



**ABN: 42 009 664 000**

# **RULES OF ASSOCIATION**

**ADOPTED 10 JUNE 2014**

**National Association of Cinema  
Operators-Australasia**

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# **CONSTITUTION**

**THE NATIONAL ASSOCIATION OF CINEMA  
OPERATORS – AUSTRALASIA**

**ABN 42 009 664 000**

**Corporations Act 2001 (Cth)  
A public company limited by guarantee**

**Registered Office:  
10 Donaldson Street, Greenslopes Qld 4120  
PO Box 667, Stones Corner Qld 4120**

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**RULES**  
of  
**THE NATIONAL ASSOCIATION OF**  
**CINEMA OPERATORS — AUSTRALASIA**  
**ABN 42 009 664 000**

**1. INTERPRETATION OF RULES**

1.1 Meanings apply to capitalised terms used in these Rules as specified in this provision, unless the context otherwise requires:

**Accredited Representative** means a person appointed to represent a Member in accordance with Rule 5.8;

**Association** means "The National Association of Cinema Operators - Australasia";

**Board** means the board of Directors of the Association;

**Chairperson** means the chairperson of the Board appointed pursuant to Rule 37.1;

**Corporations Act** means the *Corporations Act 2001* (Cth);

**Director** means a director of the Association and includes the Chairperson and the Executive Director;

**Director Candidate List** means the Director Candidate List prepared in accordance with Rule 31.6;

**Executive Director** means the Executive Director appointed in accordance with Rules 22.3(b) or 37.1;

**Independent Exhibitor** means a Member which owns, controls or operates the business of one or more Theatres which in aggregate contain less than 150 screens in Australia, New Zealand or such other jurisdiction as the Directors may approve;

**Independent Exhibitor Representative** means a Director appointed to represent Independent Exhibitors in accordance with Rule 22.3(b) or elected to represent Independent Exhibitors in accordance with Rule 31;

**Major Exhibitor** means a Member which owns, controls or operates the business of Theatres which in aggregate contain 150 screens or more in Australia, New Zealand or such other jurisdiction as the Directors may approve;

**Major Exhibitor Representative** means a Director appointed to represent Major Exhibitors in accordance with Rule 22.3(b) or elected to represent Major Exhibitors in accordance with Rule 31;

**Member** means a member of the Association as provided by these Rules, and where the circumstances permit shall include the Accredited Representative of a member;

**Officer** means the Chairperson, the Executive Director, each other Director and the Secretary;

**Present** in connection with a meeting of Members, means present in person, by Authorised Representative or by proxy (but not by attorney) at the meeting;

**Screen** means a screen in relation to which Independent Exhibitor or Major Exhibitor has paid the relevant subscription on the due date provided in Rule 6.3;

**Secretary** means the Secretary for the time being of the Association appointed in accordance with Rule 23.2;

**Theatre** means any building, premises, covering, or vehicle used for the purpose of carrying on the business of exhibiting motion pictures; and

**Year** means each period of 12 months commencing on 1 July and ending on 30 June or any other period the Board may determine.

1.2 The following rules of interpretation apply unless the context requires otherwise:

- (a) words importing the singular number only shall include the plural number;
- (b) words importing the plural number only shall include the singular number;
- (c) words importing the masculine gender only shall include the feminine gender;
- (d) words importing persons shall include firms, companies, and corporations of all kinds; and
- (e) headings are for convenience only and do not affect interpretation.

