THE CONSTITUTION OF WHISTLEBLOWERS AUSTRALIA INC.

AN ASSOCIATION INCORPORATED IN NEW SOUTH WALES

UNDER THE ASSOCIATION INCORPORATION ACT, 1984 - REGULATION 1985, CLAUSE 10.

PART 1 - PRELIMINARY

1. Name of Association

(i) The name of the Association incorporated under this Constitution is "Whistleblowers Australia Inc." hereinafter referred to as "the Association".

2. Interpretation

(1) In these rules, except insofar as the context or subject matter otherwise indicates or requires,

"ordinary member" means a member of the committee who is not an Office-bearer of the association, as referred to in rule 16(2);

"secretary" means

(a) the person holding office under these rules as secretary of the association, or

(b) where no such person holds that office, the public officer of the association;

"special general meeting" means a general meeting of the association other than the general meeting;

"the Act" means the Associations Incorporation Act, 1984.

(2) In these rules

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1987, apply and in respect to these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3. Powers and Objects

(1) The objects of the Association are

(a) to foster and promote practices to eliminate, expose and avert mismanagement, waste, corruption, and/or danger to the general public and/or the environment, throughout Australia;

(b) to assist, support, shield and protect persons and organisations against discrimination, victimisation, harassment and retaliation for actions or stances taken to eliminate, expose or avert mismanagement, waste, corruption and or danger to the general public and/or of the environment , throughout Australia;

(c) to educate and inform persons and organisations on practices to eliminate, expose and/or avert mismanagement, waste, corruption and/or danger to the general public and/or the environment, throughout Australia;

(d) to promote and influence legislation, regulation and control of

(i) mismanagement, waste, corruption and/or danger to the general public and/or the environment,

(ii) practices involved in or connected with mismanagement, waste, corruption and/or danger to the general public and/or the environment,

(iii) the protection of persons or organisations who have or who have attempted to eliminate, expose or avert any mismanagement, waste, corruption and/or danger to the general public and/or the environment;

(e) to foster and promote awareness throughout Australia of the Association and its State/Territory Branches, to

(i) Federal, State, Territorial and Local Government,

(ii) public and private sector institutions,

(iii) organisations,

(iv) the general public;

(f) to foster ties and pursue common objects or aims with Whistleblower organisations at international level.

(2) The Association shall have all the powers permissible under the Act.

PART II - MEMBERSHIP

4. Membership Qualifications

A person is qualified to be a member of the association if, but only if

(a) the person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or

(b) the person is a natural person who

(i) has been nominated for membership of the association as provided by rule 5 and

(ii) has been approved for membership of the association by the committee of the association.

5. Nomination for Membership

(1) A nomination of a person for membership of the association

(a) shall be made by a member of the association in writing by means of a nomination for membership form approved by the committee; and

(b) shall be lodged with the secretary of the association.

(2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the committee, which shall determine whether to approve or reject the nomination.

(3) Where the committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.

(4) The secretary shall, on payment by the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name on the register of members and,

upon the name being so entered, the nominee becomes a member of the association.

6. Cessation of Membership

A person ceases to be a member of the association if the person

(a) dies,

(b) resigns that membership, or

(c) is expelled from the association.

7. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the association

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates upon cessation of the person's membership.

8. Resignation of Membership

(1) A member of the association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the association who has paid all amounts payable by the member to the association in respect to the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

(3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of Committee Members

(1) The public officer of the association shall establish and maintain a register of committee members of the association specifying the name and address of each person who is a committee member of the association together with the date on which the person became a committee member.

(2) The register of committee members shall be available from the public officer on request and free-of-charge to any member of the association.

10. Fees, Subscriptions, etc.

(1) A member of the association shall, upon admission to membership, pay to the association a fee of $5 or, where some other amount is determined by the committee, of that other amount.

