

**CONSTITUTION OF THE AUSTRALIAN AMUSEMENT
LEISURE AND RECREATION ASSOCIATION Inc.**

ABN: 51 271 848 323

**Incorporated under the Associations Incorporation Act 2009
(NSW)**

**Adopted by Special Resolution at the
AALARA Annual General Meeting
held on 22 May 2020**

Table of Contents

Part 1 Preliminary	4
1. Name of Association	4
2. Incorporation of the Association	4
3. Definitions and Interpretation	4
4. Objects and Purpose	5
Part 2 Membership	6
5. Membership generally	6
6. Classes of membership	6
7. Nomination for membership	7
8. Industry sectors	7
9. Cessation of membership	8
10. Membership entitlements not transferable	8
11. Resignation of membership	9
12. Register of members	9
13. Resolution of disputes	10
14. Disciplining of members	10
15. Right of appeal of disciplined member	11
Part 3 The Board of Directors	11
16. Powers of the Board	11
17. Composition, terms and membership of the Board	12
18. Election to the Board of Directors	13
19. Board Duties	14
20. Casual vacancies	15
21. Removal of Directors	16
22. Board meetings and quorum	16
Part 4 General Meetings of the Association	17
23. Annual General Meeting	17
24. Special General Meetings	17
25. Extraordinary General Meetings	17
26. Quorum for general meetings	18
27. Voting	18
28. Proxy Votes	19

29. Electronic Mail	19
30. Postal Ballots	19
31. Online Ballots	19
Part 5 Miscellaneous	19
32. Gratuities and Remuneration	19
33. Indemnification	20
34. Financial Year	20
35. Funds – source	20
36. Funds – management	21
37. Change of name, objects and constitution	21
38. Service of notices	21
39. Winding up	21

Part 1 Preliminary

1. Name of the Association

The name of the Association shall be: **Australian Amusement, Leisure and Recreation Association Inc.** hereinafter referred to as 'AALARA'

ABN: 51 272 848 323

2. Incorporation of the Association

AALARA is incorporated under the Associations Incorporation Act 2009 (NSW)

3. Definitions and Interpretation

(1) Definitions

In this Constitution, unless there is something in the subject or context which is inconsistent:

Act means the *Associations Incorporation Act 2009*.

Association means the Australian Amusement, Leisure and Recreation Association Inc

Board means the Board of Directors.

Chair means the person holding that office under this Constitution and includes any assistant or acting chair.

Committee means a committee established by the Board of Directors.

Constitution means this Constitution as amended or supplemented from time to time.

Convene means to organise a meeting.

Director means any person holding the position of a director of AALARA.

Executive Director means:

- (a) the person holding office under this constitution as Executive Director of AALARA, or
- (b) if no such person holds that office - the public officer of the association.

Member means a member of AALARA pursuant to clause 6.

Member Present means in connection with a meeting of Members, a Member being present by Proxy or attorney or, in the case of a corporation, by a Representative.

Object means the object of AALARA set out in clause 4.

Office means the registered office for the time being of AALARA.

Ordinary Board member means a member of the Board who is not an office-bearer of the association.

Person means a natural person and any partnership, association, body or entity whether incorporated or not.

Poll means a method to allow the physical capturing of the numerical result of the voting.

President means the president of the Board appointed pursuant to clause 17(3)

Prior Constitution means the constitution of AALARA which was in force immediately prior to this Constitution.

Proxy means an adult person who is authorised by a Member having a right to vote at a meeting of Members, to exercise that right on the Member's behalf.

Register means the register of Members to be kept pursuant to the Act.

Regulation means the Associations Incorporation Regulation 2010.

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Act.

Subscription means the subscription fees payable by Members pursuant to clause 8(2)

Treasurer means the treasurer of the Board appointed pursuant to clause 17 (3).

Vice President means the vice-president of the Board appointed pursuant to clause 17 (3).

