



**HEART SUPPORT-
AUSTRALIA LTD**

CONSTITUTION

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VERSION / AMENDMENT STATUS

Version / Amendment Status	Change Pages / Description of Changes	Date of Change	Approval Authority
Version 1.0	Authorised 2004 AGM	06 November 2004	
Version 2 Final Draft	<p>Removal of Article 5 - Associate membership and all reference to it.</p> <p>Removal of Part 4 – Administration – State or Territory Executive & Part 5 – Administration – Region. (Articles 31 – 52)</p> <p>With the removal of full Articles and/or Parts, it also includes all reference to them, except Regions, States and Territories are referred to in ‘Powers’ as required.</p> <p>Article 22 be amended to read “The board of directors will consist of a minimum of 3 directors to a maximum of 6, where possible one Director from each state and territory represented.”</p> <p>Article 68 (i) to be amended to read: “electronic banking procedures for the payment of accounts may be authorised by the board of directors subject to written request from national office or branch management committee.</p> <p>Article 68 (ii) the insertion of “or electronic funds transfer”</p> <p>Addition of “The annual subscriptions for ordinary members will be recommended by the Board of Directors by 31 March of each year and passed to the branches and approved subject to the approval by a majority vote of branch management committees before 30 May of each year.” Article 17 (5)</p> <p>Article 18(3) be amended to read: “From the annual subscription paid by ordinary members 2/3 (67%) shall be retained for its own use by the branch where the member is registered, & 1/3 (33%) will be remitted as a levy to the Board of Directors, confirming registration of membership.”</p> <p>Article 22 (5a)-(5c) replaced with article 22 (5) to read; “A Director may hold a branch executive position; she/he will be unable to vote at branch level on any matter under consideration at board meetings.”</p> <p>Make appropriate grammatical and formatting changes that are necessary from the resolutions reached.</p> <p>Renumbering of pages following the amendments above.</p> <p>Interim release</p>	03 September 2013	2012 AGM

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comparing Article Numbers, Headings and Page Numbers before to after the amendments being carried out.

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Version 2.0	Approved at the 2103 AGM		20 October 2013	2013 AGM	
Version 2.1	Article 21(2) is amended to include the words ‘Company Secretary’s and the’ immediately before the words ‘public officers’ and ‘duty’ is changed to ‘duties’. The amended dot point within Article 21(2) will then read as ‘The Executive Officer/Business Manager or staff member of the National Office, appointed by the Board of directors, can perform the Company Secretary’s and the Public Officer’s duties of the Company.’		25 March 2015	Special Meeting of Board	

AUSTRALIAN CAPITAL TERRITORY
The Corporations Act 2001(the Act)
A Company Limited by Guarantee
CONSTITUTION
of
HEART SUPPORT – AUSTRALIA LTD
A.B.N. 34 008 629 221

- 1 . The name of the Company is Heart Support - Australia Ltd (hereinafter called "the Company").

OBJECTIVES OF THE COMPANY

2. Objectives of Heart Support - Australia Ltd

The purposes and objects for which the Company is established are:-

- (i) to provide support, information, education and encouragement to those persons contemplating or recovering from cardiac surgery or who suffer from heart disease or heart defects;
- (ii) to support the spouses and families of such persons;
- (iii) to assist with the provision of local and national rehabilitation programs for such persons so that they can achieve their maximum potential;
- (iv) to disseminate information and educate such persons;
- (v) to publish works and provide ancillary services needed to support the Company's educational and training program;
- (vi) to assist in the relief of distress, sickness, or suffering, caused by cardiac surgery, heart disease and heart defects;
- (vii) to raise funds in support of the Company and to make available funds for cardiothoracic surgical units, coronary care units and cardiac research;
- (viii) to conduct surveys, studies and non-medical research programs;
- (ix) to establish Branches;
- (x) to establish Regions and State or Territory Executives in Australian States and Territories as required;
- (xi) to establish a permanent headquarters in the Australian Capital Territory;

- (xii) 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 Company.

3. POWERS

For the purpose of furthering the objects of the Company, the Company may:-

- (i) form or assist in the formation of Branches,
- (ii) form or assist in the formation of Regions and State or Territory Executives in Australian States and Territories, as required;
- (iii) establish such units of the Company as will enable it to serve most effectively the welfare of heart surgery patients and those with heart disease or heart conditions in those areas where there is a need for programs and activities of the Company;
- (iv) establish a Professional Advisory Panel consisting of persons, who by reason of their stature in the community, organisational ties, learning and personal interest would constitute an asset to the Company and be of assistance in furthering its objects and programs;
- (v) support constructive programs for patients and their carers following heart events and programs to assist people with heart conditions to become involved with the management of their health to deliver a better quality of life;
- (vi) make representations to the Commonwealth and State and Territory Governments and utilise the facilities of Government Departments and Agencies with a view to furthering the objects of the Company;
- (vii) carry out the purposes and objects through support and promotion of such activities as lectures, discussion groups, recreational and group activities, advisory services, scientific studies, surveys, competitions, collections, publications and dissemination of studies and information and other activities incidental to the welfare of coronary care patients and their carers;
- (viii) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects of the Company;
- (ix) buy, sell and supply and deal in goods of all kinds required to further the objects of the Company;
- (x) construct, maintain and alter buildings or works necessary or convenient for any of the purposes and objects of the Company;
- (xi) accept any gifts whether subject to a special trust or not, for any one or more of the purposes and objects of the Company;

- (xii) take such steps from time to time as the Board of Directors in General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Company whether by way of donations, subscriptions, levies or otherwise;
- (xiii) print and publish such newsletters, periodicals, books, leaflets or other documents as the Board of Directors or the members in General Meeting may consider desirable for the promotion of the purposes and objects of the Company;
- (xiv) borrow and raise money in such manner and on such terms as the Board of Directors may think fit or as may be approved or directed by resolution passed at a General Meeting and secure the repayment of money so raised or borrowed or the payment of a debt or liability of the Company by giving mortgages charges or securities upon or over all or any of the real or personal property of the Company;
- (xv) subject to the Provisions of the Trustee Ordinance, invest such monies of the Company not immediately required for any of its objects or purposes in such manner as the Board of Directors may from time to time determine;
- (xvi) make gifts, subscriptions or donations to any of the funds, authorities or institutions to which the current Income Tax Assessment Act of the Commonwealth relates;
- (xvii) establish and support, or aid in the establishment and support of branches, associations, institutions, funds and, trusts;
- (xviii) aid in the establishment or the support of any other company formed for any of the purposes and objects of the Company; and
- (xix) do all such other lawful things as are incidental or conducive to the attainment of the objects of the Company or of any of the powers specified in the foregoing provision of this sub-rule.

4. APPLICATION OF INCOME

The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the purposes and objects of the company as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Company.

