

# CONSTITUTION OF AUSTRALIAN INDIGENOUS ART TRADE ASSOCIATION LIMITED

## **INTERPRETATION**

1. (a) In these rules:

‘Law’ means the Corporations Law including any amendment or re-enactment thereof for the time being in force;

‘Constitution’ means this Constitution and all supplementary substituted or amending provisions for the time being in force;

‘Association’ means the Australian Indigenous Art Trade Association Limited;

‘General Meeting’ means a general meeting of the Members of the Association;

‘Member’ means a Full Member or a Corporate Member of this Association but not an Associate Member. Any reference to "he" "she" or "it" may be used interchangeably;

‘Seal’ means the Common Seal of the Association;

‘Secretary’ means any person appointed to perform the duties of a Secretary of the Association and includes an Honorary Secretary;

‘Region’ means one of the following areas: Far North Queensland; Top End; Central Australia; Kimberley; South West Australia; South Australia; Victoria/Tasmania; New South Wales/Australian Capital Territory; and South and Central Queensland. The exact geographical limits of any Region shall be determined from time to time by the Board;

‘Code of Ethics’ means the Code of Ethics of the Association;

‘Indigenous Art’ means works of art and craft created and/or designed by Aborigines and Torres Strait Islanders.

(b) Expressions referring to writing shall unless the contrary intention appears, be construed as references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

(c) Headings in this Constitution shall be disregarded in interpreting its provisions.

(d) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act, 1897, and of the Act as in force at the date at which this Constitution became binding on the Company.

(e) Unless the context otherwise requires, where words are used in the singular they shall include the plural and singular words shall include the plural. Similarly, words referring to the masculine gender, feminine gender or which are gender neutral, shall always be taken as referring to the others.

2. The name of the Association is **AUSTRALIAN INDIGENOUS ART TRADE ASSOCIATION LIMITED** (*hereinafter called the "Association"*).

3. The purposes and objects for which the Association has been established are:
- (a) to foster a commitment to excellence in product, presentation and service in the sale of Indigenous artworks throughout Australia;
  - (b) to foster consumer confidence in those dealing in Indigenous arts and crafts;
  - (c) to promote honesty and integrity in dealings between the public, museums, Indigenous artists, their representatives, and dealers in Indigenous art;
  - (d) to develop, promote and uphold the Code of Ethics of the Association;
  - (e) to enhance the professional standing of the Members by compelling observance of strict rules of conduct and by requiring a high standard of knowledge of Indigenous art, as a condition of membership;
  - (f) to develop stronger ties between dealers in Indigenous art and with Indigenous artists, their agents, arts bodies and Government;
  - (g) to promote financial accountability in the relationships between retailers, agents and manufacturers and the Indigenous artists with whom they work;
  - (h) to provide support for contemporary Indigenous artists;
  - (i) to encourage emerging Indigenous artists;
  - (j) to assist in the development and promotion of a national standard for authentication of Indigenous artworks;
  - (k) to bring together members of the Association for the mutual improvement and higher education of one another;
  - (l) to promote the interest of members of the Association in all matters affecting the good standing of their corporate reputation.
  - (m) to admit and recognise as Members of the Association only such persons as shall conform to this Constitution, the Association's Code of Ethics and any other rules which are made from time to time by the Board;
  - (n) to promote, support or oppose legislative or other measures affecting the business interests of Members and the welfare of aboriginal artists and the Art Centres that represent them;
  - (o) to promote the role of artists and community organisations in the preservation and maintenance of the cultural life of Indigenous communities;
  - (p) to collect, maintain and circulate to Members statistics and other information in regard to the Indigenous art trade or any legislation affecting it, and to print, publish, issue and/or circulate such papers, pamphlets, periodicals, books, circulars and other written material as may appear to be conducive to any of these objects;

(q) to undertake the arbitration, settlement and adjudication of disputes between Members, arising out of trade and commerce;

(r) to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object but in particular those relevant to the Indigenous arts;

(s) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4. All income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the Association.

**PROVIDED THAT** nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any Member, officer, or servant of the Association in return for any services actually rendered to the Association or to any Member in relation to any contract, right or claim in which he or she is interested and which arises otherwise than by their membership. Without limiting the generality of the foregoing, nothing herein shall prevent the payment for goods or services supplied by any Member in the ordinary or usual way of business, nor prevent the payment of interest for money lent or reasonable and proper rent for premises demised or let by any member to the Association.