Interpretation

In this Constitution:

- (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, if the function is a duty, a reference to the performance of the duty.
- (c) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

4. Objects and Purpose

The purposes and objectives of this Association shall be:

- (1) To be the peak body for corporations, companies and individuals that are part of or provide services and products to the recreation, leisure, amusement and entertainment industry by supporting and leading the development of the industry.
- (2) To provide and promote educational opportunities, provide knowledge and awareness of health and safety and participate in the development of standards to further the sustainability, professionalism, integrity and safety of our industry and its members
- (3) To conduct studies and industry research as well as collect, assemble and disseminate statistical and management information relevant to our members
- (4) To organise, promote and/or support conferences, tradeshow, seminars and forums for its members, which facilitates industry networking and links between industry suppliers and members.
- (5) To advocate on behalf of our members to all levels of government and its agencies on issues relating to our industry, and to communicate to members, decisions made by government and its agencies that may affect the industry.
- (6) To undertake any other purpose which, at the discretion of the majority of members, is considered to be necessary and proper.

Part 2 Membership

5. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, or
 - (b) is a natural person representing a business, or
 - (c) is a corporation under the Corporations Act 2001 (Cth).
 - (d) any incorporated entity which has a not for profit objective in its constitution or rule.
 - (d) is an association incorporated under the Associations Incorporation Act 2009 (NSW)

6. Classes of membership

Full Membership

Any individual or corporation involved in the amusement, leisure and recreation industry, may be eligible for full membership of the association.

Engineer Membership

Any individual who carries out engineering inspections and certifications in the amusements, leisure and recreation industry

Student Membership

Any full-time student in leisure, tourism or related subjects may be eligible for Student membership of the association

Honorary Life Membership

This membership may be offered to individuals who have rendered service to the association and/or industry in the form of:

- (a) development of professional and operational standards within the industry, or
- (b) The creation of employment and successful amusement, leisure and recreational attractions that have assisted the economic development of the industry, or
- (c) Any service to the industry the board may recognise.

Association Membership

Any association within the amusement, leisure, tourism or recreation industries

7. Nomination for membership

(1) A nomination for membership of the association:

- (a) must be made in writing on the official AALRA membership form, and
- (b) must be lodged with the Executive Director of the association together with the appropriate joining fee and annual subscription.

(2) As soon as practicable after receiving a nomination for membership, the Executive Director must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.

(3) As soon as practicable after the Board makes that determination, the Executive Director must:

- (a) notify the nominee, in writing, that the application has been approved or rejected (whichever is applicable), and, if approved
- (b) the Executive Director must enter or cause to be entered the nominee's name in the register of members of the association.

8. Industry Sectors

(1) The association aims to represent the following industry sectors:

- (a) permanent outdoor attractions,

- (b) aquatic attractions including swimming pools,
- (c) transportable attractions including Showmen,
- (d) permanent indoor attractions including indoor play centres,
- (e) events and festivals, and
- (f) professional services including any industry with involvement with the recreation, leisure, amusement and entertainment industry.

(2) The Membership Categories for annual fees are as follows:

- Full members (individuals)
- Corporate A (Turnover up to \$2m)
- Corporate B (Turnover from \$2m to \$10m)
- Corporate C (Turnover above \$10m)
- Association
- Engineer
- Student

(3) A nominee for membership of the association must, on admission to membership, pay to the association a joining fee as set by the Board

(4) Annual fees will be set by the Board and remain for twelve months.

(5) The membership financial year is 1 January to 31 December inclusive.

9. Cessation of membership

A person ceases to be a member of AALARA if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) becomes bankrupt or an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (e) fails to pay the annual membership fee within 3 months after the fee is due.

10. 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 on cessation of the person's membership.

11. Resignation of membership

(1) A member of AALARA may resign from membership of the association by first giving to the Executive Director written notice of at least one month, (or such other period as the Board may determine), of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of AALARA ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Executive Director must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

12. Register of members

(1) The Executive Director of AALARA must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept:

(a) at the main premises of the association, and

(b) in NSW at the AALARA public officer's address.

(3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(4) If a member requests that any information contained on the register about the member, (other than the member's name), not be available for inspection, that information must not be made available for inspection.

(5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

13. Resolution of disputes

(1) A dispute between a member and another member, (in their capacity as members), of the association, or a dispute between a member or members and AALARA, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

14. Disciplining of members

(1) A complaint may be made to the Board by any person that is a member of AALARA:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the association.

(2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Board decides to deal with the complaint, the Board:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(5) If the Board expels or suspends a member, the Executive Director must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.