Notwithstanding the above, nothing in this Constitution prevents the payment in good faith to a servant or member of the Company of remuneration in return for services actually rendered to the Company by the servant or member or for goods, supplied to the Company by the servant or member in the ordinary course of business; however, no member of the Board of Directors of the Company shall receive any remuneration in money or money's worth for services rendered to the Company except for:-

- (a) repayment for out-of-pocket expenses;
- (b) interest at current bank overdraft rates on money lent; or
- (c) reasonable and proper rent for premises let to the Company.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Company (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding ten dollars (\$10.00).
7. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having purposes and objects similar to the objects of the Company and which is a fund, authority or institution approved under the relevant laws of an Australian State or Territory and/or by the Commissioner of Taxation as a fund, authority or institution referred to in the current Income Tax Assessment Act.
8. Every Director, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court pursuant to the Act in respect of any negligence, default, breach of duty or breach of trust.

PART 1 - PRELIMINARY

1. ARTICLES - MEMBER OBLIGATION; AMENDMENT

- (1) Members shall be bound by these Articles.
- (2) A motion to amend this Constitution shall not be received unless notice in writing of the proposed amendment has been given to the Board of Directors at least twenty-one (21) days before the meeting of the Board of Directors at which the motion is to be presented.
- (3) The notice shall set out the nature and scope of the proposed amendment.

2. DEFINITIONS

- (1) In this Constitution unless the contrary intention appears
 - "the Act" means the Corporations Act 2001 as amended;
 - "Annual General Meeting" means the Annual General Meeting of the Company;
 - "Auditor" means an auditor appointed pursuant to **Article 42**;
 - "Board of Directors" means the Board of Directors referred to in **Article 20**;
 - "Branch" means a Branch established pursuant to **Article 30**;
 - "cardiac" means a person, who either has undergone heart surgery, being a candidate for such surgery or person having heart disease or a heart defect;
 - "Corporation" means a Corporation as defined in Section 5 of the Act;
 - "delegate" means a financial member chosen by and appointed to represent: the Board of Directors, or a Branch;
 - "Interested Person" means a person approved by the Board of Directors as having interests compatible with the objectives of the Company;
 - "Member at Large" means a retiring Director appointed by the Board of Directors whose background, knowledge and experience is of continuing value to the Company.
 - "month" means a calendar month;
 - "National Patron" means a person appointed by the Board of Directors to be the Patron of the Company;
 - "Officers" means members empowered by the Board of Directors, and Branch Management Committees;

- "Ordinary Resolution" means a resolution requiring a simple majority of votes;
- "Professional Advisory Panel" means a group of persons appointed by the Board of Directors in accordance with **Article 26** to provide such advice as is requested from time to time by the Board of Directors;
- "Returning Officer" means the Returning Officer elected pursuant to **Articles 64 & 66**;
- "seal" means the common seal of the Company;
- "secretary" means any person appointed to perform the duties of a secretary of the Company and includes an Honorary Secretary;
- "Special Resolution" means a resolution of which twenty-one (21) days notice is given, and which is declared to be carried only if at least two thirds of the votes cast by the members present, either personally or by proxy, vote in favour of the resolution;
- "Standing Orders" means the Standing Orders referred to in Part 12;
- "State" includes Queensland, New South Wales, Victoria, South Australia, Western Australia, Tasmania, Northern Territory, Australian Capital Territory;\
- "Steering Committee" means the Steering Committee established by the Board of Directors pursuant to **Article 31(2)**.
- "writing" includes any method of reproducing the written word in a visible form.

(2) In these Articles unless the contrary intention appears:-

- (a) words importing the masculine gender include females;
- (b) words in the singular include the plural, and words in the plural include the singular;
- (c) a reference to an article in this constitution by number shall be construed as a reference to that article so numbered in this Constitution; and the words or expressions contained in this Constitution and shall be interpreted in accordance with the provisions of the Act.

PART 2 - MEMBERSHIP

3. MEMBERSHIP CATEGORIES

There shall be Four (4) categories of individual membership, namely

- (a) ordinary membership;
- (b) honorary membership;
- (c) life membership;
- (d) corporate membership.

4. ORDINARY MEMBERSHIP

A person is eligible for ORDINARY membership if they have:-

- (a) undergone heart surgery;
- (b) been medically diagnosed as having heart disease or a heart condition;
- (c) is the spouse, partner or carer of a person designated in (a) or (b) above;
- (d) if a person designated in (a) or (b) above is a child under the protection of parents, guardians or other responsible adults then those parents, guardians or other responsible adults are entitled to be ORDINARY members until such time as the protection ceases; or
- (e) Interested "Persons".

5. HONORARY MEMBERSHIP

- (1) A person, not being an ordinary member, who, in the opinion of the Board of Directors or a Branch Management Committee, is likely to be an asset to the Company by reason of professional expertise, prestige, special ability, or outstanding service to the Company may be recommended to the Board of Directors for appointment as an honorary member. The term of appointment of an honorary member will be at the discretion of the Board of Directors but re-appointment will usually be from one Annual General Meeting to the next.
- (2) An honorary member does not have voting rights but is entitled to receive notices of all meetings of the Company.
- (3) An honorary member is not obligated to pay membership subscriptions.

6. LIFE MEMBERSHIP

- (1) A person, who in the opinion of the Board of Directors, has evidenced a sustained and active interest in the work of the Company and given outstanding proof of generous, exemplary and dedicated service to the Company may by special resolution passed at an Annual General Meeting, be granted life membership their name will be included on the life register.
- (2) A person to be eligible for life membership of the Company must have given at least five (5) years continuous service to the Company.
- (3) Life memberships may be granted by the Directors, such life memberships when accorded will be announced at the Annual General Meeting.
- (4) A Life Member is not obligated to pay membership subscriptions.

7. CORPORATE MEMBERSHIP

- (1) A Corporation having objectives and aims similar to those of the Company may on application if the Board of Directors so agrees be admitted as a Corporate member of the Company on such terms and conditions as to payment of levy, the extent of provision and exchange of publications as may be agreed upon between the Corporation and the Company from time to time.
- (2) A Corporation admitted as a Corporate member may send to the Annual General Meeting two (2) representatives to attend as observers, who shall not vote but may speak with the permission of the Chairman of the meeting.
- (3) A corporate member is entitled to receive notices of all meetings of the Company.
- (4) Companies may become corporate members of the Company unless in the opinion of the Board of Directors, the interests of a particular company may be in conflict with the objects of the Company as set out in the Constitution
- (5) The minimum subscription for corporate membership shall be determined by the National Board of Directors and shall be subject to review by the Board from time to time.

8. APPLICATION FOR MEMBERSHIP

- (1) An application shall be in writing on a form approved by the Board of Directors signed by the applicant and accompanied by the prescribed annual subscription and forwarded to either the Branch in which the applicant resides (or is incorporated) or the Board of Directors.
- (2) The applicant shall be required to make a declaration as to his eligibility for membership on a form approved by the Board of Directors and in accordance with **Articles 3, 4, 6 and 7**.

- (3) Subject to approval by the Branch Management Committee in the Branch for which the applicant applies the secretary of the Branch selected by the applicant shall enter the name of the applicant and the relevant particulars in the Branch Register Book and forward the name and particulars to the National Office.

