



Association of Financial Advisers Limited

Constitution

12 November 2007

A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

Association of Financial Advisers Limited
ABN 29 008 619 921

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Interpretation

1. Any replaceable rules contained in the Act relating to companies do not apply to the AFA.
In this Constitution, unless contrary to or inconsistent with the context:
“**Act**” means the Corporations Act for the time being in force or any replacement of that Act;
 - (a) “**Associate Member**” means an associate member of the AFA;
 - (b) “**AFA**” means Association of Financial Advisers Limited, ABN 29 008 619 921;
 - (c) “**Board**” means the Board of Directors of the AFA from time to time;
 - (d) “**By-Laws**” means the by-laws of the AFA prescribed by the Board from time to time;
 - (e) “**Chief Executive Officer**” means the definition of the role of an appointed person as described in Clause 57;
 - (f) “**Code of Ethics**” means a Code developed by the association for its member’s behaviour;
 - (g) “**Director**” means a person appointed as a Director of the AFA under Clause 30 and 31;
 - (h) “**Employee**” includes, without limiting the generality of the term, servants, agents, consultants, lecturing staff, tutorial staff, examination staff, managers, clerks, secretaries, workers and executives whether casual or permanent;
 - (i) “**Financial Services Industry**” means fields of endeavour concerned with or associated with the provision of financial services by:
 - i. providers of professional services to any of those fields; and
 - ii. regulatory bodies overseeing any of those fields whether governmental or self-regulatory;
 - (j) “**Member**” means a member of the AFA under Clause 11;
 - (k) “**Officer**” means a Director, Secretary or employee of the AFA;
 - (l) “**Organisation**” means any partnership, joint venture, corporation, public authority, or institution;
 - (m) “**Practitioner Member**” means an individual face to face practising adviser of the AFA;
 - (n) “**State**” means any State or Territory of the Commonwealth of Australia as set out in clause 33;
 - (o) “**State Council**” means the council of a State constituted pursuant to Clause 98;
 - (p) “**State Councillor**” means a member of a State Council;
 - (q) “**Register**” means the register of Members kept under the Act;
 - (r) “**Registered Office**” means the AFA’s registered office;
 - (s) “**Seal**” means the AFA’s common seal;
 - (t) “**Secretary**” means any person appointed under this Constitution to perform the duties of a Secretary of the AFA;
 - (u) expressions referring to writing include references to printing, photography and other modes of representing or reproducing words, figures, drawings or symbols in a visible form;
 - (v) words or expressions in this Constitution shall be interpreted according to the Acts Interpretation Act (Cth);
 - (w) the singular shall include the plural and vice versa;
 - (x) headings do not affect the interpretation of this Constitution; and a reference to a section of the Act includes a reference to a corresponding provision of previous or subsequent legislation.
 - (y) In event of inconsistencies between the AFA Constitution and the AFA By-Laws, then the AFA Constitution will prevail.
 - (z) Reference to particular Member categories and different Member categories is to the categories of member set out in Clause 1 of the AFA By-Laws.

Name

2. The name of the Association is "ASSOCIATION OF FINANCIAL ADVISERS LIMITED."

Purposes of the AFA

3. As a professional membership body the AFA's objects are:

- (a) to maintain, improve and develop the standards of quality advice in the financial services industry;
- (b) To maintain the AFA as a Professional Association or body as recognised by the Australian Government.
- (c) to foster a closer professional association between individuals engaged in, connected with, serviced by or interested in the financial services industry;
- (d) To provide post nominals for members based on training, education and ethics.
- (e) to encourage greater dissemination of information on all subjects concerning the financial services industry;
- (f) to promote education and training of its members to standards accepted by the industry, education institutions and the Government.;
- (g) to provide forums of various types for the discussion of professional affairs, interests and duties;
- (h) to publish copies of papers, lectures and professional records from time to time for Members and others and generally collect, collate and publish information of service or interest to Members and the public at large;
- (i) to establish business conduct rules and a code of ethics for Members;
- (j) to promote honourable practice, exercise professional standards over Members and to support and protect the character, status and interest of the financial services industry generally and to secure for members such professional standing as may assist them in their duties;
- (k) to consider questions affecting the interests of Members and the financial services industry generally and to cooperate with and advise Government and relevant authorities in developing financial services and corporate legislation in the public interest and to oppose such legislation when it is deemed contrary to public interest;
- (l) to encourage study by the donation of awards, scholarships and grants to individuals or to educational establishments to encourage the study of subjects relevant to the AFA's objects;
- (m) to establish in each State a State Council whose membership may include representatives of Local Chapters existing within the State area, where these Chapters objectives are firstly to promote and grow the AFA, secondly to foster existing members and their expertise, and recruit new members. ; and
- (n) to engage in other activities in support of the above objectives;
- (o) to, recognise, through the provision of awards, any person, being a Member or non member of the Association who has rendered outstanding service to the financial services industry, or to the Association;

