4.5 A Member which is a corporate entity may appoint a Proxy Representative by using the form set out in *Schedule 6: Appointment of Proxy Form*, or by such other form as may be approved by the Board from time to time.

### **13.5 Election to Board**

Unless the Members resolve otherwise, only an Ordinary Member or a Life Member (or the Nominated Representative of such Members) may seek election to the Board.

## **14 VARYING MEMBERS' RIGHTS**

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- 14.1 If the membership of RFAV is divided into different classes of Members, the rights attached to any class of membership may be varied with the written consent of seventy-five per cent (75%) of the Members in that class or with the sanction of a Special Resolution passed at a meeting of the Members of that class.
- 14.2 The right to vary membership rights in clause 14.1 may be exercised unless otherwise provided by the terms of acceptance of the Members of that class and whether or not RFAV is being wound up.

## **15 FEES AND LEVIES**

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### **15.1 Fees**

Unless the Board otherwise resolves, no annual membership fees shall be payable by Ordinary Members, Associate Members or Life Members.

### **15.2 Levies**

In order to provide additional funds required for the operation of RFAV, the Board may determine that levies are to be paid by Members and may fix the amount and the dates for payment of them. Unless determined by the Board, no such levies will be payable by the Members.

## **16 CESSATION OF MEMBERSHIP**

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### **16.1 Non-payment of fees or levies**

If the Board resolves to require payment of fees or levies and if any fees or levies payable by a Member remain unpaid for a period of two (2) calendar months after notice of the default is given to the Member by RFAV, that Member may be debarred by resolution of the Board from all privileges of membership (including the right to vote), provided that the Board may reinstate the Member on payment of all arrears if the Board thinks fit to do so.

### **16.2 When membership ceases**

- 16.2.1 A Member shall cease to be a Member of RFAV if:
- (a) the Member resigns that membership by giving notice in writing addressed to the Secretary of RFAV and such resignation shall be effective from the date of receipt of the notice by the Secretary;
  - (b) the Member's membership is terminated under these Rules and such termination shall be effective from the date of the resolution of the Board;
  - (c) the Member dies; or
  - (d) the Member becomes bankrupt, insolvent or makes any arrangements or compositions with his or her creditors generally, or has an application for winding up presented against it, or enters into liquidation whether voluntarily,

compulsorily or provisionally, or is wound up or dissolved (except for the purpose of reconstruction or amalgamation), or is placed under official management or administration, or a receiver and/or manager of its assets is appointed, or is deregistered or it is struck off, deregistered or otherwise ceases to exist or have a full capacity; or

- (e) the Member's membership is terminated by the Board in accordance with Clause 16.3.

### **16.3 Expulsion of Member**

16.3.1 Member may be expelled from membership in RFAV if:

- (a) He or she wilfully refuses or neglects to comply with the provisions of this Constitution; or
- (b) he or she engages in conduct, which, in the opinion of the Board, is injurious or prejudicial to the interests of RFAV.

16.3.2 If the Board considers that the conduct of a Member warrants expulsion because of one of the reasons listed in sub-clause 16.3.1, the Secretary must give notice in writing to the Member of the proposed expulsion. The notice must:

- (a) set out the full particulars of the conduct in question; and
- (b) advise the person of their right to appeal their expulsion before a Disciplinary Committee, provided that they lodge their appeal in writing to the Secretary within twenty-one (21) days of receiving the notice.

16.3.3 If no appeal is lodged within the time prescribed in sub-clause 16.3.2(b), the Member shall cease to be a Member at the expiration of the twenty-one (21) day period.

16.3.4 If an appeal is lodged within the twenty-one (21) day limit, then the Board shall refer the matter to a Disciplinary Committee which will be convened to consider the appeal. The meeting to consider the appeal must be held within two (2) months of the receipt of the appeal by the Secretary unless the appellant and the Disciplinary Committee otherwise agree. The Secretary must inform the Member in writing of the date, time and venue for the meeting before the Disciplinary Committee at least twenty-one (21) days before the meeting.

16.3.5 At the meeting at which the expulsion is considered, the Disciplinary Committee must afford the person appealing a reasonable opportunity to be heard and must consider any representations in writing in relation to the appeal.

16.3.6 At the meeting before the Disciplinary Committee, the Disciplinary Committee may, after having afforded the Member concerned a reasonable opportunity to be heard, expel or decline to expel that Member from membership of RFAV and shall communicate that decision in writing to the Member. The Disciplinary Committee may impose a penalty other than expulsion (such as a fine or some form of service order) only if the appellant agrees to accept that other penalty.

16.3.7 A Member who is expelled under sub-clause 16.3.6 from membership of RFAV ceases to be a Member upon receipt of written notice of their expulsion.

#### **16.4 Liability for fees**

If fees for membership in RFAV are introduced and a Member's membership is terminated for any reason, notwithstanding anything else to the contrary in this Constitution, the Member shall continue to be liable for any annual membership fee and all arrears due and unpaid at the date of the cessation of membership and for all moneys due by that Member to RFAV.