9. REJECTION: REFUSAL TO RENEW

- (1) If the Branch Management Committee decides to reject an application it shall do so by special resolution and shall notify the Board of Directors which shall ensure that the applicant is informed to that effect together with reasons for the rejection without delay and shall return to him any monies he may have forwarded with his application.
- (2) The Branch Management Committee may refuse to renew a membership subject to appeal to the Board of Directors and/or a special appeals committee set up for that purpose.

10. TRANSFER; CHANGE OF ADDRESS

- (1) A member may transfer his registration from one Branch to another subject to clearance from his former Branch and acceptance by the other Branch and notification being given to the Registrar of the Board of Directors.
- (2) A member must immediately notify his Branch Secretary of a change of address.

11. RIGHTS

A right, privilege or obligation of a person by virtue of his membership of the Company is not capable of being transferred or transmitted to another person.

12. RESIGNATION

A member may resign by giving not less than two (2) weeks' notice in writing to that effect to the Secretary of his Branch Management Committee.

13. CESSATION

A person shall cease to be a member:-

- (a) if he dies;
- (b) if he resigns;
- (c) if his membership is forfeited under **Article 14**; and

- (d) if his renewal subscription is not received within six (6) months of the due date as set down by the Board of Directors.

14. FORFEITURE

- (1) A member who mismanages and/or negligently and/or recklessly conducts the affairs of the Company or who behaves detrimentally to the interests of the Company is liable to suspension or expulsion.
- (2) A person who at the time of application was not eligible for membership but who was accepted as a member on the faith of a false statement is liable to be expelled by a Branch Executive Management Committee or the Board of Directors.
- (3) Suspension or expulsion shall be by special resolution of a Branch Executive Management Committee or the Board of Directors conducted by secret ballot and notice of suspension and reasons therefore shall be given to the member who shall be invited to give an explanation in justification of his conduct if he so desires.
- (4) If no explanation is received or if the explanation received is not acceptable to the committee, that committee:-
 - (a) being a Branch Executive Management Committee shall submit to the Board of Directors a written recommendation for a continuation of the suspension or for expulsion; or
 - (b) being the Board of Directors shall confirm-the suspension or expulsion of the member and shall give him notice accordingly.
- (5) The Board of Directors shall give the member twenty-one (21) days' notice of the meeting at which the recommendation of the Branch Executive Management Committee or the Board of Directors is to be considered and shall receive any written or oral explanation by the member at that meeting.
- (6) If the recommendation is not forwarded to the Board of Directors within six (6) weeks of the decision to suspend or expel the member or if the Branch Executive Management Committee accepts the explanation given by the member the recommendation lapses, and the member shall be given notice accordingly.
- (7) Notice may be waived and an immediate notification of expulsion issued in writing or orally by the Board of Directors in special circumstances, which include but are not limited to:
 - Acts or threats of violence
 - Illegal activity
 - Actions grossly at odds with the interests of the Company

15. MEMBERSHIP RETURNS

Each Branch Membership Secretary shall every three (3) months forward on a form prescribed by the Board of Directors a detailed return of Branch membership to the Registrar of the Board of Directors for the purpose of maintaining a national list of membership.

16. VISITORS (NON-MEMBERS)

A person not being a member but who is eligible for Ordinary membership may attend three (3) meetings or private functions of the Company but shall not attend more than three (3) unless he has made application for membership.

17. SUBSCRIPTIONS; LEVY

- (1) The annual subscription for Ordinary members will be recommended by the Board of Directors and ratified by the members in general meeting. The annual subscription will become due on the first day of the membership year.
- (2) The membership year will be recognised as from July 1st to June 30th.
- (3) From the annual subscription paid by Ordinary members 2/3 (67%) shall be retained for its own use by the Branch where the member is registered, and 1/3 (33%) will be remitted as a levy to the Board of Directors, confirming registration of membership.
- (4) Applicants who apply for membership after the due date April 1st for annual membership will not be charged the full membership fee. The amount will be applied by the Branch Management Committee in accordance with the process as stated in the Company Procedures Manual.
- (5) The annual subscriptions for ordinary members will be recommended by the Board of Directors by 31 March of each year and passed to the branches and approved subject to the approval by a majority vote of branch management committees before 30 May of each year.

18. BOARDS OF MANAGEMENT ELIGIBILITY TO SERVE BOARD OF DIRECTORS AND BRANCH MANAGEMENT COMMITTEES

- (1) Only an Ordinary Member who is financial may serve on the Board of Directors or a Branch Management Committee.
- (2) Honorary members may be appointed as advisers to the Board of Directors. Such advisers must have specialist experience in their respective fields and may be called upon to participate at meetings of the Board of Directors as the case may be.

- (3) A Director may only serve on a Branch Management Committee in an ex officio capacity, except as provided in **Article 21 (5)**.

19. ELIGIBILITY TO VOTE

Ordinary members who are financial have full voting rights.

PART 3 - ADMINISTRATION-NATIONAL BOARD OF DIRECTORS

20. PURPOSE AND POWERS

There shall be a National Board of Directors (hereinafter called the Board of Directors) elected at the Annual General meeting of the Company in which shall be vested the overall management of the Company in accordance with the Constitution and policy laid down by the Company, and duly constituted meetings of the company.

21. OFFICERS AND DUTIES

- (1) The Board of Directors will consist of a minimum of 3 Directors and a maximum of 6 Directors; where possible one director from each State or Territory be represented:-
 - (a) They shall elect a:
 - President;
 - Company Secretary;
 - National Treasurer; and
 - Public Officer.
 - (b) Such other Directors and Officers as the Board of Directors may, from time to time, consider necessary or desirable for the efficient administration of the Company. The Board of Directors may, from time to time, appoint, as a Member at Large, a retiring Director whose background, knowledge and experience is of continuing value to the Company. Such persons may be engaged by the Board of Directors in an assistant or advisory capacity; they are not however eligible to vote on any matter or business whatsoever conducted by the Board of Directors.
- (2) The duties of the office holders shall be such duties as are spelt out by the Board of Directors in conformity with such guidelines as may be laid down from time to time.
 - The Executive Officer / Business Manager or staff member of the National Office, appointed by the Board of Directors, can perform the Company Secretary's and Public Officer's duties of the Company.
- (3) A person shall not be elected or appointed to more than one (1) position on the Board of Directors.
- (4) A person elected or appointed as a Director or Officer of the Board of Directors shall occupy that position in an honorary capacity.
- (5) A Director may hold a Branch executive position. She/he will be unable to vote at Branch level on any matter under consideration at Board meetings.

- (6) (a) Member at Large appointments are made by the Board of Directors as provided in **Article 21 (1) (b)** above.
- (b) Member at Large appointments are for a 12 month period with any reappointment to be made by the members at the Annual General Meeting.

22. NOMINATIONS

- (1) Financial Ordinary Members may be nominated for the Board of Directors provided that: -
 - (a) the nomination is proposed and seconded;
 - (b) both the proposer and seconder are Ordinary Members; and
 - (c) the nominee is present and consents or has given his written consent to accept nomination.
- (2) A nomination for the Board of Directors:-
 - (a) Shall be accompanied by a statement from the Management Committee of a Branch to the effect that:
 - (i) it endorses the nomination of the nominee; and
 - (ii) the nominee has sufficient experience to fulfil the position.