(6) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

15. Right of appeal of disciplined member

- (1) A member may appeal to AALARA in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Executive Director a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Executive Director must notify the Board, which is to convene a general meeting of the association to be held within 28 days after the date on which the Executive Director received the notice.
- (4) At a general meeting of AALARA convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of AALARA present at the meeting.

PART 3 - The Board of Directors

16. Powers of the Board

Subject to the Act, the Regulation and this constitution and to any resolution passed by AALARA in general meeting, the Board:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution 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 Board to be necessary or desirable for the proper management of the affairs of the association including the appointment of Auditors, and
- (d) has the power to appoint a non-member to be an Executive Director to manage the day to day running of the association

(e) will implement the policies of AALARA in accordance with the AALARA Policies Manual and the constitution.

17. Composition, terms and membership of the Board

(1) The Board is to consist of:

- (a) the office-bearers of the association, and
- (b) at least five ordinary board members.

(2) The total number of Board members is to be nine.

(3) The office-bearers of AALARA are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the past president

(4) At the first Board Meeting after each Annual General Meeting the Board Members must, subject to clause 17(7), appoint or confirm as appropriate a president, vice president, and treasurer from among their number. Subject to this Constitution, those Office Bearers hold office for two years unless otherwise specified.

(5) Each member of the Board is, subject to this constitution, to hold office for two years following the date of the member's election as a Director. Such Director is eligible for re-election but shall not hold office for more than four consecutive terms.

(6) Having served four consecutive terms a Director is not eligible to stand for re-election to the Board for a twelve month period.

(7) **Succession Planning:** In the interests of succession planning candidates for president shall first be elected as vice president. The ballot to elect the vice president shall be a secret ballot of the Board that shall be conducted at the first meeting of the Board following the annual general meeting. The vice president automatically becomes the president at the conclusion of the president's two year term of office, or prior to two years should the president cease to fulfil a two year term.

(8) The president automatically assumes the role of 'immediate past president' when the president's term of office is completed.

(9) The past president will hold the office of 'past president' for one year only, following the completion of his term of office as president. The immediate past president may only seek re-election to the Board if he or she has served as a Director for six or less years.

(10) Following the natural term service of the existing Board Directors and at the discretion of the Board, the make-up of the Board Directors should not exceed any more than three (3) Members from each industry sector. These industry sectors include: Theme Parks & Outdoor fixed attractions, Aquatics, Indoor Play/FEC's & Laser Tag/Skirmish, Go-Karts, Transportable Rides & Attractions, Events and Festivals, Manufacturers and Suppliers, Engineers.

18. Election to the Board of Directors

All positions subject to election at the Annual General meeting shall be declared by notice at least 35 days (5 calendar weeks) prior to the AGM.

(1) Nominations of candidates for election as Directors of AALARA:

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

(b) must be delivered to the Executive Director of AALARA at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place, and

(c) if insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.

(2) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

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

(5) The election of members of the Board is to be conducted either;

(a) by postal vote in accordance with clause 30. (2) and the results announced at the annual general meeting or,

(b) by an online vote in accordance with clause 31. and the results announced at the annual general meeting, or

(c) by ballot at the annual general meeting in such usual and proper manner as the Board may direct.

(d) by an online vote in accordance with clause 31, and the results announced at the annual general meeting, or

(7) A person nominated as a candidate for election as an office-bearer must be a financial full member of AALARA and must have been a member for at

least 12 months at the time of nomination and must have been a member for at least 12 months at the time of nomination.

19. Board Duties

(1) Board members must abide by the code of conduct as enumerated in the AALARA Policies Manual.

(2) Duties of President. The President shall preside at all meetings of the Board and shall be an ex officio member of all other committees. The President shall have the right to vote on all matters brought before the Board, and all other committee meetings at which he or she is in attendance.

(3) Duties of Vice President. The Vice President shall assist all Board and committee members as may be required from time to time, to be a member of any conference or special event coordinating subcommittee and assume the duties of the President in times of his or her absence.

(4) Duties of Immediate Past President. The Immediate Past President shall be a member of the Board.

(5) Duties of Treasurer. The Treasurer shall be responsible for all Association financial matters including the collection of membership fees, as may be determined by the association from time to time. The Treasurer will present a financial account to the Board meeting and be responsible for all bank accounts of the Association. The Treasurer will be a co-signatory, with the President, and AALARA Executive Director for cheques and bank payments drawn against the association.