and for these purposes, the AFA has the legal capacity of a natural person with all the consequential powers conferred by the Act, provided that the AFA shall not support with its funds or endeavour to impose on its Members or others any regulation or restriction which could make it a trade union within the meaning of any applicable law.

Liability

4. The liability of the Members is limited.

Members Guarantee

5. Every member of the Association agrees and covenants to contribute to the assets of the Association in the event of the Association being wound up while he/she is a Member, or within one year after he/she ceases to

be a Member for the payment of the debts and liabilities of the Association and the costs, charges and expenses of winding up the Association such amount as may be required but not exceeding \$100.00

Assets and Income

6. The assets and income of the AFA must be applied solely towards the promotion of the objects of the AFA as set out in this Constitution. No portion is to be distributed directly or indirectly to Members except as bona fide compensation for services rendered or expenses incurred on behalf of the AFA.

7. Subject to Clause 8, the AFA is prohibited from making payments to any Director other than for payment of:

- (a) out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount approved by the Board;
- (b) any service rendered to the AFA by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service and amount payable has the approval of the Board and is not more than an amount which commercially would be reasonable payment of the service to recognise substantial additional time spent by individual Directors on the activities of the AFA; and
- (c) any salary or wage due to the Director as an employee of the AFA where the terms of employment have been approved by the Board.

8. The Board may authorise the payment of reasonable Directors' fees (which may vary according to the office held) subject to limits approved by the Members in general meeting from time to time.

Effect of Winding Up

9. Every Member undertakes to contribute to the assets of the AFA if it is wound up while he or she is a Member or within one year after he or she ceases to be a Member for payment of the debts and liabilities of the AFA contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up, and for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding \$100.00.

10. If the AFA is wound up or dissolved, any property remaining after such dissolution or winding up and after the satisfaction of all its debts and liabilities must be transferred to one or more institutions having objects or purposes substantially similar to the objects of the AFA which is not carried on for the profit or gain of its individual members.

The institution or institutions will be determined by the Members at or before the time of dissolution and in default by a Judge of the Supreme Court of New South Wales who has or acquires jurisdiction in the matter.

Members

11. Subject to this Constitution, the Members of the AFA shall be those individuals and an individual nominee of a Corporate Member who are members of the AFA of a particular class and category at the time of adoption of this Constitution and any new individuals admitted under Clause 1 of the AFA By-Laws.

12. Membership of the Association will be based on one of the categories listed in the By-laws.

13. The Board will set out in By-Laws the criteria for admission to membership in each category. To apply for admission as a Member of a particular category the individual must meet the relevant criteria and submit an application to the AFA. Acceptance is subject to the approval of the Board.

14. A Member may use the post- nominal as prescribed in the By-Laws for their category of membership.

15. A potential Member must submit an application along with such fees and/or further items as set out in the By-laws to the AFA.

16. The Board may prescribe By-Laws changing or adding to procedures for admission of Members.

17. Membership of the AFA is not transferable.

Privileges and Obligations of Members

18. Members are entitled to a certificate of membership. The certificate of membership is the property of the AFA and on cessation of membership must be returned to the AFA unless the AFA allows otherwise.

19. Practitioner Members and Associate Members are entitled to attend and vote at general meetings of the AFA. Each of these categories of Membership has one vote. Student Members may attend general meetings of the AFA but may not vote.