23. INELIGIBILITY TO HOLD OFFICE

A member against whom a censure motion has been passed by the Board of Directors or the Management Committee of a Branch (and is still in force) on the ground that he has wilfully or persistently committed a serious breach or breaches of duty as a member of the said Board of Directors, or Branch shall not be eligible to be nominated or elected or to continue to hold office on the Board of Directors until such time as the Board of Directors at its discretion is satisfied as to the member's general conduct.

24. VACATION OF OFFICE

The office of a member of the Board of Directors shall become vacant if the member:-

- (a) dies;
- (b) ceases to be qualified to continue as a member by operation of these Articles;

- (c) resigns his office by notice in writing to the Board of Directors;
- (d) is without permission of the Board of Directors absent from more than two (2) consecutive meetings;
- (e) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in a manner required by law;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health;
- (g) the Public Officer ceases to be resident in Australia;
- (h) is declared by special resolution to have lost the confidence of the Board of Directors; or
- (i) is refused renewal of membership under **Article 9 (2)**.

25. SUB-COMMITTEES

- (1) The Board of Directors may establish and dissolve such sub-committees as will assist in carrying out the work of the Board of Directors.
- (2) A subcommittee shall report only within the parameters of the brief to which it has been assigned.

26. ESTABLISHMENT OF PROFESSIONAL ADVISORY PANEL

- (1) The Board of Directors may establish a National Professional Advisory Panel which shall comprise persons who are specialists in their fields of medicine, education, pharmacy, law, economics, sociology, computing or in any or more of those fields or related areas.
- (2) The function of the National Professional Advisory Panel shall be to furnish professional counsel and guidance to the Board of Directors as required in the development of sound policies and the conduct of activities on the highest level.
- (3) The Board of Directors shall invite persons to become members of the National Professional Advisory Panel after an evaluation of their qualifications and potential service to the Company.
- (4) Members of the Professional Advisory Panel shall provide their services free of charge to Heart Support – Australia.

27. PATRONS

(1) National Patron

The Board of Directors may invite a person whose stature in the community, organisational ties and personal interest it considers constitute an asset to the Company and may be of assistance in furthering its objects to accept appointment as a National Patron of the Company.

(2) Branch Patrons

The management committee of a Branch may nominate a person whose stature in the community, organisational ties and personal interest it considers constitute an asset to the Branch and may be of assistance in furthering its objects to accept appointment as a Branch Patron of the Company. This appointment is subject to the approval of the Board of Directors

28. FILLING VACANCIES

(1) A vacancy on the Board of Directors may be filled by appointment made by the Board of Directors and the member appointed to fill that vacancy shall be deemed to be elected and shall hold office until the conclusion of the next Annual General Meeting.

(2) This Article applies also where a member of the Board of Directors obtains leave of absence for such a period of his current term of office as exceeds three (3) months except that the member appointed for the purpose of this Article shall fill the vacant position until the return from leave of the elected member.

29. DISSOLUTION

The Board of Directors shall be dissolved, if a motion to that effect is passed by a special resolution at a special meeting of the Company called for that purpose whereupon a new Board of Directors shall be elected at the same meeting and shall hold office until the next Annual General Meeting.

PART 4 - ADMINISTRATION - BRANCH

30. DEFINITION: ROLE; SIZE; NAME

- (1) The Board of Directors may establish the formation of a Branch of the Company. Each Branch shall be organised and exist in a specific geographical locality. The Board of Directors may recognise as such a locality any reasonable extent of territory where there are sufficient potential members to enable a Branch to be formed.
- (2) In organising a Branch in such a locality the Board of Directors shall designate the geographical boundaries of the locality which shall be recorded by the Board of Directors to describe the Branch's territory and thereafter such territory shall not be changed except by the mutual consent of the Board of Directors and the Branch.
- (3) The activities and organisation of a Branch shall exist solely to advance the objects of the Company.
- (4) A Branch will be a self-accounting unit of the Company, maintaining up-to-date financial records of all monies and expenditure and providing details to National Office/Board of directors as required by the Constitution or as required by the Board of Directors.
- (5)
 - (a) The membership of a Branch shall not exceed five hundred (500) members; and
 - (b) where the membership of a Branch appears likely to exceed five hundred (500) members the Board of Directors in conjunction with the Branch Management Committee shall consider proposals for subdividing the Branch and forming another Branch.
- (6) Each Branch shall adopt as its name such term as will identify it with its locality thus: Heart Support – Australia Limited (locality) Branch. The name will be subject to approval and registration by the Board of Directors and when so approved and registered such name shall not be changed except with the mutual consent of the Board of Directors and the Branch.

31. PRELIMINARY INVESTIGATION; FORMATION

The investigation of the formation of a Branch may be initiated by

- (1)
 - (a) a recommendation by the Board of Directors;
 - (b) a petition by a Branch Management Committee;
- (2) Where the Board of Directors has approved the formation of a Branch a public meeting shall be called by a Steering Committee created by the Board of Directors and appointed for that purpose to form the Branch and to elect the office bearers of the Branch Management Committee.

- (3) The elected office bearers of the Branch Management Committee shall then administer the Branch in accordance with the Constitution and the policy laid down by the Board of Directors.

32. OFFICERS AND DUTIES

- (1) A Branch Management Committee shall consist of some or all of the following members:-
- (a) The Executive, comprising some or all of the following:-
- President;
 - Vice President
 - Honorary Secretary;
 - Honorary Treasurer,
 - Volunteer Manager (Heart Health Support Services).
- (b) The Officers comprising some or all of the following:-
- Co-ordinator (Cultural Activities)
 - Minute Secretary
 - Membership Secretary
 - Other Officers nominated by the Executive as being necessary for the efficient functioning of the Branch (e.g. Public Relations Officer).
 - Volunteer Manager - Heart Health Support Services appointed by the branch executive and ratified by the Board of Directors.
- (c) Committee member comprising additional members appointed by the Executive.
- (d) All decisions by the Company to employ or contract with persons (including at the Branch level) shall be first approved in writing by the Board of Directors
- (2) The duties of the members of the Branch Management Committee shall be such duties as are spelt out by the Board of Directors in conformity with such guidelines as may be laid down from time to time.
- (3) Any person elected or appointed as an Executive, Officer or Committee member of a Branch shall occupy that position in an honorary capacity.

- (4) If a Branch Executive member is elected to the position of Company Director, it is desirable they resign their Branch executive position as soon as practical; or remain a member of the Branch Executive, however they will be unable to vote at Branch level on any matter under consideration at Board Meetings.

33. NOMINATIONS

Ordinary members of a Branch may be nominated for a Branch Management Committee provided that:-

- (a) the nomination is proposed and seconded;
- (b) both the proposer and seconder are Ordinary Members; and
- (c) the nominee is present and consents or has given his written consent to accept nomination.