5. The liability of the Members is limited.

6. If: (a) the Association is wound up while s/he is a Member or within one (1) year after s/he ceases to be a Member; and (b) the debts and liabilities of the Association exceed its assets, each Member shall be liable to contribute to the property of the Association for debts and liabilities contracted before s/he ceases to be a Member and for the cost of winding up and for the adjustment of the rights of the contributories among themselves, **BUT SUCH LIABILITY SHALL NOT EXCEED \$100.**

7. If upon the winding-up or dissolution of the Association there remains any property, after satisfaction of all its debts and liabilities, the same shall not be paid to or distributed among its members but shall be given or transferred to some other organisation or organisations having objects similar to the objects of the Association and which prohibits the distribution of income and property among members, such organisation or organisations to be eligible for tax deductibility of donations under subdivision 30-B of the Income Tax Assessment Act 1997 and if effect cannot be given to this provision, then to some cultural object approved under S30-B of the Income Tax Assessment Act 1997.

8. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Association. Subject to any reasonable restrictions that may be imposed by the Board as to the time and manner of inspection the accounts shall be open to the inspection of the Members. Once at least in every year accounts of the Association shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Law.

## **MEMBERSHIP**

9. The number of Members with which the Association proposes to be registered is seven but the Board may from time to time register an increase of Members.

10. **Categories of Membership.** There are four categories of membership:

- Full Membership, which includes galleries (exhibiting and non-exhibiting, specialist and non-specialist), overseas galleries, retailers, wholesalers, independent consultants, art centres and individual artists;
- Associate membership, which includes advocacy organisations, bureaucracies, overseas galleries and any of the categories listed under Full Membership that either wish only to take up Associate Membership or have not yet met the industry experience requirements for Full Membership;
- Individual Membership which includes artists and industry supporters who do not own or operate retail or wholesale businesses;
- Corporate Membership, whereby an organisation joins the Association on behalf of blocks of Members, such as resource organisations and Aboriginal co-operatives.

11. (a) A Member (or Associate member) may, as long as its membership is current and it continues to comply with the provisions of the Constitution and Code of Ethics of the Association, describe itself as a Member (or Associate member as the case may be) of the "Australian Indigenous Art Trade Association". It may also display the logo of the Association.

b) An Associate member has no voting rights in the Association and does not have the right to occupy an elected Board position.

c) An individual member shall have no voting rights in the association and may not stand for election to the board. Individual members may, however, be appointed to the board at the discretion of its members.

12. (a) A Member may be either an individual or an incorporated body.

(b) Membership is by invitation only and is not transferable.

(c) Where two or more Members work as employees of or partners in the same business, they shall have only one vote.

13. (a) Every applicant for Full Membership must satisfy all of the following criteria in order to be accepted for Full Membership, unless decided otherwise by the Board:

(i) In the case of a personal applicant, be at least twenty-one (21) years of age and have had a demonstrable industry involvement for at least five years;

(ii) In the case of an applicant that is a company, have been dealing in Indigenous art under the same business name for a continuous period of not less than three (3) years or have a principal that fulfils the requirements of paragraph 13(a)(i);

(iii) During the above periods, have demonstrated the capability of complying with this Constitution and the Code of Ethics, to the satisfaction of the Board;

(iv) Have signed a written agreement to abide by the Code of Ethics (as amended from time to time);

(v) Agree to permit a representative appointed by the Board, being a person that the Board considers has the appropriate expertise and independence, to scrutinise the Member's trading premises and stock in trade, from time to time.

(b) Before granting membership, the Board must be satisfied that the knowledge of the applicant is satisfactory in the areas of:

(i) regulations relevant to trading in Indigenous art;

(ii) the applicant's specialised field(s) of trading; and

(iii) the Code of Ethics of the Association.

14. (a) Every applicant for membership must be proposed by one and seconded by another financial Member of the Association from their own Region.

(b) Application for membership shall be made in writing to the Secretary and shall be signed by the applicant and its proposer and seconder and shall be in such form as the Board may from time to time prescribe. The application shall be accompanied by payment of an application fee which shall be \$100 for all members other than Individual Members, who shall be liable for a payment of \$10, until varied by the Board. This application fee is non-refundable regardless of the outcome of the application but will be deducted from the joining fee if the application is successful.