### **17 GENERAL MEETINGS**

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#### **17.1 Annual general meeting**

17.1.1 An annual general meeting of RFAV shall be held once a year in accordance with the provisions of the Law.

#### **17.2 Business of annual general meeting**

The business to be transacted at every annual general meeting must include all matters required by the Law and if not expressly required by Law shall include the following unless RFAV otherwise resolves:

- (a) the confirmation of the minutes of the previous general meeting, except at the first AGM;
- (b) the consideration of the annual financial report, Directors' reports and Auditor's report;
- (c) the election of Directors;
- (d) the appointment and remuneration of an Auditor (if required); and
- (e) any other business of which proper notice has been given.

#### **17.3 Director may convene general meeting**

17.3.1 Any Director may, with the written concurrence of one (1) other Director, convene a general meeting.

17.3.2 The notice convening a general meeting shall state the particular matter(s) to be discussed at the meeting and no business other than that specified in the notice shall be transacted.

#### **17.4 Board convening a general meeting at the request of members**

17.4.1 The Board must call and arrange to hold a general meeting at the request of the Members with at least five per cent (5%) of the votes that may be cast at a general meeting, or at least one hundred (100) Members, whichever is the lesser, provided that the request from the Members:

- (a) states the resolution(s) to be proposed at the meeting;

(b) is signed by the Members making the request; and

(c) is given to RFAV.

17.4.2 Such general meeting must be held no later than two (2) months after the receipt of a duly signed request.

## **17.5 Notice of general meeting**

17.5.1 A general meeting may only be convened by giving the Members notice of the meeting.

17.5.2 A notice of general meeting does not need to be given to Members who are not entitled to notice of meetings.

17.5.3 A notice of a general meeting must:

(a) be given at least twenty-one (21) days before the date of the meeting unless otherwise agreed by all the Members entitled to notice; and

(b) specify the place, the day and the time of the meeting; and

(c) describe the nature of the business to be transacted at the meeting; and

(d) contain any other information required by the Law.

17.5.4 The Board may postpone a general meeting or change the venue for the meeting by giving written notice to all Members who received the original notice of meeting at least forty-eight (48) hours before the appointed time. That notice must specify the time and place for the postponed meeting.

17.5.5 If a Member does not receive a meeting notice or the Board accidentally omits to give the Member a meeting notice, that omission will not invalidate the proceedings or any resolution passed at the meeting.

17.5.6 No business is to be transacted at any general meeting except that contained in the meeting notice unless all the Members otherwise agree.

## **18 CONDUCT OF BUSINESS AT GENERAL MEETINGS**

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### **18.1 Quorum**

18.1.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

18.1.2 Unless otherwise determined by the Members in a general meeting, there will be quorum where the number of Members present and entitled to vote is not less than twice the total number of Directors present plus one.

18.1.3 Unless the Members present whilst quorum is maintained otherwise agree, a quorum of Members must be present throughout each general meeting. If a quorum is not



present at any time, the meeting is not validly convened but this will not affect the validity of any business conducted before the absence of a quorum occurs.

- 18.1.4 In determining whether a quorum is present, individuals attending as Proxies or Nominated Representatives must be counted. If a member has appointed more than one (1) Proxy or Nominated Representative, only one (1) of them is to be counted. If an individual is attending both as a member and as a Proxy or Nominated Representative, they are only to be counted once.

## **18.2 Procedure where no quorum**

- 18.2.1 If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:

- (a) where the meeting was convened upon the requisition of Members, the meeting will be dissolved; or
- (b) in any other case, the meeting will be adjourned.

- 18.2.2 Any meeting adjourned will be rescheduled to take place on a day and time and at the place that the Board decides.

- 18.2.3 If no Directors are present at the meeting or if no decision is made by the Board, the meeting will take place on the same day and at the same time and place as originally notified but in the next succeeding week.

- 18.2.4 If at the rescheduled meeting a quorum is not present within thirty (30) minutes after the appointed time, then the meeting will be dissolved unless it is adjourned under clause 18.5.

## **18.3 Election of Chairperson**

- 18.3.1 The Board will elect one Director to preside as Chairperson at every general meeting. If the Board has elected a Chairperson of the Board, that person will be deemed to be elected as the Chairperson at every general meeting.

- 18.3.2 Where a general meeting is held and:

- (a) a Chairperson of the Board has not been elected;
- (b) the Chairperson of the Board is not present within fifteen (15) minutes after the appointed time; or
- (c) the Chairperson of the Board is unwilling to act;

the Members will elect one Member to be Chairperson of the meeting.

## **18.4 No Casting Vote**

The Chairperson does not have a casting vote in addition to any vote the Chairperson has as a Member.

## **18.5 Adjournment of Meeting**

18.5.1 The Chairperson may adjourn any meeting of Members.

18.5.2 An adjournment of a meeting of Members must only be made:

- (a) with the consent of the meeting provided a quorum is present; or
- (b) in the case of an adjournment under sub-clause 18.2.4, with the consent of the Members present and entitled to vote; or
- (c) if directed by the meeting to do so.

18.5.3 Any adjournment may change the time or the venue for the meeting.

18.5.4 Only business left unfinished from the adjourned meeting can be transacted at any rescheduled meeting.

## **18.6 Adjournment of Thirty (30) Days**

If a meeting is to be adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as if it were an original meeting.