(6) Management of Executive Director

The Board shall appoint one board member to be the direct manager of the Executive Director. This board member shall take responsibility for the performance review and management of the Executive Director. This person will also be Chairperson of the remuneration committee; a temporary committee of board members set up annually to review the remuneration package of the Executive Director.

(7) Duties of Board Members

Board Members may be requested to attend to subcommittee duties as follows:

(a) Conference Organising Committee.

The Board shall appoint annually a committee who shall be financial members of the association, whose responsibility it shall be to organise the annual Conference and Trade Show for AALARA. At least one member of the Board shall be appointed to this committee. The highest-ranking member of the Board that is appointed to this committee shall chair the committee unless otherwise agreed

(b) Other Temporary or Specific Committees.

Temporary and specific committees shall be formed as required by the Board and invited to the Board meetings when agenda items require a submission

from a particular committee. Any Financial Full member of AALARA may be invited by the Board to serve on a temporary or specific committee.

(8) Duties of the Committee Chairperson.

The Committee Chairperson or the alternate will report to the Board in writing on the committee's area of responsibility or project no later than seven days prior to a Board meeting.

(9) Duties of the AALARA Executive Director.

The Executive Director shall be responsible for all notices relating to meetings, attend to inwards and outwards correspondence and the day to day administration of AALARA business. This includes preparing and maintaining all financial records and undertaking such other work and projects as specified within the Executive Director Position Description. The AALARA Executive Director shall be a co-signatory, with the President or Treasurer, for cheques and bank payments drawn against the association. The AALARA Executive Director shall be an ex officio member of all committees as a non-voting member and will also be a non-voting member of the Board of Directors.

20. Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the Board, the committee may appoint a member of AALARA to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies, or
- (b) ceases to be a member of AALARA, or
- (c) becomes bankrupt or an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the Executive Director, or
- (e) is removed from office under clause 18, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

21. Removal of Directors

(1) Board members are expected to attend at least 75% of scheduled Board meetings in addition to the AGM. Failure to comply with this requirement, without adequate explanation, may result in a resolution being put in general meeting to remove such a member before the expiration of the Director's term of office.

(2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates, makes representations in writing to the Executive Director or president and requests that the representations be notified to the members of the association, the Executive Director 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. Board meetings and quorum

(1) The Board must meet at least 4 times in each period of 12 months at such place and time as the Board may determine.

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

(3) Oral or written notice of a meeting of the Board must be given by the Executive Director to each member of the Board at least 48 hours, (or such other period as may be unanimously agreed on by the members of the Board), before the time appointed for the holding of the meeting.

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

(5) Attendance by greater than 50% of the members of the Board constitutes a quorum of a meeting of the Board.

(6) No business is to be transacted by the Board 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 is to stand dissolved and rescheduled at the soonest practical time to achieve a quorum.

(7) At a meeting of the committee:

(a) the president or, in the president's absence, the vice-president is to preside,
or

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

(8) Board members may be required to submit a written report to the Board, on an assigned area of responsibility or project, seven days prior to the scheduled Board meeting.

(9) Board and committee meetings may be held via video teleconferencing or other suitable means of electronic communication

Part 4 - General meetings of the Association

23. Annual General Meeting.

(1) An Annual General Meeting of AALARA is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the Board thinks fit, by the Executive Director of AALARA, at least thirty-five (35) days before the time of such a meeting, by a notice to all financial members, either by post, facsimile, or email.

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

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

(b) to receive from the president's reports on the activities of the association during the preceding financial year, and

(c) to receive and consider any financial statements or reports required to be submitted to members under the Act, and

(d) to elect the directors of the association to the board, subject to the requirements enumerated in clause 15 The Board may appoint a returning officer or scrutineer in respect of each election of Board Members under this clause.

24. Special General Meetings.

Special meetings shall be called by the Executive Director of AALARA with a notice in writing to all financial members, either by post, facsimile, email, subsequent to a resolution of the majority of the Board or by at least 25 financial members of AALARA. Such meeting notices shall state the nature of the meeting, the business to be conducted and shall be circulated to all financial members. Such notices shall be issued 14 days prior to the time of such a meeting.

25. Extraordinary General Meetings.

The board may call an extraordinary meeting during a period of the Association conference, by giving at least eight (8) hours notice of such Extraordinary Meeting to all financial members attending the Conference. Such notice will be considered to

have been given by the placement of a written notice on a Message Board that will be situated in the Conference registration area of the Conference.