(c) The Secretary shall advise Members of the application in the Association newsletter and request them to advise the Board within 30 days as to any objection that they may have to the applicant's grant of membership.

(d) All objections to proposed membership shall be treated in confidence, both by the objector and the Board. Within ninety (90) days the Board shall decide the admission or rejection of the applicant and advise its decision to the Secretary. The decision to admit an applicant to membership requires a two-thirds majority of the Board.

(e) The Secretary shall advise the applicant of its acceptance or rejection. In no case shall the Secretary be required to give any reason for the rejection of an applicant.

15. (a) Notwithstanding the previous paragraph, the persons or organisations nominated at the general meeting of the unincorporated association held at Alice Springs on 14-16 November 1998 are deemed, on a probationary basis, to be the foundation Members or Associate Members (as the case may be) of the Association.

(b) Probationary Members or Associate members shall become Full Members or Associate members (as the case may be) provided that: within two months of the date of incorporation of the Association they pay the joining and annual membership fee; and sign the Code of Ethics; and the Board approves the Probationary Member or Associate member by a two thirds majority.

(c) If a Probationary Member or Associate member does not comply with (b) (i) and (ii) above within the period provided, all membership rights expire forthwith.

(d) If a Probationary Member or Associate member is not approved by the Board, its annual membership fee shall be returned but not the application/joining fee.

16. (a) Any correspondence between the Association, the applicant or any objector, or any information divulged by the applicant in respect of an application for membership shall be treated by the Board as having been provided in commercial confidence.

(b) When an applicant's credentials have been accepted by the Board, the Secretary shall forthwith send the applicant written notice of the acceptance and a request for:

(i) payment of any unpaid application/joining fee and first annual subscription, and

(ii) a written agreement to abide by the Code of Ethics.

(c) If these are not received within two (2) calendar months after the date of the notice of acceptance to membership, the Board may in its discretion, cancel its acceptance of the applicant for membership of the Association.

17. (a) All annual subscriptions are payable as of the first day of July in every year or at such other time as determined from time to time by the Members at a General Meeting.

(b) The Board may vary any fee from time to time in respect of individual applicants or Members.

(c) Until otherwise varied by the Board the joining/application and membership fees of the Association shall be as follows:

**APPLICATION**

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|                       | <b>JOINING FEE</b> | <b>ANNUAL MEMBERSHIP</b> |
|-----------------------|--------------------|--------------------------|
| FULL MEMBERSHIP       | \$250              | \$250                    |
| INDIVIDUAL MEMBERSHIP | \$20               | \$20                     |
| ASSOCIATE MEMBERSHIP  | \$125              | \$125                    |
| CORPORATE MEMBERSHIP  | As negotiated      | As negotiated            |

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**CESSATION OF MEMBERSHIP**

18. If the subscription of a Member shall remain unpaid for a period of three (3) calendar months after it becomes due then the Member may after notice of the default has been sent to it by the Secretary or Honorary Treasurer be debarred by resolution of the Board from all privileges of membership and its name may be removed by the Board from

the Register of Members provided that the Board may reinstate the Member and restore its name to the Register on payment of all arrears if the Board thinks fit to do so.

19. A Member may at any time by giving notice in writing to the Secretary resign its membership of the Association but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to the Association and in addition for any sum not exceeding \$100 for which it is liable as a Member of the Association under Clause 6 of the Constitution.

### ***DISPUTES COMMITTEE***

20. (a) The Board shall have the power to establish a sub-committee which shall be called the Disputes Committee.

(b) There shall be no less than two and no more than four people appointed to sit on any one Disputes Committee.

(c) The appointment may be for a period of time or for the purposes of determining a particular dispute.

(d) At least one member of the Disputes Committee shall be a Full Member of the Association.

(e) The Disputes Committee may inform itself by any means it considers reasonable including but not limited to requiring written statements, requiring statutory declarations, receiving verbal evidence, taking a view, making any inspection, and appointing experts or representatives to obtain or give evidence.

(f) The Disputes Committee is not bound by the rules of evidence and may determine its own procedure.

(g) Members shall appear in person before the Disputes Committee and legal representation shall not be permitted except by leave of the Disputes Committee.