20. The Board may make by-laws changing members' privileges and obligations.

Membership Fees

21. The AFA from time to time will prescribe the amount and arrangements for payment of fees payable by an applicant or existing Member.

22. Annual fees will not be payable by a Member admitted as a Life Member or by members who are otherwise entitled to ongoing membership without payment of further fees.

23. Any Member who has failed to pay their annual fee or part thereof within 3 months of the due date may be removed from the Members Register. If the outstanding amount and any additional administrative charges prescribed by the Board is paid before the end of 12 months from the due date of such annual fee the Member may apply for re-admission.

24. The Board may make By-Laws governing membership fees.

Resignation of Membership

25. Any Member may resign his or her membership by notice in writing to the AFA accompanied by their certificate of membership unless the AFA consents to its retention by the resigning Member.

Discipline of Members

26. The Board will set out in the By-Laws the circumstances that may give rise to disciplinary proceedings, and may set out different consequences for different circumstances. The By-Laws will set out which matters will be decided by the Board, and which will be decided by a committee or other person or group designated by the Board.

27. Where the AFA becomes aware that there may be circumstances which would be grounds for disciplinary action against a Member, the President, the Chief Executive Officer or any other Officer nominated by the Board for that purpose ("**Investigating Officer**") may investigate the matter further and must report to the Board, or a Disciplinary Committee in accordance with the By-Laws.

28. Any Member subject to consideration of disciplinary action must normally be given a reasonable opportunity to make submissions on the matters under consideration, in accordance with the By-Laws. However, the AFA need not seek submissions where the Member has been convicted of an offence involving fraud or dishonesty.

29. Where:

- (a) all avenues of appeal under the By-Laws have been pursued; or
- (b) the Board has given a final determination on the discipline of a Member,

neither the Member nor any other person has a right to further appeal. However, if additional facts relevant and significant to the matter subsequently emerge, the Investigating Officer may consider the facts and if thought fit refer the matter to the Board or relevant committee for reconsideration.

30. The Board may from time to time prescribe other By-Laws that elaborate on the principles in Clauses 26 to 29 inclusive, or that otherwise deal with the discipline of Members and procedures for decision-making, provided that the By-Laws do not contradict this Constitution.

Appointments to the Board and Office Bearers

31. Unless otherwise determined by the AFA in general meeting, the maximum number of Directors is 10 who shall be elected for various terms as listed below in clause 44, excepting for a Director appointed under clause 32 (c).

32. The Board shall consist of:

- (a) National President, National Vice-President, National Treasurer each elected as directors to that position in a general ballot, first past the post, of all Members entitled to vote prior to an annual general meeting, and
- (b) 6 Directors, each elected in a general ballot of Members prior to an annual general meeting, as follows:
 - (a) 6 State Directors who each at the time of their election obtain the highest number of votes of all candidates whose primary places of residence at the time of nomination were that candidate's State.
 - (b) Each member entitled to vote shall have one vote in respect of each of the vacant positions of National President, National Vice-President and National Treasurer. In addition, each member entitled to vote shall have one vote in respect of a vacant State Director's position for the State in which they reside. For the purposes of votes cast in accordance with this provision, the test will be as per the electoral role of each State.
- (c) Each year the board may in its absolute discretion appoint 1 additional External Director without voting rights to provide additional expertise to the Board or for any other reason the Board thinks fit. A person so appointed will serve for a period of one year but may be reappointed for an additional period.
- (d) The Chief Executive Officer appointed by the Board may be required to attend board meetings without voting rights.
- (e) The Directors may invite the Immediate Past National President as a non-elected Associate director without voting rights for the two meetings following an AGM where a new President has been elected.

33. The States defined for the purposes of elections to the Board as:

- (a) Tasmania;
- (b) New South Wales and the Australian Capital Territory;
- (c) Victoria;
- (d) Queensland;
- (e) South Australia and the Northern Territory; and
- (f) Western Australia.

34. If in an election, there is no candidate with their primary place of residence in a State, the position on the Board that would have been filled from that State, will be filled by the Board seeking a suitable candidate from

that State. Such a person, if appointed, will serve until the next AGM when nominations will be called for the position.