26. Quorum for general meetings

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

(2) 25 members present, (being Full members entitled under this constitution 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:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same 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 at least 3) are to constitute a quorum.

27. Voting

Voting rights shall be limited to financial Full Members (Type (1)), or (Type 1 – refer to Clause 6, Classes of Membership) or Honorary Life Members (Type 4 – refer to Clause 6, Classes of Membership) (Type (4)) present at any general meeting of AALARA or in any ballot or vote or in any ballot or vote.

(1) On any question arising at a general meeting of AALARA a member has one vote only.

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

(3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

(4) A member is not entitled to vote at any general meeting of AALARA if the member is under 18 years of age.

28. Proxy Votes

Proxy votes may be assigned to any Financial Members or Honorary Life Members by notice in writing to the Executive Director of AALARA at least seven (7) days prior to any General Meeting of the association.

Such notices must be made on the formal Proxy Voting form which shall contain the following information:

- (a) the resolution/s to be considered, and
- (b) the absent member's name and membership details, and
- (c) the name and membership details of the financial member attending the meeting to who the proxy vote is assigned.

29. Electronic Mail

All notices to and from members of AALARA may be issued by electronic mail services (Facsimile and email) and are deemed to have been received, and in the case of facsimile transmission, one hour following transmission (which shall be determined by the production of a confirmed transmission report at the point of dispatch) and in the case of email, one hour after the email has been sent.

30. Postal Ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal ballot if required is to be conducted in accordance with Schedule 3 of the regulations.

31. Online Ballots

- (1) The association may hold an online ballot to determine any issue or proposal (other than an appeal under clause 15).
- (2) An online ballot, if required will be conducted by a professional third party company engaged specifically for that purpose.

Part 5 - Miscellaneous

31. Gratuities and Remuneration

- (1) Gratuities or Remuneration may be paid to any member of the Board of Directors appointed for a short-term Specific Task. A duty specification shall be produced to clearly establish the parameters of such short-term specific task and a diary of activity shall be presented to the Executive Director before any payments are authorised.

(2) Out of pocket expenses may be recouped on production of receipts or other proof of payment, when such out of pocket expenses are relevant to the matters of managing the Association on behalf of its members.

(3) Membership of the Association in any capacity does not preclude any opportunity for members to tender for supply of goods or services to the Association for its members. Such goods and services will be subject to normal commercial considerations by the Board. Voting on any such proposal shall exclude any participation by the Vendor members or business associate of that member.

(4) Members of the Board shall be entitled to receive a round trip economy airfare to attend interstate Board meetings. One night's accommodation shall also be payable if airline schedules preclude a return trip on the nominated meeting day. The Executive Director will co-ordinate all such travels as required by the Meeting agenda.

32. Indemnification

(1) AALARA will take out insurance to indemnify its Board against legal proceedings and shall extend to any act or failure to act by Members of the Board. Such indemnification shall apply to activities initiated on behalf of the Board of Directors.

(2) AALARA will take out all necessary insurances to protect its assets and indemnify attendees at all events sponsored by the association.

33. Financial Year

The Financial Year of AALARA is from 1 January to 31 December

34. Funds - source

(1) The funds of AALARA are to be derived from entrance fees and annual subscriptions of members, sponsorship or, annual conference and subject to any resolution passed by AALARA, such other sources as the Board determines.

(2) All money received by the association must be deposited as soon as practicable to the credit of AALARA's bank or other authorised deposit-taking institution account.

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

35. Funds – management

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

(2) All cheques, drafts, bills of exchange, bank transfers and other negotiable instruments must be signed by the President or, Treasurer and Executive Director, being members or employees authorised to do so by the Board

(3) An independent Audit of AALARA's books will occur annually in a timely fashion to allow reporting to the Annual General Meeting in accordance with the Act.

36. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer.

37. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

38. Winding Up

(1) If any surplus remains following the winding up of AALARA, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:

- (a) objects which are similar to the Objects of AALARA;
- (b) a constitution which requires its income and property to be applied in promoting its objects; and
- (c) a constitution which prohibits it from paying or distributing its income and property amongst its Members and

(2) The identity of the corporation or institution is to be determined by the Members at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.