(2) In addition to any amount payable under clause (1), a member of the association shall pay to the association an annual membership fee of $20, or, where some other amount is determined by the committee, of that other amount

(a) except as provided by paragraph (b), before 1st July in each calendar year, or

(b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

(3) The Committee, at its discretion, may admit a person suffering extreme financial hardship to an Associate Member grade of membership. In this case, the fees specified in clauses (1) and (2) would be waived, until such time as, in the opinion of the Committee, that person's financial standing allowed the normal subscription specified in clause (2) to be paid without hardship; at this time that person's Associate membership would revert to membership of the Association and the subscription fee specified in clause (2) would be payable.

11. Members' Liabilities

(1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding-up of the association is limited to the amount, if any, unpaid by the member in respect to membership of the association as required by rule 10.

12. Resolution of Internal Disputes

Disputes between members (in their capacity as members) of the association and disputes between members and the association are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

13. Disciplining of Members

(1) Where the committee is of the opinion that a member of the association

(a) has persistently refused or neglected to comply with a provision or provisions of these rules, or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,

the committee may, by resolution

(c) expel the member from the association, or

(d) suspend the member from membership of the association for a specified period.

(2) A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service of a notice under clause (3), confirms the resolution in accordance with this rule.

(3) Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member

(a) setting out the resolution of the committee and the grounds on which it is based,

(b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice,

(c) stating the date, time and place of that meeting, and

(d) informing the member that the member may do either or both of the following:

(i) attend and speak at that meeting

(ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

(4) At a meeting of the committee held as referred to in clause (3), the committee shall

(a) give to the member an opportunity to make oral representations,

(b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting, and

(c) by resolution determine whether to confirm or revoke the resolution.

(5) Where the committee confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under rule 11.

(6) A resolution confirmed by the committee under clause (4) does not take effect

(a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or

(b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 14(4).

14. Right of Appeal of Disciplined Member

(1) A member may appeal to the association in a general meeting against a resolution of the committee which is confirmed under rule 13(4) within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

(2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held 21 days after the date on which the secretary received the notice.

(3) At a general meeting of the association convened under clause (2)

(a) no business other than the question of the appeal shall be transacted,

(b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE COMMITTEE

15. Powers, etc., of Committee

The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting

(a) shall control and manage the affairs of the association,

(b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

16. Constitution and Membership

(1) Subject in the case of the first members of the committee to section 21 of the Act, the committee shall consist of

(a) the office-bearers of the association, each of whom shall be elected at the annual general meeting of the association pursuant to rule 17, and

(b) the chairman of each State/Territory branch (or his/her nominee), each of whom shall be elected at the annual general meeting of the branch, held in accordance with the procedure adopted by that branch to hold such meetings, and

(c) from 0 to 6 ordinary members, each co-opted at the discretion of and by the majority vote of the committee.

(2) The office-bearers of the association shall be

(a) the president,

(b) the senior vice-president,

(c) the junior vice-president,

(d) the treasurer,

(e) the secretary, and

(f) the national director.

(3) (a) Each member of the committee pursuant to clauses 1 (a) and 1(b) shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(b) Each member of the committee co-opted pursuant to clause 1 (c) shall hold office until removed by a majority vote of the committee or by the resolution of the association in a general meeting pursuant to rule 21.

(4) In the event of a casual vacancy, other than that of a co-opted member, occurring in the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

17. Election of Members

(1) Nomination of candidates for election as office-bearers of the association or as ordinary members of the committee

(a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and

(b) shall be delivered to the secretary of the association not less that 7 days before the date fixed for the holding of the annual general meeting at the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of office-bearers and ordinary members on the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

(7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

18. Secretary

(1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes of

(a) all appointments of office-bearers and members of the committee,

(b) the names of members of the committee present at a committee meeting or a general meeting, and

(c) minutes of proceedings at a meeting shall be signed by the chairman of the next succeeding meeting.