35. Subject to Clause 40, an election of Directors shall be held before every annual general meeting for those positions which:

- (a) Are vacant due to a casual vacancy at the time of calling for nominations, or which is due to become vacant under Clause 37; and
- (b) Will become vacant due to the retirement of Directors under Clause 42(c).

36. The results of each election of Directors shall be announced by the Chair at the annual general meeting following the election and those declared elected shall take office from the conclusion of that annual general meeting.

37. The Board may, by resolution, fill a casual Board vacancy until the close of the AFA's next annual general meeting. Where a State Director held a vacated position, the Board shall fill the vacated office with a person from the same State.

38. The Board may make By-Laws with respect to the conduct of elections, provided that such By-Laws do not affect the rights of Members, Directors or candidates under this Constitution.

39. The closing date for nominations for election of Directors is 42 days prior to the relevant annual general meeting.

40. If the number of nominations received is equal to or less than the number of positions under Clause 32, no ballot is required and those persons nominated shall be declared elected at the annual general meeting.

It is desired that nominees for the position of National President, National Vice President and National Treasurer to have served a term as a State Director on the Board prior to their nomination.

Terms of Office and Retirement of Directors

41. The Directors to retire under Clause 42 shall be determined by the Board prior to calling for nominations.

42. The following Directors automatically retire from office at the conclusion of each annual general meeting providing that their term of office has expired:

- (a) any Director filling a casual vacancy;
- (b) any additional Director appointed under Clause 32(c);
- (c) any other Director who at the conclusion of that annual general meeting, will have held office for 3 or more terms since being elected to office.

43. Any Director who has reached the age of 65 years shall not be eligible for re-election.

44. The terms of office for the various positions are as follows:

President, one term of two years.

Vice President, initial term of two years, with an option to re-nominate for a further two-year term.

Treasurer, initial term of two years, with an option to re-nominate for a further two-year term, subject to clause 42 (c).

State elected Directors, initial term of two years with an option to re-nominate for a further two-year term, subject to clause 42 (c).

Qualifications for Directorship

45. To be eligible for election or appointment to the Board, a candidate must be a Practitioner Member (except an appointment made under Clause 32(c)).

46. The requirements needed by Practitioner members for re-election to the Board are set out in the Bylaws. A maximum period of service for anyone person as a Director of the AFA shall be ten years.

Removal from the Board

47. A person ceases to be a Director if they:

- (a) cease to be a Practitioner Member;
- (b) are suspended or excluded for any period from being a Member;
- (c) fail to attend 3 meetings of the Board or 3 meetings of a committee of the Board of which the Director is a member in the period between the holding of an annual general meeting and the holding of the subsequent annual general meeting, without the leave of the Board or relevant committee, and the Board agrees that the person should cease to be a Director;
- (d) become prohibited from being a director of a company by reason of any order made under the Act;
- (e) resign from the Directorship by notice in writing to the AFA, effective upon receipt of that notice.
- (f) reach the age of 65 years at which time they may only serve until the next AGM.
- (g) Are removed as a Director pursuant to Clause (48)

48. The AFA in general meeting may by a majority vote:

- (a) remove a Director from office in accordance with the Act; and
- (b) by resolution fill the office vacated by a Director who is removed under Clause 47(a) by appointing another eligible Member to that office until the next AGM.

Powers and Duties of the Board

49. Subject to the Act and this Constitution all the business and affairs of the AFA shall be managed by the Board which may exercise all the powers of the AFA not required by the Act or by this Constitution to be exercised by the AFA in general meeting. No resolution made by the Members in general meeting shall invalidate any prior act of the Board that would have been valid if that resolution had not been made.

50. If the number of Directors falls below the quorum fixed in this Constitution, the continuing Directors may only act for the purpose of increasing the number of Directors to at least the quorum or of summoning a general meeting of the Company or in emergencies.

51. The Directors will have all the powers of a natural person in performing their duties as a Director without limitation to sign cheques and enter into contracts that otherwise bind the AFA.

52. The Board may from time to time prescribe such By-Laws, not inconsistent with this Constitution, as the Board deems fit, to govern the affairs of the AFA. The Board shall take reasonable steps to ensure that up-to-date copies of all By-Laws are available to interested Members.