(h) The Board shall have the power to charge any party to any proceedings of the Disputes Committee with the costs incurred by the Disputes Committee, the Board, or their nominees or representatives, in the course of exercising the powers and functions provided by Clauses 19, 20 or 21. This shall include but not be limited to travelling expenses, the cost of accommodation and food and all professional fees.

### ***DISPUTES BETWEEN MEMBERS***

21. (a) In the event that there is a dispute between the Members of the Association, the Members shall negotiate their differences in good faith.

(b) If any matter remains outstanding ten days after the dispute arising, either party may deliver to the other a notice requiring that the dispute be referred forthwith to a Disputes Committee.

(c) The Member wishing to refer the dispute to the Disputes Committee shall give written notice to the Secretary of the Association stating that there is a dispute

between Members and asking for the establishment of a Disputes Committee to settle or adjudicate the matter.

(d) The Disputes Committee shall convene within fourteen days of the delivery of the notice referred to in paragraph (c) above and shall make best efforts in good faith to assist the Members to settle the dispute or to adjudicate the dispute, as the case may be.

(e) Members agree to be bound by the decision of the Disputes Committee and to comply with its determinations and orders.

(f) The parties to the dispute shall pay their own costs incurred in the conciliation and /or arbitration process and those of the Disputes Committee.

(g) Each Member agrees that before it may commence legal proceedings against another Member:

- (i) it must exhaust its rights provided by paragraphs 20 and 21; and
- (ii) the Board must have made a definitive determination on the issue.

### ***DISCIPLINARY ACTION BY BOARD***

22. (a) If any Member wilfully refuses or neglects to comply with the provisions of this Constitution or does not obey or comply with any decision of the Board and/or Disputes Committee or acts in a way which in the opinion of the Board contravenes the Code of Ethics or is otherwise prejudicial to the objects or interests of the association, the Board may censure, suspend or expel the Member from the Association and erase its name from the Register of Members.

(b) Before the Board makes any determination pursuant to paragraph 22 (a) above it must establish a Disputes Committee to receive and consider the relevant material and make a recommendation to the Board as to the appropriate course of action.

(c) The Disputes Committee shall ensure that the Member has notice of the allegations and shall give that Member an opportunity of giving orally or in writing any explanation or defence it may think fit.

(d) If the Disputes Committee recommends the expulsion of the Member, the Secretary of the Association shall notify the Member of the recommendation and of the date on which the resolution for expulsion is to be considered by the Board. The Member may by notice in writing lodged with the Secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution for its expulsion is to be considered by the Board, elect to address the Board.

(e) The resolution for the expulsion of the Member must be passed by a majority of two-thirds of those Board members present and voting (such vote to be taken by ballot) whereupon the Member shall be expelled and its name removed from the Register of Members.

## **GENERAL MEETINGS**

23. All Meetings other than the Annual General Meetings shall be called General Meetings.
24. Any three members of the Board and representing three (3) Regions, may whenever they think fit, require that a General Meeting be convened.
25. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty five (25) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the date 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 such notices from the Association.
26. All business shall be special that is transacted at a 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 Board and Auditors, the election of officers and other members of the Board in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

## **PROCEEDINGS AT GENERAL MEETINGS**

27. 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. Save as herein otherwise provided, twenty percent (20%) of the Members present shall be a quorum. For the purpose of paragraphs 27 and 28, 'Members' includes a person attending as a proxy but does not include an Associate Member.
28. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the following day at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present being not less than ten percent (10%) of the members, present shall be a quorum. For the purpose of this Constitution 'Member' includes a person attending as a proxy.
29. The President shall preside as chairman at every General Meeting, or if there is no President, or if s/he is not present within fifteen (15) 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 Members present shall elect one of their number to be chairman for the meeting.
30. 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 (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided above, it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.

31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a poll.

32. A poll shall be taken forthwith in such a manner as the chairman directs and the result of the poll shall be the resolution of the meeting.

33. In the case of equality of votes on a poll, the chairman of the meeting shall be entitled to a second and casting vote.

34. (a) A Member may vote in person or by proxy or by attorney and shall have one (1) vote.

(b) For the purpose of the above, a Member shall be eligible to vote if its membership has been approved and confirmed at the Board meeting held immediately prior to the General Meeting at which a Member is to vote.