## **18.7 Adjournment of Less than Thirty (30) Days**

A notice of meeting is not required to be given for an adjourned meeting where the adjournment is for less than thirty (30) days.

## **18.8 Show of hands, call or poll**

At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, or if held via Instantaneous Communication Device, by call of 'yes' or 'no' unless a poll is demanded:

- (a) by the Chairperson; or
- (b) by at least three (3) Members present in person or by proxy.

## **18.9 Chairperson's Declaration**

If a poll is not demanded, the Chairperson's declaration that a resolution has been carried or lost with an entry to that effect in the minute book is conclusive evidence of the fact. It is not necessary to record the number or proportion of votes recorded for or against the resolution.

## **18.10 Poll requested**

A poll will be taken immediately if one is demanded or at any other time after an interval or adjournment or otherwise as the Chairperson decides. The result of the poll will be recorded as the resolution of the meeting at which the poll was demanded.

### **18.11 Withdraw poll**

The demand for a poll may be withdrawn at any time.

### **18.12 Poll of Chairperson**

Any poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

### **18.13 Which Members may vote**

Only those Members who belong to a class of Members who are entitled to vote at a general meeting whether in person, through their Nominated Representative or by Proxy will be entitled to vote or participate in a circulating resolution.

### **18.14 Voting**

18.14.1 Subject to any rights or restrictions attached to any class of membership:

- (a) at meetings of Members or classes of Members, each Member entitled to vote may vote in person, by their Nominated Representative or by Proxy; and
- (b) every person present who is a Member, a Nominated Representative of a Member or a Proxy of a Member has one (1) vote and on a poll, every person present in person or by delegation has one (1) vote, subject to the proviso that each Member may only authorise one person to exercise its vote at a meeting of Members.

### **18.15 No voting unless fees fully paid**

If fees are introduced for membership, a Member will be entitled to vote at any general meeting only if all fees and levies and other amounts presently payable by the Member have first been paid.

### **18.16 Rights of third parties to attend meetings**

Even if they are not Members of RFAV, the following persons, if invited have the right to attend any general meeting, and if requested by the Board, to speak at such meeting:

- (a) external consultants with expert knowledge in a relevant field; or
- (b) any other person invited by the Board.

### **18.17 Electronic communication for Members' Meetings**

18.17.1 For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of Members being not less than the quorum (whether or not any one or more of the Members is out of Australia), shall be deemed to constitute a meeting of the Members duly convened and held with persons actually present so long as:

- (a) all the Members being entitled to receive notice of the Members' meeting shall

receive notice of such a meeting and such notice may be given by any means authorised by this Constitution;

- (b) each of the Members taking part in the meeting by Instantaneous Communication Device must be able to hear the Chairperson and each of the other Members taking part during the meeting; and
- (c) at the commencement of the meeting, each Member must acknowledge his or her presence to all the other Members taking part.

18.17.2 A Member may not leave the meeting by disconnecting his or her Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairperson of the meeting.

18.17.3 A Members' meeting by Instantaneous Communication Device shall not be invalidated by any voluntary or involuntary disconnection of a participant, provided that sufficient persons are still able to hear each other to constitute a quorum.

18.17.4 A minute of the proceedings at a meeting by Instantaneous Communication Device shall be prepared by the Secretary or such duly appointed person and shall be prima facie evidence of the proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

## **19 RULES FOR VOTING BY PROXY**

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### **19.1 Appointment of Proxy**

19.1.1 A person entitled to attend and vote at a meeting of RFAV is entitled to:

- (a) appoint a person as the Member's proxy to attend and vote for the Member at the meeting;
- (b) appoint a person as their Nominated Representative to attend and vote for the Member at the meeting.

19.1.2 An appointment of a Proxy or Nominated Representative may be revoked at any time before the vote to which the Proxy or Nominated Representative relates is exercised by written notice delivered to RFAV Secretary.

19.1.3 A person must not exercise proxies for more than three (3) members.

### **19.2 Appointment in writing**

Any instrument appointing a Proxy must be in writing and signed by:

- (a) the appointor; or
- (b) the appointor's attorney.

### **19.3 How the Proxy is to vote**

If the document appointing the Proxy specifies how the Proxy or is to vote in relation to a resolution, the Proxy must vote as specified in the document. Any vote tendered otherwise is invalid and must be disregarded.

### **19.4 Authority for a poll**

A document appointing a Proxy or Nominated Representative confers the authority to demand a poll.

### **19.5 Form of Appointment**

The appointment of a Proxy must be substantially in the form as set out in *Schedule 6: Appointment of Proxy Form*.

### **19.6 Delivery of Proxy before meeting**

19.6.1 The appointment of a Proxy or Nominated Representative is not valid unless the following documents are received by RFAV at least forty-eight (48) hours before the meeting:

- (a) the proxy's appointment; or
- (b) if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

19.6.2 The relevant documents may be delivered to the Secretary at any time prior to the commencement of the meeting.

19.6.3 The relevant documents must be delivered to:

- (a) the Secretary personally;
- (b) RFAV's registered office; or
- (c) any other place in Australia specified in the notice convening the meeting.