34. INELIGIBILITY TO HOLD OFFICE

A member against whom a censure motion has been passed by the Board of Directors or the Management Committee of a Branch (and is still in force) on the ground that he has wilfully or persistently committed a serious breach or breaches of duty under an office held by him on the said Board of Directors or Branch Management Committee shall not be eligible to be nominated or elected to an office or to continue to hold office on a Branch Management Committee.

35. VACATION OF OFFICE

The office of a member of a Branch Management Committee who has been elected as a representative of that Branch shall become vacant if his appointment is revoked by the Board of Directors. (see **Article 14 (3)** also)

The office of a member of a Branch Management Committee shall become vacant if the member:

- (a) dies;
- (b) ceases to be qualified to continue as a member by operation of these articles;
- (c) resigns his office by notice in writing to the Branch Management Committee;
- (d) is, without permission of the Branch Management Committee absent from more than two (2) consecutive meetings;
- (e) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in a manner required by law;

- (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;
- (g) is declared by special resolution to have lost the confidence of his Branch Management Committee; or
- (h) is refused renewal of membership under **Article 9 (2)**.

36. MANAGEMENT COMMITTEE MEETINGS

A meeting of a Branch Management Committee shall be held at least once each month.

37. SUB-COMMITTEES

- (1) The Management Committee of a Branch may establish and dissolve such subcommittees as will assist in carrying out the work of a Branch.
- (2) A sub-committee shall report only within the parameters of the brief to which it has been assigned.

38. DISSOLUTION; SUSPENSION

- (1) The Board of Directors shall dissolve or suspend a Branch: -
 - (a) when the number of members of the Branch is reduced to five (5);
 - (b) if members of the Branch present at a Special General Meeting vote by a three-quarters (3/4) majority that the Branch be dissolved; or
 - (c) where the Board of Directors has reason to believe that a Branch whether by wilful and/or persistent violation of the Constitution or defiance of the directions given to it by the Board of Directors or for other serious reasons has acted in a manner detrimental to the interests of the Company.
- (2) Where dissolution or suspension is indicated the Board of Directors shall first summon the members of the Branch Management Committee and require them to show cause why the Branch should not be dissolved or suspended.
- (3) The Board of Directors if not satisfied with the explanation given by the Branch Management Committee shall by Special Resolution dissolve the Branch or suspend the Branch for a specified period or under such circumstances as are set out in the notice of suspension.
- (4) Any Branch so suspended and its representatives shall not be entitled to any voting rights or representation at any General Meeting of the Company except to submit explanations at a Special Meeting as to why the suspension should be lifted.

- (5) The effect of dissolution of a Branch under this Article is that the Branch is no longer operative and shall lodge with the Board of Directors for safe keeping or distribution any assets or funds after payment of all certified expenses and liabilities.
- (6) In the event of suspension of a Branch by the Board of Directors the Board of Directors may establish another Branch at its discretion to ensure continued representation of the members of the suspended Branch, but their membership may be transferred to a branch of their choice if the member so wishes.

39. INFORMATION AND RETURNS

A Branch shall furnish to the Board of Directors in such manner as the Board of Directors may require at any time such information details and explanations etc. in relation to its operations and administration as are by that Board or the Articles required to be furnished.

40. FILLING OF VACANCIES

- (1) A vacancy of a Branch Management Committee may be filled by appointment made by that Committee and the member appointed to fill that vacancy shall be deemed to be elected to hold office until the next Annual General Meeting of the Branch at which the Branch Management Committee is elected. Such appointment should be notified immediately to the National Office.
- (2) This Article applies also where a member of the Branch Management Committee obtains leave of absence for such a period of his current term of office as exceeds three (3) months except that the member appointed for the purpose of this Article shall fill the vacant position until the return from leave of the elected member.

PART 5 - ADMINISTRATION-FINANCE

41. EXECUTIVE OFFICER / BUSINESS MANAGER, DIRECTOR (ASSIGNED); TREASURER; DUTIES OF

- (1) The Executive Officer/Business Manager (EO/BM) appointed by the Board of Directors, shall be responsible under the direction of the Board of Directors respectively for the business-like conduct of its financial affairs and for keeping the books of account and presenting financial reports and statements relating thereto.
- (2) The EO/BM shall receive all monies paid to the Company and issue an official receipt for the amounts paid.
- (3) For every meeting of the Board of Directors the EO/BM shall prepare and present a financial statement which shall clearly and concisely show the financial status of the Company at that time.
- (5) The EO/BM shall ensure that the accounts of the Board of Directors and Branch Management Committee are audited before an Annual General Meeting and for that purpose shall forward the books of account to the auditor within (60) days after the end of the financial year.

42. AUDIT OF ACCOUNTS – AUDITOR

- (1) **National audit of accounts**
The Board of Directors, in accordance with the Corporations Act 2001, as amended from time to time, shall appoint for the forthcoming year a qualified and reputable person who is not a member or a Public Officer of the Company who shall examine all accounts, vouchers, receipt books and records of a financial nature and prepare reports on the Balance Sheets and the Income and Expenditure Accounts for the National Executive - Board of Directors for submission to the appropriate Annual General Meetings, relevant special meetings called for that purpose and for lodgement as required by the statutory authority of Australia.
- (2) **Branches**
It has stated previously, that if branches send in quarterly financial reports with a bank reconciliation and copy of bank statement that they do not need to be audited. However, where branches receive a State or Commonwealth grant they do need to be audited by a qualified accountant.

43. BANK ACCOUNTS

The Board of Directors and Branch Management Committees shall cause to be opened with a bank of their choice a banking account in the name of the Company and Branch into which all monies received by the National Office or Branch shall be paid as soon as possible after receipt thereof.

44. PASSING OF ACCOUNTS

- (1) Subject to this Article all accounts shall before payment be presented to and passed for payment at a meeting of the Board of Directors or Branch Management Committees.
- (2) In cases where:-
 - (a) The Board of Directors, or Branch Management Committee has approved a project involving the expenditure of its funds;
 - (b) incidental expenses are incurred which are necessary for the proper and efficient conduct of its legitimate business; and
 - (c) it is necessary or expedient that accounts be paid at short notice before they can be referred to the appropriate authority the expenses so incurred may be paid with the written approval of any two (2) of :-
 - (i) President, Company Secretary or Director (Assigned) (BOARD OF DIRECTORS); and
 - (ii) President and Honorary Treasurer (BRANCH); but shall nevertheless be ratified at the next meeting of the Board of Directors or Branch Management Committee.

45. PAYMENT OF ACCOUNTS

- (a) Electronic Banking procedures for the payment of accounts may be authorised by the Board of Directors subject to a written request from the National Office and/or a Branch Management Committee.
- (b) Except with the authority of the Board of Directors or Branch Management Committee no payment of a sum exceeding fifty dollars (\$50.00) shall be made from the funds of the Board of Directors or Branch Management Committee otherwise than by cheque or electronic funds transfer drawn on the relevant bank account.
- (c) A cheque or electronic funds transfer drawn on the account of the Board of Directors or Branch shall be signed or authorised by:-
 - i. any two (2) of the President, Vice President, Company Secretary and Director (Treasurer) (BOARD OF DIRECTORS); and
 - ii. any two (2) of the President, Vice President, Honorary Secretary, Honorary Treasurer, Volunteer Manager (Heart Health Support Service) (BRANCH).