Delegation

53. The Board may delegate any of its powers to a committee or committees of the Board.

54. A committee to which any powers of the Board have been so delegated must exercise the powers in accordance with any special directions of the Board.

55. Subject to any specific By-Laws governing a committee, the provisions of this Constitution applying to meetings and resolutions of the Board apply, so far as they can, to meetings and resolutions of a committee appointed under Clause 53.

56. The Board may delegate any of their powers to one Director or to one or more employees. A Director or employee to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board and conform to the Act, this Constitution and the By-Laws.

Chief Executive Officer

57. The Board may appoint a Chief Executive Officer of the AFA and the Board may delegate to him/her such powers, discretions and duties of the Board as the Board thinks fit and, subject to the rights of the parties to under any contract, may revoke, suspend or vary any powers so delegated and or, remove a person so appointed from that office. The CEO will report to the Board.

Executive Committee

58. The Board will appoint an Executive Committee to oversee the day to day activities of the Association as well as preparing other matters for discussion and consideration by the Board. The Executive committee will generally consist of the President, Vice President, Treasurer and the Chief Executive Officer or another person considered appropriate by the Board with a maximum of 4 members on the Executive committee at any one time.

Secretary

59. Notwithstanding the title "Chief Executive Officer", the person so appointed will perform the functions of company Secretary in accordance with the requirements of the Act. In the event that the Chief Executive Officer is not considered by the Board to be qualified to fulfil the requirements of this role, the Board may determine to appoint the Vice President to fulfil this role or outsource the role to a suitably qualified person.

Advisory Boards

60. In addition to their power to appoint committees under Clause 53, the Board may from time to time convene advisory boards or boards of reference, or a task force, made up of persons who may or may not be Members, to provide advice to the Board on particular matters.

Board Meetings

61. The Directors will meet together for the dispatch of business and regulate their meetings as they think fit.

62. Meetings of the Board shall be called by the Secretary at the request of the President, Vice-President or of any 3 Directors.

63. Notice of a meeting of the Board must be given to each Director:

- (a) specifying the time and place and stating the nature of the business to be transacted at the meeting;
- (b) at least 3 clear days before the meeting (except in emergencies when 24 hours' notice may be given);
- (c) in person, by post, telephone, facsimile transmission, electronic mail or by any other method of written, audio or electronic communication to the Director;
- (d) at the Director's address or number last notified to the AFA.

64. Failure to give notice of the meeting of the Board to a Director does not invalidate anything done, or resolution passed at the Board meeting if the failure occurred by accident or where the Director concerned waives notice of that meeting or attends the meeting.

65. No business may be transacted at a meeting of the Board unless a quorum of Directors is present at the time the business is dealt with. The quorum is 6 Directors from at least three States. If a quorum is not present, then the meeting will be adjourned until the same time and place next week where upon a quorum will be deemed to consist of 4 Directors.

66. The Directors present may elect one of their numbers to act as Chair for any Board meeting. In the absence of such an election the President will take the Chair.

67. All acts of the Board, or a committee of the Board, or any Director to whom powers, duties or discretions have been delegated, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person, or that one or more Directors were disqualified, be as valid as if every such person had been duly appointed and every such Director was qualified.

68. Questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present.

69. In an equality of votes, the Chair has a second or casting vote.

70. A resolution in writing signed by a quorum of Directors (who are each entitled to vote on the matter) is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted on the date and at the time the last Director signed. That resolution may consist of several copies of a document each signed by one or more Directors.

71. The Directors may meet in person or by telephone or other instantaneous means of conferring for the dispatch of business (or by any combination of those means) which allows each person present to hear and be heard by each other person present, and regulate such meetings as they determine.

72. A minute of any Board meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if signed as a correct record by the Chair of the meeting.

Conflicts of Interest

73. Subject to the Act and Clauses 74 and 75:

- (a) no Director or proposed Director is disqualified by that office from:
 - a. entering into a contract, agreement or arrangement with the AFA;
 - b. becoming or remaining a Director of any company in which the AFA is in any way interested or which is in any way interested in the AFA;
- (b) no contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the AFA can be avoided; and
- (c) no Director who:
 - a. enters into a contract, agreement or arrangement in which the Director has an interest; or
 - b. is a Director of the other company with which the AFA has entered into the contract, agreement or arrangement,

is liable to account to the AFA for any profits or remuneration realised by that Director as a result of their being interested or being a director of the other company.