### **19.7 Validity of Proxy's vote**

A vote tendered in accordance with the appointment of a Nominated Representative, Proxy or power of attorney is valid even if, subsequent to the exercise of the rights of the Member by the Proxy or Nominated Representative:

- (a) the appointor or principal dies or becomes mentally incapacitated; or
- (b) the Proxy or power or attorney is revoked in any way.

### **19.8 Instrument not valid**

19.8.1 An instrument appointing a Proxy will not be valid after the expiration of twelve (12) months from the date of its execution.

- 19.8.2 A valid instrument appointing a Nominated Representative will be valid until it is revoked in accordance with this Constitution.

## **20 DIRECTORS**

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### **20.1 Appointment to the Board**

- 20.1.1 RFAV shall be governed by a Board.
- 20.1.2 Appointment to the Board may only take place by election at an annual general meeting in accordance with clause 17 or on the filling of a vacancy under clause 20.11.
- 20.1.3 Only Ordinary Members or Life Members, or the Nominated Representatives of such Members, may be appointed to the Board, unless the Board resolves otherwise.

### **20.2 Number of Directors**

- 20.2.1 RFAV must have a minimum of three (3) Directors.
- 20.2.2 RFAV may by ordinary resolution passed at a general meeting increase or decrease the number of Directors but must not reduce the minimum number of Directors below three (3).

### **20.3 Election of Directors**

The election of Directors shall take place in the following manner:

- (a) Any two (2) Members may nominate any eligible person to serve as a Director of RFAV.
- (b) The nomination must be in writing and signed by the nominee, the proposer and seconder, and shall be in the form provided in *Schedule 4: Director Nomination Form*. No person is eligible for election as a Director unless the nominee gives written consent.
- (c) The nomination shall be provided to the Chairperson or the Secretary not less than fourteen (14) days before the annual general meeting at which the election is to take place.
- (d) Unless the Board resolve otherwise, the candidates' names (in alphabetical order) and the proposers' and seconders' names must be forwarded to Members with the notice of annual general meeting;
- (e) At the annual general meeting each member entitled to vote, may cast a vote in a first-past-the-post secret ballot for the election of Directors to the Board.

### **20.4 Office of Directors**

Each Director shall take office at the first meeting of the Board after the general meeting at which he or she is elected.

## **20.5 Term of Office**

Each Director shall hold office for a maximum period of three (3) years before being required to be re-nominated.

## **20.6 Rotation of Directors**

20.6.1 At the third annual general meeting and each subsequent three year period, one-third (1/3) of the Directors, or if their number is not a multiple of three (3), the number nearest to one-third (1/3), must retire from office.

20.6.2 The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In the case of persons who became Directors on the same date, the Directors to retire will be determined by lot.

## **20.7 Eligibility to re-nominate**

20.7.1 A retiring Director shall be eligible for re-election following re-nomination except where the Director has served for three (3) consecutive terms.

20.7.2 A Director who has served for three (3) consecutive terms shall not be eligible for re-nomination until they have been retired from office for a period of at least one (1) year.

## **20.8 Re-election of Retiring Directors**

RFAV may, at the meeting at which a Director so retires, by resolution, fill the vacated office by electing a person to that office. If that office is not so filled, the retiring Director shall, if offering himself or herself for re-election and not being disqualified under the Law from holding office as a Director or pursuant to clause 20.7.2, be deemed to have been re-elected unless at that meeting:

- (a) it is expressly resolved not to fill the vacated office; or
- (b) a resolution for the re-election of the Director is put and lost.

## **20.9 Removal of Director**

RFAV may by ordinary resolution remove any Director and appoint another Director as a replacement

## **20.10 Vacancy in Board**

The office of a Director becomes vacant if:

- (a) required by the Law;
- (b) the Director is removed under these Rules;
- (c) the Director dies or becomes mentally incapacitated or the Director's estate is liable to be dealt with under a law relating to mental health;
- (d) the Director becomes bankrupt or makes any arrangement or composition with creditors; or

- (e) the Director resigns or ceases to be a Member;
- (f) the Director is absent from three (3) consecutive meetings of the Board without leave of the Board.

#### **20.11 Filling of Vacancy**

If there is a vacancy on the Board, the Board may appoint such Member or Nominated Representative of a Member as it thinks fit to fill the vacancy. The person so appointed shall hold office, subject to the rules in this Constitution, until the conclusion of the next annual general meeting following the date of his or her appointment.

#### **20.12 Reimbursement of expenses**

Subject to the approval of the Board, a Director shall be entitled to be reimbursed out of the funds of RFAV for all reasonable expenses properly incurred by them:

- (a) in attending Board or committee meetings;
- (b) in attending general meetings of RFAV; or
- (c) in connection with RFAV's business.

### **21 POWERS AND DUTIES OF THE BOARD**

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#### **21.1 Powers and duties of the Board**

Subject to the Law and to any other provisions of this Constitution, the Board:

- (a) will have control and management of the activities, property, and funds of RFAV;
- (b) must pay all expenses incurred in forming RFAV; and
- (c) may exercise all the powers of RFAV except any powers that, by the Law or by this Constitution, are required to be exercised by RFAV in general meeting.

#### **21.2 Specific powers of Board**

Notwithstanding the generality of the sub-clause 21.1, the Board shall have the following powers:

- (a) to make, alter or repeal by-laws as to:
  - (i) the management of RFAV and the affairs thereof;
  - (ii) the duties of any officers or servants of RFAV;
  - (iii) the conduct of business by the Board or any subcommittee; or
  - (iv) any of the matters or things within the power or under control of the Board.