46. FINANCIAL YEAR

The financial year for the Company shall end on the thirtieth day of June in each year.

47. LEVIES

Any levy or payment other than that from member's annual subscriptions required by the Board of Directors from Branches shall be assessed for each Branch in proportion to the Branch's membership at that time.

48. FUND RAISING ACTIVITIES

- (1) In participating in or identifying itself with any schemes to collect or raise funds or any other activity the Company (Board of Directors or Branch Management Committee), should be continually careful not to indulge in undignified practices which do not contribute to the positive public image and prestige of the company.
- (2) No member shall not without the written approval of the relevant Branch Management Committee organise any effort to raise funds for or on behalf of the Company.

49. PROPERTY OF THE COMPANY

Nothing in the foregoing provisions of this Article prevents the payment in good faith to a servant or member of the Company of:-

- (a) remuneration in return for service actually rendered to the Company by the servant or member or for goods supplied to the Company by the servant or member in the ordinary course of business;
- (b) interest at current bank overdraft on money lent; or
- (c) a reasonable and proper sum by way of rent for premises let to the Company by the servant or member.

50. MEMBERS EXPENSES

- (1) Any person acting as a Member of the Company on officially approved business for a specified unit of the Company (e.g. Branch) shall be expected to minimise the expense of the Company by accepting:-
 - (a) where possible modest transport arrangements e.g. economy class air fares;
 - (b) modest but clean and comfortable lodgings; and

- (c) modest but adequate and sustaining meals.
- (2) Members will be reimbursed for other reasonable personal (out of pocket) expenses upon the production of appropriate receipts.

PART 6-ADMINISTRATION-GENERAL

51. DISSOLUTION OF THE COMPANY

- (1) Subject to the Act the Company shall not be dissolved except
 - (a) in the event of the membership being less than one hundred (100) persons;
or
 - (b) by resolution of a Special General Meeting convened by the Board of Directors for that purpose.
- (2) A resolution under this Article shall not be declared to be carried unless three quarters (3/4) of the number of the members present at the meeting vote in favour of the resolution.
- (3) In the event of the winding up or the cancellation of the incorporation of the Company, the assets shall be disposed of in accordance of the Act.

52. UNAUTHORISED ACTIVITIES; USAGE

A person or organisation shall not without the written authority of the Board of Directors do any act which may involve the Company in any liability, controversy or embarrassment.

53. DELEGATIONS

A member of a Board of Directors or Branch Management Committee may, for a reasonable cause and with written approval of the Board of Directors or such Committee of which he is a member, delegate to another member of the Board of Directors or such Committee such of his powers and for such a period as the Board of Directors or such Committee may consider desirable or convenient in the circumstances.

54. SEAL

- (1) The seal of the Company shall be in the form of a rubber stamp having at its centre the Common Seal and encircled by the words "Heart Support - Australia Limited - A.B.N. 34 008 629 221".
- (2) Every instrument to which the seal is affixed shall be signed by two (2) Directors of the Board of Directors, or by one (1) Director and some other person appointed by the Board of Directors for that purpose.
- (3) The seal shall remain in the custody of the National Public Officer.

55. BY-LAWS; STANDING ORDERS

- (1) The Company may, from time to time:-
 - (a) make such by-laws, and standing orders not inconsistent with these Articles, which it considers necessary or convenient for the more efficient regulation of the affairs of the Company; and
 - (b) amend, substitute or revoke these by-laws and standing orders.
- (2) The Standing Orders shall be those set out in Part 10 of these Articles.

PART 7-MEETINGS

56. ANNUAL GENERAL MEETING

- (1) The Board of Directors and Branches shall each hold an Annual General Meeting.
- (2) Annual General Meetings shall be held within five (5) months after the commencement of the financial year.

57. ANNUAL GENERAL MEETING; NOTICE OF

The Board of Directors and Branch Management Committees shall give at least twenty-one (21) days written notice to financial members stating the date and business of the Annual General Meeting.

58. ANNUAL GENERAL MEETING; BUSINESS OF

- (1) The business of an Annual General Meeting shall be:-
 - (a) to receive from the Board of Directors and Branch Management Committees, auditors and the servants of the Company, reports for the transactions and business of the Company since the last preceding Annual General Meeting;
 - (b) to elect or appoint officers as the case may be;
 - (c) to determine, in the case of the Board of Directors, the remuneration of the servants of the Company; and
 - (d) to make such amendments, in the case of the Board of Directors, of the Constitution by special resolution which shall be determined and voted upon at an appropriate meeting.
- (2) Consideration of any other matter within the subject of, or to, the affairs of the Company, which the Board of Directors and Branch Management Committees consider a matter of major importance or urgency; or for which provision is made in these Articles, may be included in the business of an Annual General Meeting.

59. SPECIAL MEETING

- (1) A meeting of the Board of Directors or Branch other than a General Meeting shall be called a Special Meeting.
- (2) The Board of Directors or Branch Management Committees may call a Special Meeting:-
 - (a) by special resolution of the Executive of the Board of Directors or Branch

Management Committees; or

- (b) in the case of a Branch by petition to the Branch Management Committee signed by fifteen (15) financial members of the Branch or one quarter (1/4) of the financial members of the Branch, whichever is the lesser. If the Branch Management Committee fails to call the meeting within twenty-one (21) days after receipt of the petition the petitioners may call the meeting; or
 - (c) by the respective Presidents or by petition to the Presidents by half (1/2) of the members of the Board of Directors or Branch Management Committees.
- (3) Only that business of which notice is given shall be conducted at a Special Meeting.

60. GENERAL MEETING

- (1) A General Meeting of a Branch shall be held once each month.
- (2) The business of the General Meeting shall be
 - (a) the introduction of new members;
 - (b) to consider any matter of business relating to the affairs of the Branch; and
 - (c) to conduct a forum and/or discussion groups on matters of general interest to members or to provide entertainment for members.

61. QUORUM

The following shall form a quorum before meetings may commence or continue.

- (a) meetings of the Board of Directors or Branch Management Committees – fifty one per cent (51%) of the total membership of the board or management committee;
 - (b) Annual or Special Meetings – ten (10) members, or twenty-five per cent (25%) of the total membership, whichever is the lesser,
 - (c) monthly General Meetings of Branches – five (5) members.
- (2) If within thirty (30) minutes after the appointed time for the commencement of a meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and the same place, unless a different date, time or place is specified by the Chairman at the time of the adjournment or by written notice to members given before the date to which the meeting is adjourned.

62. CHAIRMAN

- (1) The President shall preside over all meetings at which he is present.
- (2) If the President is not present, the Vice President shall preside.
- (3) If neither the President nor Vice President is present, a member of the Executive shall call for a Chairman to be appointed for the meeting.
- (4) The President may, with the consent of the meeting at which he is present, delegate to the Vice President or a nominated person, his powers as Chairman for that meeting or part thereof.