(c) Where an individual Member is a full-time employee of an organisation which is a Corporate Member, either the organisation or the individual may vote but not both. In the event that both cast a vote, only the vote of the Corporate Member shall be counted.

35. 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 vote, whether on a show of hands or on a poll, by its committee or by its trustee or by such other person as properly has the management of its estate, and any such committee, trustee or other person may vote by proxy or attorney.

36. No Member shall be entitled to vote at any General Meeting if its annual subscription shall be more than three (3) months in arrears at the date of the meeting.

37. The instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointor or its attorney shall be witness by a person other than the proxy. The instrument appointing a proxy shall be deemed to confer authority to demand a poll. A member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as it thinks fit.

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

I.....of .....

being a member of .....

hereby appoint .....of .....

or failing him/her .....of .....

as proxy to vote for me on my behalf at the (annual or general as the case may be) meeting of the Association to be held on the day of and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour of/\*against the following resolutions:  
(\* Strike out whichever is not desired.)

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

**Note:** *In the event of the Member desiring to vote for or against any resolution it shall instruct its proxy accordingly, unless otherwise instructed, the proxy may vote as it thinks fit.*

39. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other as is specified for that purpose in the notice convening the meeting, not more than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

40. 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 Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

#### **THE INDIGENOUS CULTURAL COUNCIL**

41. The Indigenous members of the association shall be empowered to elect an Indigenous Cultural Council. The election of the Indigenous Cultural Council will be held in conjunction with the board elections at the annual general meeting.

42. The association shall rely on its Indigenous Cultural Council to establish ethical guidelines, rules and policies relating to cultural and authenticity issues together with arbitration of associated disputes.

43. The Indigenous Cultural Council will be empowered to increase its membership at its own discretion. All appointed members to the Council must be of Aboriginal or Torres Strait Islander heritage.

44. Decisions made by the Indigenous Cultural Council on Indigenous cultural practice and/or Indigenous initiatives will be binding on the board at all times.

#### **THE BOARD AND ITS OFFICERS**

45. The officers of the Association shall consist of a President, a Vice-President, a Secretary and an Honorary Treasurer, all of whom shall be members of the Association duly elected in accordance with this Constitution.

46. Nominations for board positions must be received and seconded prior to the month leading up to the Annual General Meeting at which the board will be elected.

47. All nominations for Board positions must be accepted by the person nominated for election during the month leading up to the Annual General Meeting.
48. Thereafter the Board shall consist of the officers and not less than three (3) other persons who are Members.
49. The election of officers of the Board shall be determined by the Board.
50. A Member may not be the President for more than five (5) consecutive years. Having served five years, a Member must step down from the presidency for no less than one year before presenting himself or herself for re-election.
51. *The Board shall comprise:*
- (a) Members from no less than five (5) Regions;
  - (b) at least one person qualified to represent each of the following sectors: exhibiting galleries, retail/wholesale/licensing, community support organisations, artists.
  - (c) at least one Aboriginal person.
52. No Associate Member who is appointed to the Board pursuant to paragraph 55 shall be eligible to hold any of the four (4) official positions on the Board but shall be permitted to vote on resolutions of the Board.
53. The Association may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of members of the Board.
54. The Board shall have power at any time, and from time to time, to appoint any person to the Board to fill a casual vacancy. Any officer or other member of the Board so appointed shall hold office only until the next following Annual General Meeting.
55. The Board shall have the power in its absolute discretion, to appoint up to five (5) persons to the Board who are not Members of the Association. They shall be entitled to vote at Board meetings and to sit on Sub-committees, but shall not have voting rights at General Meetings.
56. The Association may by ordinary resolution remove any officer or other member of the Board before the expiration of his/her period of office, and may by an ordinary resolution appoint another person in his/her stead, such appointed person to be a Member. The person so appointed shall hold office only until the next following Annual General Meeting.
57. A Board member's position shall automatically become vacant if he or she:
- (a) ceases to be a member of the Board by virtue of the Law;
  - (b) sells their business being the representative of an incorporated member (provided that the member of the Board is not also an individual member);
  - (c) is no longer employed by the incorporated member that he/she represents (provided that the member of the Board is not also an individual member);

- (d) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (e) 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;
- (f) resigns office by notice in writing to the Association;
- (g) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
- (h) holds any office of profit under the Association;
- (i) ceases to be a Member;
- (j) is directly or indirectly interested in any contract or proposed contract with the Association provided however, that a Member shall not vacate office by reason of being a member of any corporation, society or association which has entered, or proposes to enter, into a contract with the Association if such organisation is among the class referred to in the proviso of Clause 4 of the Constitution and if he/she shall have declared that nature of the interest in the manner required by the Law;
- (k) contravenes the Code of Ethics.