For the purposes of this sub-clause, no by-law may be inconsistent with this Constitution or with the provisions of the Law, and any by-law in relation to any subcommittee responsible for the management of a tax deductible fund must not be inconsistent with the conditions of such tax deductibility;

- (b) to authorise any Director or other person nominated by the Board to sign all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and to sign all receipts for money paid to RFAV as the case may be; and
- (c) to authorise payment by RFAV of an insurance premium in respect of liability incurred as an officer of RFAV to which Section 212 of the Law refers.

### **21.3 Minutes**

The Board must ensure that proper minutes are made of:

- (a) all general meetings of RFAV;
- (b) all appointment of officers;
- (c) the proceedings of all general meetings;
- (d) the attendance at and business transacted at general meetings;

and the minutes of any meeting, if purporting to be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

## **22 SUBCOMMITTEES**

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### **22.1 Power to establish subcommittees**

- 22.1.1 The Board may proxy any of its powers and functions (not being duties imposed on the Board as the Directors of RFAV by the Law or the general law) to one or more subcommittees consisting of such members of the Board as the Board thinks fit.
- 22.1.2 Any subcommittee so formed shall conform to any rules or by-laws that might be imposed by the Board and shall have power to co-opt such persons as it thinks fit.
- 22.1.3 If a subcommittee is established that is to conduct a fund which is tax deductible that fund must be conducted in accordance with all and any relevant requirements under the law and any lawful requirements of the Australian Taxation Office.

### **22.2 Disciplinary Subcommittee**

- 22.2.1 The Board may from time to time establish a Disciplinary Committee which will consist of three (3) Members.
- 22.2.2 The Disciplinary Committee must be provided with such resources as are reasonably necessary to discharge its duties including independent legal advice and assistance.

## **23 PROCEEDINGS OF THE BOARD**

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### **23.1 Regulation of meeting**

23.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

23.1.2 Two (2) or more Directors, or the Chairperson alone, may, at any time call a meeting, and the Secretary shall, on their or his or her requisition, summon a meeting of the Board.

### **23.2 Notice of meeting**

Notice of every meeting of the Board, stating in general terms all business to be considered at such meeting, shall be sent to each Director at least three (3) days before such meeting is due to be held unless the Chairperson considers urgent circumstances require shorter notice.

### **23.3 Decisions by majority**

23.3.1 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes. A determination by a majority of the Directors present shall, for all purposes, be deemed to be a determination of the Board.

23.3.2 In case of an equality of votes, the Chairperson of the meeting shall have not only a deliberative vote but also a casting vote.

### **23.4 Quorum**

23.4.1 The quorum necessary for the transaction of the business of the Board must be a majority of the total number of Directors.

23.4.2 Unless the Directors present whilst quorum is maintained otherwise agree, a quorum must be present throughout each meeting of the Board. If a quorum is not present at any time, the meeting is not validly convened but this does not affect the validity of any business conducted before the absence of a quorum occurs.

### **23.5 Board to continue to act**

23.5.1 If a vacancy on the Board occurs, the remaining Directors on the Board may continue to act.

23.5.2 If the number of remaining Directors is insufficient to constitute a quorum, the Board may act only for the purpose of increasing the number of Directors to that required to constitute a quorum or to convene a general meeting.

### **23.6 Validity of acts of Board**

All acts done by any meeting of the Board or by any person acting as a Director will be valid even though it subsequently becomes known:

- (a) that there was some defect in the appointment of a person to be a Director; or

(b) that a person appointed was disqualified.

### **23.7 Delegation of powers to subcommittees**

23.7.1 The Board may delegate any of its powers and functions (not being duties imposed on the Board as the Directors of RFAV by the Law or the general law) to one or more subcommittees consisting of such members of the Board as the Board thinks fit.

23.7.2 Any subcommittee so formed shall conform to any by-laws that might be imposed by the Board and shall have power to co-opt any Member or Members of RFAV.

### **23.8 Resolution in writing**

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

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

23.8.3 The resolution is passed when the last Director signs.

### **23.9 Electronic communication**

23.9.1 For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of Directors being not less than the quorum (whether or not any one or more of the Directors is out of Australia), shall be deemed to constitute a meeting of the Board duly convened and held with persons actually present so long as:

- (a) all the Directors being entitled to receive notice of the Directors' meeting shall receive notice of such a meeting and such notice may be given by any means authorised by this Constitution;
- (b) each of the Directors taking part in the meeting by Instantaneous Communication Device must be able to hear the Chairperson and each of the other Directors taking part during the meeting; and
- (c) at the commencement of the meeting, each Director must acknowledge his or her presence to all the other Directors taking part.

23.9.2 A Director may not leave the meeting by disconnecting his or her Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairperson of the meeting.

23.9.3 A Directors' meeting by Instantaneous Communication Device shall not be invalidated by any voluntary or involuntary disconnection of a participant, provided that sufficient persons are still able to hear each other to constitute a quorum.