63. DETERMINATION OF QUESTIONS

- (1) A question arising at a meeting of the Board of Directors or Branch Management Committees shall be determined on a show of hands and unless before or on the declaration of the result 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, carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Board of Directors or Branch Management Committee is evidence of the fact without proof of the number or the proportion of the vote recorded in favour of or against that resolution. A member may have their vote recorded in the minutes of the meeting.
- (2) A secret ballot shall be held upon the request of one-third (1/3) of the members present at the time.

PART 8 - ELECTIONS

64. BOARD OF DIRECTORS

- (1)
 - (a) Subject to this Article, the Board of Directors shall be elected at the Annual General Meeting of the company, and shall hold office for a period of (2) two years; and
 - (b) 50 per cent of the directors shall retire each year and may make themselves available for re-election.
- (2) The following procedures shall apply to the election of office bearers at the Annual General Meeting:-
 - (a) The Board of Directors shall, three (3) months prior to the Company's Annual General Meeting, appoint a returning officer not intending to stand for election.
 - (b) The returning officer shall request and accept all nominations from financial Ordinary members and shall prepare a list of nominations to be forwarded to those members prior to the National Annual General Meeting; and
 - (c) nominations must be received by the returning officer at least one month before the Annual General Meeting and include the written consent of the nominee.

65. BRANCH

- (1) Subject to this Article a Branch Management Committee shall be elected at its Annual General Meeting, and shall hold office until the next Annual General Meeting.
- (2) The following procedures shall apply to the election of office bearers at the Annual General Meeting:-
 - (a) the Branch Management Committee shall, twenty-one (21) days prior to its Annual General Meeting, appoint a returning officer or officers not intending to stand for election;
 - (b) the returning officer(s) shall request and accept all nominations from financial Members of the Branch, provided that **Article 18 (1)** and **Article 33** apply, and shall prepare a list of nominations for presentation to the Annual General Meeting, including details of relevant experience of the nominees; or
 - (c) nominations may be made from the floor of the Annual General Meeting by the members eligible to vote, provided that the nominees are financial and have given their consent either in writing or verbally.

66. ELECTIONS; CONDUCT OF

- (1) The Chairman of the meeting shall conduct the election of a Returning Officer and two (2) or more scrutineers who shall not be eligible for election to any other office at that meeting nor may they vote at the election but must be a financial member.
- (2) The Returning Officer shall take the chair and conduct the election of the Board of Directors and Branch Management Committees. He shall read out the nominations received and call three (3) times for further nominations and invite a statement of particulars of the relevant experience of each nominee before proceeding with the elections.
- (3) Where, at the close of the nominations: -
 - (a) the number of nominations received for a position is greater than the number of persons to be elected to that position, a ballot shall be held; or
 - (b) the number of nominations received for positions is less than or equal to the number of positions vacant, those persons nominated shall be declared elected; remaining vacancies shall be filled by the Board of Directors or Branch Management Committee as provided for in **Articles 28 (1); and 40 (1).**

PART 9 - VOTING

67. BALLOTS

- (1) Where a ballot is to be held under **Article 66 (3) (a)**, the ballot may be conducted by a show of hands or by ballot paper as directed by the Board of Directors or relevant Branch Management Committee.
- (2) Where the ballot is by a show of hands, the Returning Officer will count the hands and announce the result. The show of hands may be counterchecked by a scrutineer or scrutineers.
- (3) Where the ballot is by ballot paper the following shall apply:-
 - (a) a ballot paper shall be distributed to each person who is eligible to vote;
 - (b) the members shall be instructed by the Returning Officer concerning the order, to be determined by lot, in which the names of nominees shall be written on the ballot paper,
 - (c) the members shall indicate their preference by marking the figures 1,2,3 etc. against the nominees to whom they wish to give their first, second and third preferences respectively;
 - (d) a vote shall be declared informal, if a name has no number against it, if the name of a nominee is missing from the ballot paper or if any number (not greater than the number of nominees) is duplicated or omitted. A spoilt ballot paper may be exchanged for a new ballot paper before the votes are collected;
 - (e) the marked ballot papers shall be collected by the scrutineers who shall count the votes using the "points" system in which, on each ballot paper, the nominees shall receive the number of points equal to the numbers against their names. The points against each candidate shall be totalled over all the ballot papers and the candidate receiving the lowest total shall be declared elected; and
 - (e) at the conclusion of the ballot, the Returning Officer shall vacate the chair to the new President.

68. PROXIES

- (1) A member may appoint another member to be his proxy to attend and vote for him at a specified meeting of the Company.
- (2) A person shall not be accepted as a proxy unless the member he represents has notified the relevant Secretary of either the Board of Directors, or Branch in writing of the appointment of that person to be his proxy.

- (3) A proxy may exercise at a meeting referred to in **Article 68 (1)** in respect of which the authority is given, or at an adjournment of that meeting, the same rights as the member has including the right to speak at the meeting (but not as an office bearer), or such limited rights as are notified, but shall not be entitled to appoint a proxy for himself.

69. BY COMMUNICATION

- (1) A meeting of the Board of Directors, shall mean:-
- (a) a meeting of such members assembled in person on the same day at the same time and place; or
 - (b) the members communicating with each other by any technological means whereby they are able simultaneously to hear each other and participate in discussions notwithstanding they are not physically present in the same place.
- (2) The Board of Directors, may also, without their respective members meeting together, transact business by mail or any other communication medium by voting upon matters transmitted to them by or with the approval of their respective Presidents.
- (3) The voting referred to in **Article 69 (2)** shall be considered closed at the end of thirty (30) days from the date of posting or transmittal provided a majority of the members of the Board of Directors, have returned their votes by that time, or it shall be considered closed at any time thereto if and when a majority of the members of the respective Board of Directors have voted either affirmatively or negatively.
- (4) Records shall be kept by the minute taker of any member who departed the meeting in order to ensure that a quorum is maintained.

PART 10 - STANDING ORDERS

70. THE STANDING ORDERS OF THE COMPANY ARE AS FOLLOWS:-

70.1 INTRODUCTION

- (1) These Standing Orders are recommended as being a readily accessible guide to the conduct of all Company meetings.
- (2) These Standing Orders should be interpreted subject to the Constitution.
- (3) It should be noted that any decision made by a validly constituted meeting shall not be void by reason only of a departure from these Standing Orders which was not detected until after the decision had been made.
- (4) For matters not dealt with in these Standing Orders users are referred to "Guide for Meetings and Organisations" by N.E. Renton.

70.2 ATTENDANCE BOOK

All persons attending any meeting shall sign an Attendance Book.

70.3 QUORUM: STARTING TIME

- (1) Meetings shall, subject to the presence of a quorum, start at the time set out on the notice, and shall, subject to the discretion of the meeting, continue until all business of the Agenda is disposed of.
- (2) If no quorum is present within thirty (30) minutes of the starting time set out on the notice, the meeting shall lapse, and, subject to any resolution previously passed, the Chairman shall fix the time of the next meeting. All business on the Agenda of the lapsed meeting shall be included in the Agenda of the next meeting and shall take precedence over new business.
- (3) If the Chairman becomes aware at any stage of a meeting that a quorum is no longer present, he shall either adjourn the meeting for thirty (30) minutes or such shorter time as may serve to obtain a quorum or close the meeting. Subject to any resolution previously passed, the Chairman shall fix the time of the next meeting. All remaining business on the Agenda shall be included on the Agenda of the next meeting and shall take precedence over new business.