74. Subject to the Act:

- (a) The nature of a Director's interest in any contract, agreement or arrangement must be declared by that Director at a meeting of the Board in accordance with the Act as soon as practicable after the relevant facts have come to that Director's knowledge.
- (b) A Director who holds an office or possesses property whereby duties or interests might be created directly or indirectly in conflict with their duties as Director must declare at a meeting of the Board the fact and the nature, character and extent of the conflict.

- (c) A general notice that a Director is a member of any specified firm, partnership, entity or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Director and the transactions. The Secretary must record in the minutes any declaration made or any general notice given by a Director pursuant to this clause.

74. Subject to the Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

- (a) must not vote on the matter (or in relation to a proposed resolution under Clause 74(b) in relation to the matter, whether in relation to themselves or a different Director); and
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting, unless:
 - 1) the matter applies to an interest that the Director has as a Member in common with the other Members; or
 - 2) the Directors who do not have a material personal interest in the matter have passed a resolution that specifies the Director, the material personal interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.

No Alternate Directors

76. No Director may appoint an alternate Director.

General Meetings

77. An annual general meeting of the AFA shall be held in accordance with the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

78. An extraordinary general meeting of the AFA shall be convened by the Secretary on a resolution of the Board or may otherwise be called or requisitioned in accordance with the Act.

79. The Board may, subject to the Act, postpone, cancel or change the venue for a general meeting.

80. All business that is transacted at an extraordinary general meeting, and all business to be transacted at an annual general meeting shall be special, except the consideration of the annual financial report, Directors' Report and Auditor's Report, the election of Directors, appointment of the Auditor and the fixing of the Auditor's remuneration.

81. The Secretary must cause notice of any general meeting to be given in accordance with the Act. A person entitled to notice of any general meeting may waive that notice by a notice in writing to the Secretary.

82. The non-receipt of notice of a general meeting or proxy form, or of a ballot paper or a failure to give one of these to someone entitled to notice of a general meeting does not invalidate anything done or resolutions passed at the general meeting if the non-receipt or failure occurred by accident or the Member waives notice or attends the meeting.

83.

- (a) The President of the AFA, if present within 15 minutes after the time appointed for the start of the general meeting and willing to act, must preside as Chair at each general meeting.
- (b) If the President is not present within 15 minutes of the appointed time, or unwilling to act, the Vice-President must preside as Chair, if present and willing to act.
- (c) If neither the President nor Vice-President is present within 15 minutes of the appointed time and willing to act, then the Members present must elect to chair the meeting any other Director who is present and willing to act.
- (d) If no other Director willing to act is present at the meeting, a Member who is present and willing may be appointed to chair the meeting.

84. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The quorum for a general meeting of voting members is 50 members present in person or represented by their nominated representative, proxy, or attorney. If, at any such meeting a quorum is not present within half an hour of the time appointed for holding the meeting, the meeting shall stand adjourned to a day and hour and at a place fixed by the majority of the Members present, and at such adjourned meeting there must be present a quorum of 50 voting Members, failing which the meeting is cancelled.

85. The Chair of any general meeting may, with the consent of the meeting and shall if directed by the meeting adjourn a general meeting in accordance with the Act.

Proceedings at General Meetings

86. The Chair of a general meeting may require the adoption of any procedures, which are in his or her opinion necessary or desirable for proper and orderly debate, discussion or voting, and for the casting or recording of votes.

87. The Chair of an annual general meeting must allow a reasonable opportunity for Members as a whole at the meeting to ask questions (including asking questions of the Auditor or Auditor's representative) or make comments on subjects permitted by the Act.

88. Subject to Clause 85 the Chair of a general meeting may refuse to allow a debate or discussion on any business, question, motion or resolution which is not within the business referred to in the notice of meeting and not otherwise required by the Act to be considered at the meeting.