23.9.4 A minute of the proceedings at a meeting by Instantaneous Communication Device shall be prepared by the Secretary or such duly appointed person and shall be prima

facie evidence of the proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

## **24 CHAIRPERSON**

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### **24.1 Chairperson of the Board**

24.1.1 The Chairperson shall be elected for one (1) year by a majority decision of the Board from their number at the first meeting after each annual general meeting.

24.1.2 If the Directors have elected one of their number as Chairperson of the Board of their meetings, he or she shall preside as Chairperson at every general meeting.

24.1.3 Where a general meeting is held and:

(a) a Chairperson of the Board has not been elected as provided by sub-clause 24.1.1; or

(b) the Chairperson of the Board is unwilling to act or unable to attend the meeting; the Members present may elect one of their number to be Chairperson of the meeting.

24.1.4 The Chairperson shall have a deliberate vote and a casting vote in the event of a tied vote.

### **24.2 Chairperson's Membership of Subcommittees**

The Chairperson of the Board is an ex-officio member of all subcommittees from time to time created and shall be notified of the time and place of all meetings of subcommittees unless the Chairperson or the Board otherwise directs.

## **25 SECRETARY**

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25.1 The Secretary will be appointed by the Board on terms and conditions determined by the Board.

25.2 The Board may appoint a person as an additional Secretary or as acting Secretary or as a temporary substitute for the Secretary who will, for the purposes of these Rules, be deemed to be the Secretary.

25.3 The Board may at any time remove or replace the Secretary.

25.4 The Secretary does not have the right to vote unless the Secretary is also a Director.

## **26 INTERESTED DIRECTORS**

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### **26.1 Notice requirements**

Provided that a Director of RFAV who is in any way directly or indirectly interested in a contract or proposed contract with RFAV, or in any contract or arrangement entered into by or on behalf of RFAV, has declared the nature of his or her interest at a meeting of the Board and the Board has passed the resolution that:

- (a) specifies the Director and their interest in the matter; and
- (b) states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter, then:
  - (c) such Director shall not be disqualified by his or her office from contracting with RFAV either as vendor, purchaser, or otherwise;
  - (d) no contract made by that Director with RFAV and no contract or arrangement entered into by or on behalf of RFAV in which that Director is in any way interested shall be voided by reason only of such Director holding his or her office or of the fiduciary relationship thereby established;
  - (e) the Director so contracting or being so interested shall not be liable to account to RFAV for any profit realised by such contract or arrangement or by reason only of such Director holding his or her office or of the fiduciary relationship thereby established; and
  - (f) such Director may in respect of any contract or arrangement in which he or she is so interested may:
    - (i) vote;
    - (ii) execute any deed or document on behalf of RFAV; and
    - (iii) count in a quorum.

## **26.2 Sufficient disclosure**

A general notice that a Director is a Director or Member of any specified Company or firm and is to be regarded as interested in all subsequent transactions with such Company or firm shall be sufficient disclosure under these Rules in relation to any contract, proposed contract or arrangement so made by such Company or firm.

## **26.3 Other office may be held**

A Director may hold any other office or place of profit, except that of auditor, in RFAV in conjunction with his or her directorship and may be appointed upon such terms as to remuneration, tenure of office or otherwise as the Board decides.

## **27 SIGNING ON BEHALF OF RFAV**

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### **27.1 Signing by company**

RFAV may execute a document without using a common seal if the document is signed by:

- (a) two (2) Directors of RFAV; or
- (b) a Director and the Secretary of RFAV.

## **27.2 Common seal**

RFAV may use a common seal. If the seal is affixed to a document, the seal is to be witnessed by:

- (a) two (2) Directors of RFAV; or
- (b) a Director and the Secretary of RFAV.

## **28 ACCOUNTS**

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### **28.1 Proper records to be kept**

The Board must ensure that proper accounting and other records are kept.

### **28.2 Annual financial reporting to Members**

RFAV must report to Members for a financial year by either:

- (a) sending Members copies of:
  - (i) the financial report for the year; and
  - (ii) the directors' report for the year; and
  - (iii) the auditor's report on the financial report; or
- (b) sending Members a concise report for the year that complies with the Law; using any of the methods referred to in sub-clause 30.1.

### **28.3 General bank account**

28.3.1 The Board shall cause to be opened with such bank as the Board selects a bank account in the name of RFAV into which all moneys received shall be paid as soon as possible after receipt thereof.

28.3.2 The Board shall be responsible for ensuring that all receipts and payments are processed as required by Law and good management practices but may, subject to the approval of RFAV's auditor, adopt such methods of receipts, payments and practices as it sees fit.

### **28.4 Accounts in relation to Tax Deductible Funds**

RFAV and any subcommittee of RFAV must conduct all and any accounts in relation to tax deductible funds in accordance with the conditions of such tax deductibility and must keep the Auditor of such funds aware of all and any particular obligations in relation to such funds.

## **29 AUDIT**

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### **29.1 Audits generally**

RFAV must appoint a properly qualified Auditor who shall report and otherwise discharge his or her duties as Auditor of RFAV under the Law.

### **29.2 Audits in relation to Tax Deductible Funds**

In addition to all and any duties of the auditor set out in sub-clause 29.1 the Auditor shall also separately audit and report on any tax deductible fund including but not limited to the RFAV Public Fund in accordance with the particular conditions and requirements of such fund. The Commissioner of Taxation is to be advised in writing within 30 days of any amendment made.