70.4 **CHAIRMAN; DUTIES; PREROGATIVES**

- (1) The Chairman shall maintain order. If in his opinion a meeting has become unduly disorderly, he may adjourn the meeting for such period as he thinks fit.
- (2) If the Chairman rules any language objectionable, a speaker shall forthwith withdraw it and apologise.
- (3) A declaration by the Chairman that a question has been carried or lost, and any entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number of votes recorded for or against the question.
- (4) When the Chairman rises to put the question, he may be interrupted by, and shall give way, to any member who has not previously spoken and desires to speak or to propose an amendment, except when the mover has spoken in reply, when the closure has been carried, or when the previous question has been defeated. Such interruptions must be made before the "ayes" have been counted.
- (5) In the event of an equality of votes, the Chairman shall not have a deliberate vote, but shall have a casting vote. On an equality of voting, the Chairman shall, where feasible declare the question resolved so as to maintain the status quo.
- (6) The Chairman shall, when reasonably requested to do so by any member, read or cause to be read, the motion or amendment and/or foreshadowed amendments before the Chair. Such requests shall not be made whilst any speaker has the floor.
- (7) The Chairman may require the proposer of a motion or amendment to submit it in writing.
- (8) At the request of the Chairman a speaker shall state his name and the name of the Branch he represents.
- (9) The Chairman may, after due warning, require a member to resume his seat if his remarks are irrelevant or if they are substantially repetitious of remarks made earlier in a debate (whether by the member concerned or not) provided the member concerned may at once move that he be further heard, which motion shall be put without amendment or debate.
- (10) The Chairman shall, as far as practicable, call on speakers for and against a motion or amendment alternatively, subject to the right of the seconder to speak immediately after the mover. If two (2) consecutive speakers have both argued for or against a motion or an amendment, and there is no member wishing to argue the opposite view, or, in the case of a motion, to move an amendment, the motion or the amendment shall (subject, in the case of a motion, to the mover's right of reply) be put without further debate.

- (11) The Chairman may rule out any motion:
 - (a) disrespectfully worded;
 - (b) substantially restating a resolution previously adopted;
 - (c) inconsistent with the Constitution; or
 - (d) otherwise out of order.

- (12) The Chairman may rule out any amendment:
 - (a) disrespectfully worded;
 - (b) substantially restating an amendment previously dealt with;
 - (c) contradictory to the motion;
 - (d) irrelevant to the motion; or
 - (e) otherwise out of order.

- (13) Any member desiring to speak at a meeting shall rise in his place and, when called upon by the Chairman, shall address the Chair. If two or more members rise simultaneously, the Chairman shall call upon the member who first caught his eye.

70.5 POINT OF ORDER

- (1) Any member may raise a point of order, which shall take precedence over all other business, and which shall be open to discussion. The point must be raised at the time the alleged irregularity occurred. An explanation or contradiction shall not constitute a point of order.

- (2) Any member disagreeing with the Chairman's ruling on a point of order may move dissent. The Chairman need not hand the Chair over to a temporary Chairman, except by resolution of the meeting, during debate on a point of order or dissent to the Chairman's ruling, but shall have the right of reply to issues raised.

70.6 MOTIONS; AMENDMENTS

- (1) Unless otherwise resolved:-
 - (a) the proposer of a motion shall be allowed six (6) minutes to introduce it and four (4) minutes to reply to the debate; and
 - (b) other speakers shall be allowed three (3) minutes.
- (2) Except in committee, no member other than the proposer of a motion or an amendment shall speak to it until it has been seconded. A motion or amendment lapsing for want of a seconder shall not be recorded in the Minutes.
- (3) Except in committee, no member shall speak more than once to any question, except that the mover of a motion (but not an amendment) shall have the right of reply, which reply shall close the debate. An amendment shall constitute a separate question from the original motion and from any other amendment.
- (4) A motion or amendment before the Chair may be reworded by the mover subject to leave of the meeting.
- (5) A motion or amendment before the Chair shall not be withdrawn except by its mover and by leave of the meeting. No motion shall be withdrawn while an amendment is under discussion or after any amendment has been adopted. With the consent of the Chair, and the seconder of a motion and by leave of the meeting, the proposer of that motion may alter it to include an amendment under discussion.
- (6) Provided that the Chairman gives his permission and a seconder can be obtained, the mover of a motion or an amendment may reserve his right to speak to it subsequently. A member seconding a motion or amendment without speaking to it may reserve his right to speak to it subsequently.
- (7) When an amendment is before the Chair, the discussion shall be confined to that amendment. No further amendment shall be proposed until the amendment before the Chair has been disposed of.
- (8) A direct negative to a motion shall not be a competent amendment.
- (9) On a motion to confirm the minutes, no question except as to their accuracy shall be raised.
- (10) A motion submitted by a Branch Management Committee shall not, without the permission of the relevant Branch representatives, be moved by a representative of another Branch Management Committee.

- (11) A member who has not already participated in the debate may at any time, whether another speaker has the floor or not, move "That the question be now put", which motion, if accepted by the Chair shall be put without amendment or debate. The Chairman shall have absolute discretion to accept or refuse the motion. The Chairman may also of his own volition put the question if he feels that adequate discussion has taken place. In either case the mover of a motion shall retain his right of reply. If an amendment is before the Chair the closure motion shall be deemed to close the debate on the amendment only.
- (12) During the discussion of a motion (but not of an amendment) a member who has not already participated in the debate on the motion may move "That the question be now put". This motion shall be open to debate, and shall be debated together with the original motion. If carried, the original motion shall not be dealt with further. If lost, the original motion shall be put forthwith, subject to the mover's right of reply. The motion may be foreshadowed whilst an amendment is before the Chair, but in no case shall it be put until all amendments have been disposed of.
- (13) A member may at any time move "That a speaker be no longer heard" or "That the speaker be heard for a further limited period only". Such motions shall be put without amendment or debate. No other motion, except the closure motion or a motion dealing with the speaker's time, shall be moved while a speaker has the floor.
- (14) A member may move "That the debate (or meeting) be now adjourned". Discussion shall be in order, but only amendments as to time and/or place shall be permitted. The motion shall take precedence over other business before the Chair, except points of order.

70.7 GENERAL

- (1) A member claiming to have been misrepresented shall be entitled to make a personal explanation. Such explanation which may be made at any time (but not whilst another member has the floor) shall be confined to alleged misrepresentation and must not introduce argument or new matter.
- (2) No recommendation in any report shall be taken as adopted by a meeting, unless a motion referring specifically to that recommendation or its subject matter has been carried.
- (3) Any member who was present at a vote conducted by a show of hands or open count may have the fact that he voted for or against the motion, or abstained from voting, as the case may be, recorded in the Minutes. A request for this to be done must be made by the member concerned as soon as the result of the vote has been declared.

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