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

58. The Directors shall have the general management of the business and funds of the Association and may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by the rules required to be exercised by the Association in general meetings, subject only to any provisions of this Constitution and of the Act. No rule made by the Association in General Meeting shall invalidate any prior act of the Board or its directors which would have been valid if that rule had not been made.

59. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed drawn accepted endorsed or otherwise executed, as the case may be, by any two (2) members of the Board or in such other manner as the Board from time to time determines.

60. The Board shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of members of the Board present at all meetings of the Association and of the Board; and
- (c) of all proceedings at meetings of the Association and of the Board. 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.

## **PROCEEDINGS OF THE BOARD**

61. The Board may meet together in person or by proxy or by conference telephone call, video link-up, facsimile transmission or any other electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board, summon a meeting of the Board.
62. A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he/she is interested, or any matter arising thereout, and if he/she does so vote that vote shall not be counted.
63. The quorum necessary for the transaction of the business of the Board shall be four.
64. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting, but for no other purpose.
65. The President shall preside as chairman at every meeting of the Board, or if there is no President or if at any meeting s/he is not present within ten (10) minutes after the time appointed for holding the meeting, the 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.
66. The Board may in its discretion establish one or more Sub-committee(s) to further the objects of the Association as defined herein.
- (a) The members of any such Sub-committees shall be appointed by the Board. A member of a Sub-committee need not be a Member of the Association.
  - (b) At least one Board member shall sit on each Sub-committee.
  - (c) Any Sub-committee so formed shall perform an advisory function only. All decisions with respect to the activities of the Sub-committees shall vest either in the Board or in the general membership, whichever applies.
67. Notwithstanding paragraph 66 (c), the Board may delegate any of its powers to one or more Sub-committees; any Sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
68. A Sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
69. A Sub-committee may meet and adjourn as it thinks proper.
70. All acts done by any meetings of the Board or of a Sub committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person

acting as aforesaid or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

71. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

### ***SECRETARY***

72. A Secretary shall in accordance with the Law be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit. Any Secretary may be removed by the Board.

### ***SEAL***

73. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a Sub-committee of members of the Board authorised by the Board for that purpose, and every instrument to countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

### ***ACCOUNTS***

74. The Board shall keep proper accounting and 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 Law. Further, the Board 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 (5) months before the date of the meeting.

75. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of Members not being members of the Board. No Member who is not a member of the Board shall have any right of inspecting any account or book or paper of the Association except as conferred by statute or by this Constitution or authorised by the Board or by a General Meeting.

### ***AUDIT***

76. A properly qualified Auditor shall be appointed and its remuneration fixed and duties regulated in accordance with the Law and this Constitution.

## **NOTICES**

77. A notice may be given by the Association to any Member either personally or by sending it by post to its registered address, or to an address supplied by it to the Association for the giving of notices, or by facsimile transmission or by e-mail. Where a notice is sent by post, service of the notice shall be deemed to be 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. Where a notice is sent by facsimile transmission or e-mail, service of the notice shall be deemed to be effected on the date of transmission provided that there is reasonable proof indicating that the communication has been received.

78. (a) Notice of every General Meeting shall be given to:

(i) every Member except those Members who have not supplied to the Association an address for the giving of notices; and

(ii) the Auditor for the time being of the Association.

(b) No other person shall be entitled to receive notices of General Meetings.

## **INDEMNITY**

79. Every member or officer of the Board shall be indemnified by the Association against any liability arising out of the execution of the duties of office which it incurs in defending any proceedings, whether civil or criminal, in which judgment is given in its favour or in which it is acquitted. The indemnity shall not apply where the member or officer of the Board has either been negligent or has committed a default or breach of trust.

NOTWITHSTANDING anything contained in this Constitution, the Association may adopt any by-laws standing orders or constitutional rules as may be passed from time to time at any General Meeting.

Dated the TWENTY EIGHTH day of JANUARY 1999.