## **30 NOTICES**

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### **30.1 Form of notice**

A notice is to be given by RFAV to the intended recipient by sending it either:

- (a) by post to the intended recipient's registered address; or
- (b) by facsimile to the intended recipient's registered facsimile number; or
- (c) by email to the intended recipient's email address; or
- (d) by any other means authorised by the Law.

### **30.2 Notice by post**

Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, whether the notice forms part of or is accompanied by other material, 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 which the letter would be delivered in the ordinary course of the post.

### **30.3 Notice by facsimile**

Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on the date of its transmission.

### **30.4 Notice by email**

Where a notice is sent by email, service of the notice shall be deemed to be effected when notification that the email has been delivered is received from the Member's email server.

### **30.5 Manner of notice**

Notice of every general meeting shall be given in any manner authorised in this

Constitution to every Member eligible to attend and whether or not eligible to vote at general meetings and whose name and address are recorded in the Register.

### **30.6 Irregularity may not invalidate meeting**

The accidental omission to give notice of the meeting or the non-receipt by a Member of a notice of meeting shall not invalidate the proceedings at any meeting of RFAV.

## **31 INDEMNITY**

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### **31.1 Indemnity in favour of Directors, Secretaries and Executive Officers**

Subject to the Law and clause 31.2, RFAV must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of Director, Secretary or Executive Officer of RFAV, other than:

- (a) A Liability owed to RFAV or a related body corporate of RFAV;
- (b) A Liability for a pecuniary penalty order under section 1317H of the Law; or
- (c) A Liability owed to a person other than RFAV that did not arise out of conduct in good faith.

### **31.2 Indemnity for legal costs**

RFAV must Indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or Executive Office of RFAV other than for legal costs incurred:

- (a) In defending or resisting Proceedings, in which the Director, Secretary or Executive Officer is found to have a Liability for which they could not be indemnified under clause 31.1;
- (b) In defending or resisting criminal Proceedings in which the Director, Secretary or Executive Officer is found guilty;
- (c) In defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this clause 31.1(c) does not apply to costs incurred in responding to action taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) In Proceedings for relief to the Director, Secretary or Executive Officer under the Law in which the court denies the relief.

### **31.3 Indemnity for employees**

Subject to the Law and clause 31.4, RFAV may indemnify an employee, who is not a Director, Secretary or Executive Office of RFAV, to the maximum extent permitted by



law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of RFAV, other than:

- (a) A Liability owed to RFAV or a related body corporate of RFAV;
- (b) A Liability for a pecuniary penalty order under section 1317G of the Law or a compensation order under section 1317H of the Law; or
- (c) A Liability owed to a person other than RFAV that did not arise out of conduct in good faith.

#### **31.4 Indemnity for legal costs of employees**

RFAV may indemnify an employee other than a Director, Secretary or Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or because of their holding office as, and acting in the capacity of, an Officer of RFAV other than for legal costs incurred:

- (a) In defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under clause 31.3;
- (b) In defending or resisting criminal Proceedings in which to Officer is found guilty;
- (c) In defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this clause 31.4 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an Investigation before commencing Proceedings for the court order); or
- (d) In proceedings for relief to the Officer under the Corporation Act in which the court denies the relief.

#### **31.5 Proceedings**

For the purposes of clause 31.2 and clause 31.4, 'proceedings' includes the outcomes of the proceedings and any appeal about the proceedings.

#### **31.6 Insurance for the benefit of Directors, Secretaries and Executive Officers**

Subject to the Law, RFAV may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer of RFAV acting in that capacity against:

- (a) Costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) A liability arising from negligence or other conduct.

#### **31.7 Insurance for other Officers**

Subject to the Law, RFAV may pay a premium for a contract insuring a person who is or has been an employee and also an Officer of RFAV, acting in that capacity, but who is not a Director, Secretary or Executive Officer of RFAV against:

- (a) Costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) A Liability arising from negligence or other conduct.

**31.8 When insurance may not be provided by RFAV**

RFAV must not pay nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer or an employee who is also an Officer of RFAV, against a Liability (other than one for legal costs) arising out of:

- (a) Conduct involving a wilful breach of duty about RFAV; or
- (b) A contravention of section 182 or section 183 of the Law.

**31.9 Definitions for clause 31**

In clause 31 the following definitions apply:

Term	Definition
Executive Officer	Means a person who is concerned, or takes part in, the management of the Company (regardless of the person’s designation and whether or not the person is a director of the company).
Liability	For the purposes of clause 31 includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Officer	For the purposes of clause 31 includes: <ul style="list-style-type: none"> <li>(a) A person falling within the definition of that term provided by the Law; and</li> <li>(b) A director or Secretary of the Company; and</li> <li>(c) A person: <ul style="list-style-type: none"> <li>(i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company;</li> <li>(ii) who has the capacity to affect significantly the Company’s financial standing; or</li> <li>(iii) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person’s professional capacity or their business relationship with the Board or the Company.)</li> </ul> </li> </ul>

## **32 ALTERATION OF CONSTITUTION**

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This Constitution or any other constitution for the time being in force, may be altered, rescinded, or repealed and a new constitution may be adopted by special resolution passed by at least seventy five per cent (75%) of the votes cast by members of RFAV present in person or by Proxy and entitled to vote on the resolution in a general meeting in the manner prescribed by the Law.