89. Subject to the Act, the decision of the Chair of a general meeting on any matter relating to the conduct of or procedures to be followed at the meeting is final.

90. The Board may prescribe such By-Laws regarding proceedings and votes at general meetings, including the exclusion of persons from meetings, as it sees fit from time to time subject to the Act and this Constitution.

Votes of Members

91.

- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the Chair or at least 5 Practitioner Members present in person or by proxy. The demand for a poll may be withdrawn. A poll may not be demanded on an adjournment or a procedural motion.
- (b) Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the AFA, shall be conclusive evidence of fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

92. In the case of an equality of votes, on a show of hands or on a poll, the Chair of the meeting has a second or casting vote.

93. Votes may be given either personally or by proxy.

94. The instrument appointing a proxy shall be signed by the appointor.

95. A proxy holder does not have to be a Member.

96. Every instrument of proxy shall be in the form prescribed by the Board in the notice of meeting or otherwise in a form complying with the Act.

97. The instrument appointing a proxy shall be deposited, or sent by such means as the Board prescribes, at or to the Registered Office of the AFA or other place specified for that purpose in the notice meeting, no later than the deadline specified in the notice.

State Councils

98. The State Director may establish State Councils. The major purpose of the State Council is to assist the State Director in the development of the AFA in that State and the establishment of AFA Chapters in major centres though out the State. The Board may, subject to this Constitution, make By-Laws relating to State Councils.

Accounts

99. The Board must cause proper financial records to be kept and must send to Members, as required by the Act, copies of the AFA's financial report (including the financial statements), the Directors' Report and the Auditor's Report on the financial report, for each financial year of the AFA. The Directors must lay before the annual general meeting those reports for the last financial year that ended before an annual general meeting, as required by the Act.

100. Subject to the Act, the Board may offer Members an option not to be sent a copy of the AFA's financial reports. If a Member who has selected this option subsequently wishes to receive the AFA's financial reports, the AFA must send current and/or future reports to that Member.

Audit

101. The Board must cause the financial records of the AFA to be examined by a properly qualified Auditor or Auditors at least once for each financial year and the report tabled at the annual general meeting..

Notices

102. A notice may be given by the AFA to any Member either personally, forwarded electronically (email) or by sending it by post to the Member at the address supplied to the AFA for the giving of notices to such Member. Where a notice is sent by post or forwarded electronically (email), service of the notice shall be deemed to be effected by properly addressing, prepaying and posting or being forwarded electronically (email) a letter containing the notice, and to have been effected on the day after the date of its posting or being forwarded electronically (email).

Indemnity

103. To the maximum extent permitted by the law, the AFA indemnifies each Officer against any liability, including any liability for legal costs, incurred by the Officer in their capacity as Officer. In Clauses 103 to 104 "Officer" means an Officer of the AFA, or a former officer of AFA.

104. The indemnity given in Clause 103 will apply to losses and liabilities incurred both before and after the date of adoption of that clause and will continue in force after the Officer ceases to be an Officer of the relevant body.

105. The AFA may to the extent permitted by law purchase and maintain insurance or pay or agree to pay a premium for insurance for an Officer against any liability incurred by the person as an Officer, provided that the Board may then apply the indemnity given in Clause 104 only to the extent that the loss or liability is not covered by such insurance.

By- Laws and Regulations

106. Any by-law or regulation made by the Board shall be deemed as immediate effect and shall be presented to Members by placing the change showing the old and new on the AFA website. If any member objects within 60 days, then the bylaw or regulation needs to be presented, at the next annual general meeting as part of the agenda, by the Secretary for ratification and may be challenged and disallowed by a majority of not less than 75% of voting Members at that meeting. If defeated then the bylaws or regulation revert to the original.

Sponsorship and Funding

107. The Board shall encourage sponsorship and funding of the AFA to help it achieve its purposes so long as it does not place the Association into a conflict of interest in regards to the AFA principles and practices of a not for profit Professional Association.

Amendment of Constitution

108. Any Amendments to modify, add to, or delete from this constitution can only be effective by a special notice of motion given to members 21 days before, and voted on and passed by a seventy-five (75%) majority at a General Meeting of Members.