19. Treasurer

It is the duty of the treasurer of the association to ensure that

(a) all money due to the association is collected and received and that all payments authorised by the association are made, and

(b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

20. Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member

(a) dies,

(b) ceases to be a member of the association,

(c) becomes an insolvent under administration within the meaning of Corporations Law,

(d) resigns office by notice in writing given to the secretary,

(e) is removed from office under rule 21 or, if a co-opted member, is removed pursuant to rule 16 (3) (b),

(f) 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, or

(g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

21. Removal of a Member

(1) The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representation in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the

association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Meetings and Quorum

(1) The committee shall meet at least once in each period of 12 months at such place and time as the committee shall determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

(8) At a meeting of the committee

(a) the president or, in the president's absence, the senior or the junior vice-president, shall preside, or

(b) if the president and the senior and junior vice-presidents are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

23. Delegation by Committee to Sub-Committee or State/Territory Branches

(1) The committee may, by instrument in writing, delegate to one or more sub-committees including State/Territory branches (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than

(a) this power of delegation and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

(2) A function the exercise of which has been delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

(7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and Decisions

(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the committee or of any sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to rule 22(5), the committee may act notwithstanding any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV - GENERAL MEETINGS

25. Annual General Meeting - Holding of

(1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

(2) The association shall hold its first annual general meeting

(a) within the period of 18 months after its incorporation under the Act, and

(b) within the period of 6 months after the expiration of the first financial year of the association.

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

26. Annual General Meeting - Calling of and Business at

(1) The annual general meeting of the association shall, subject to the Act and to rule 25, be convened on such date and at such place and time as the committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

(b) to receive from the committee reports upon the activities of the association during the last preceding financial year,

(c) to elect office bearers of the association and ordinary members of the committee, and

(d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

27. Special General Meeting- Calling of

(1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(2) The committee shall, on the requisition in writing of not less than 5 per cent of the total the total number of members, convene a special general meeting of the association.

(3) A requisition of members for a special general meeting

(a) shall state the purpose or purposes of the meeting,

(b) shall be signed by the members making the requisition,

(c) shall be lodged with the secretary, and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

28. Notice

(1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at that meeting.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 26(2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Procedure

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

30. Presiding Member

(1) The president or, in the president's absence, the senior vice-president or the junior vice-president, shall preside as chairman at each general meeting of the association.

(2) If the president and the vice-presidents are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairman at the meeting.

31. Adjournment

(1) The chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of Decisions

(1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the association, a poll may be demanded by the chairman or by not less than 3 members present in person or by proxy at the meeting.

(3) Where a poll is demanded at a general meeting, the poll shall be taken

(a) immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment, or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairman directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33. Special Resolutions

A resolution of the association is a special resolution if

(a) it is passed by a majority which comprises not less that three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), the resolution is passed in a manner specified by the Commission.

34. Voting

(1) Upon any question arising at a general meeting of the association, a member has one vote only.

(2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

35. Appointment of Proxies

(1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

PART V - MISCELLANEOUS

36. Insurance

(1) The association shall effect and maintain insurance pursuant to section 44 of the Act.

(2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

37. Funds - Source

(1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds - Management

(1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

39. Alteration of Objects and Rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

40. Common Seal

(1) The common seal of the association shall be kept in the custody of the public officer.

(2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

41. Custody of Books etc.

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

42. Inspection of Books

The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

43. Service of Notices

For the purposes of this constitution, a notice may be given to or served on a person:

by delivering the notice to the person personally, or

by sending the notice by pre-paid post to the address of the person, or

by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.

A notice is taken to have been given to or served on a person, unless the contrary is proved:

for a notice given or served personally - on the date on which the notice is received by the person, or

for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or

for a notice sent by electronic transmission:

on the date the notice was sent, or

if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date

44. Distribution of property on winding up

Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:

with similar objects, and

which is not carried on for the profit or gain of the organisation's members.

In this clause:

surplus property has the same meaning as in the Act, section 65.

45. Not-for-profit clause

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

Appendix 2: Proxy Form