## **33 AMALGAMATION**

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### **33.1 Amalgamation generally**

In furtherance of the objects of RFAV, RFAV may amalgamate with any one or more organisations having objects similar to those of RFAV and which shall prohibit the distribution of its income and property amongst its members and which is a fund, authority, or institution which is endorsed as a deductible gift recipient under Subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth) or is exempt from income tax under Section 50-5 of the *Income Tax Assessment Act 1997* (Cth).

### **33.2 Amalgamation if there is a Tax Deductible Fund**

Notwithstanding the general provision set out in sub-clause 33.1, if RFAV conducts any funds which are tax-deductible, procedures must be put in place and notifications given to ensure that the conditions of such tax deductibility are not breached upon amalgamation.

## Schedule 1: Details of Directors and Secretary

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### Directors

Name	Address	Date of Birth	Place of Birth	Occupation
John Joseph Bates	402/30 Riverview Terrace Indooroopilly Qld	28/08/1960	Bundaberg, Qld	WHS Co-ordinator
Neil Brian Backer	7 Tenth Avenue Sandgate Qld 4017	14/11/1963	Charters Towers, Qld	Senior Vice President Safety Heath & Environment
Christopher Peter Miers	32 Borella Street Sandgate Qld 4017	10/02/1976	Brisbane, Qld	Senior Legal Counsel
Vicky Nadine Denner	47 Bayswater Street Paddington Qld 4064	25/02/1970	Brisbane, Qld	Training Manager

### Secretary

Name	Address	Date of Birth	Place of Birth	Occupation
Christopher Peter Miers	32 Borella Street Sandgate Qld 4017	10/02/1976	Brisbane, Qld	Senior Legal Counsel

## Schedule 2: List of Members

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### Ordinary Members

Name	Address
John Joseph Bates	402/30 Riverview Terrace Indooroopilly Qld 4066
Neil Brian Backer	7 Tenth Avenue Sandgate Qld 4017
Christopher Peter Miers	32 Borella Street Sandgate Qld 4017
Vicky Nadine Denner	47 Bayswater Street Paddington Qld 4064

### Associate Members

Name	Address

### Life Members

Name	Address

**Schedule 3: Director Nomination Form**

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I, ....., whose signature appears below hereby consent to my nomination for election as a Director of RFAV subject to the terms of the Constitution of RFAV.

I certify that I am an Ordinary Member, Life Member or the Nominated Representative of such Member of RFAV.

Signed this .....day of .....2012

.....  
**Nominee for Director** sign here

**Nomination**

I .....being a member of RFAV, hereby certify that the above named applicant is a person suitable to be a Director of RFAV.

Signed this .....day of .....2012

.....  
**Proposer** signs here

I .....being a member of RFAV, hereby certify that the above named applicant is a person suitable to be a Director of RFAV.

Signed this .....day of .....2012

.....  
**Seconder** of proposal signs here

**Schedule 4: Membership Application Form**

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I, ....., of .....[address],  
hereby apply to become a member of RFAV.

The class of membership to which I seek to be admitted is Ordinary Member\* / Associate Member\* / Life Member\*.

I agree to be bound by the terms of the Constitution of RFAV and supply to the board such information as it may reasonably required to assess this application for membership.

Signed this .....day of .....2012

.....  
[Signature of applicant]

\*Strike out whichever is not applicable.

**Schedule 5: Nominated Representative Appointment Form**

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[NAME OF ENTITY], being a corporate Member of RFAV and entitled to vote hereby appoints ..... of ..... as its Nominated Representative to attend and vote on its behalf at any / general\* / annual general\* / special general\* meeting of RFAV for the period from.....to ..... or \*until such time that [NAME OF ENTITY] revokes such appointment.

Signed for and on behalf of [NAME OF ENTITY] by its duly authorised officer on the  
day of ..... 2012.

.....  
[Signature of Director / Secretary]

.....  
[Signature of Director / Secretary]

.....  
[Signature of Nominated Representative]

\*Strike out whichever is not applicable.



**Schedule 6: Appointment of Proxy Form**

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I, .....  
of..... being a member of RFAV entitled  
to vote hereby appoint ..... of  
.....or failing him or  
her..... of  
..... as my Proxy to vote for me on my behalf at the (annual or  
special as the case may be) general meeting of RFAV to be held on the .....day  
of.....20..... and at any adjournment thereof.

My Proxy is directed to vote \*in favour of/\*against the following resolutions:

.....  
.....  
.....  
.....  
.....

Signed this .....day of .....2012

Note - In the event of the member desiring to vote for or against any resolution, he or she shall instruct his or her Proxy accordingly. Unless otherwise instructed, the Proxy may vote as he or she thinks fit.

\*Strike out whichever is not applicable.

.....  
Member or Authorised Officer or Director  
granting Proxy signs here

This Constitution was prepared by the  
Charities and Not for Profit Division of  
Neumann & Turnour Lawyers

Neumann & Turnour  
LAWYERS 