## 2. OBJECTS

The objects for which the Association is established are:

- (a) to promote, advance and protect the business and assets of the Association, to represent and express the interests, views and opinions of the Members as a whole; to consider all questions connected with the business of Members as a whole; to promote or oppose legislative and other measures affecting such business and to do all such other lawful things as are incidental or conducive to the attainment of the above objects;
- (b) to make such representations to Parliament or any other constituted authority as may be deemed necessary in the interests of the Association and to take such action, political or legal as may be required to protect the rights of the Members as a whole;
- (c) to appoint local representatives or agents of the Association in selected and approved localities throughout Australia, New Zealand or such other jurisdiction as the Directors may approve;
- (d) to print, publish, issue and circulate such newspapers and other papers, periodicals, books, circulars, and other literary undertakings as may be deemed desirable or expedient for the dissemination amongst the Members of the Association of information on matters

affecting Theatre proprietors and cinematographer exhibitors, or as may seem calculated, directly or indirectly to advance or contribute to the interests of the Association or its Members as a whole;

- (e) subject to such limitations as may be imposed by law, to purchase, take on lease, exchange, hire or otherwise acquire any real or personal property of any kind whatsoever, and any rights or privileges associated with such property, necessary or convenient for the purposes of the Association;
- (f) to sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Association;
- (g) to raise funds by means of entrance fees, subscriptions, fines and levies for the purpose of carrying on the affairs of the Association;
- (h) to obtain information upon all topics having a practical interest for motion picture exhibitors and to furnish the same to its Members by means of correspondence, periodicals, and annual reports; and
- (i) to do, make and execute all such other acts, matters, things, and instruments incidental to or in extension of the foregoing.

### **3. POWERS**

3.1 The Association has, in the exercise of its affairs, all the powers of an individual.

3.2 The Association may, for example:

- (a) enter into contracts;
- (b) acquire, hold, deal with and dispose of property;
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

3.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

### **4. LIMITED LIABILITY OF MEMBERS**

4.1 The liability of Members is limited.

4.2 Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a Member including 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 but not exceeding the sum of one year's subscription, or in the case of his liability becoming unlimited such other amount as may be required in pursuance of these Rules.

### **5. MEMBERSHIP**

5.1 The Membership of the Association is limited to one thousand Members.

5.2 The Members of the Association shall consist of all such persons as may from time to time be enrolled as Members.

- 5.3 The Members of the Association shall be divided into the following classifications, namely:
- (a) Ordinary Members separated into the following categories:
    - (i) Major Exhibitors; and
    - (ii) Independent Exhibitors;
  - (b) Life Honorary Members; and
  - (c) Associate Members, being Members who qualified for Membership pursuant to Rule 5.4(c) or 5.4(d).
- 5.4 The following shall be eligible to apply for Membership of the Association:
- (a) any person who owns, controls, or operates the business of an exhibitor of motion pictures;
  - (b) any firm, company, or corporation owning controlling or operating the business of a motion picture exhibitor;
  - (c) any person who owns, controls, or operates a business associated with the motion picture exhibition industry or their nominated representative; and
  - (d) a person who has experience in the film industry, but is no longer employed within the industry (but not itself being a company or association representing the interests of motion picture exhibitors generally or any group of them), shall be eligible for Associate Membership providing the Board considers they can still contribute and be of benefit to the Association.
- 5.5 The Board shall be empowered to elect any person to be a Life Honorary Member of the Association as a mark of appreciation for services rendered by him to the Association, or for any donation or donations made by him to the Association, or for any other cause which the Board shall consider sufficient.
- 5.6 Each candidate for Membership must be proposed and seconded by two financial Members of the Association, and elected or rejected by the Board.
- 5.7 Each candidate shall furthermore sign a written application for Membership which shall contain a Declaration by the applicant as to the number and location of Theatres owned, controlled, or operated by him and the number of screens contained in such Theatres. Such application shall be in such form as the Board shall determine and until otherwise so determined shall be as follows:

**THE NATIONAL ASSOCIATION OF CINEMA OPERATORS - AUSTRALASIA**

**APPLICATION FOR MEMBERSHIP**

The Secretary:

The National Association of Cinema Operators - Australasia.

I, ..... of

.....



agree to become a member of The National Association of Cinema Operators - Australasia and to be bound by the Rules of the said Association and declare the number and location of Theatres owned, controlled, and operated by me to be:

.....  
.....

I further declare the number of screens contained in such Theatres to be:

.....  
.....

Dated this ..... day of ..... 20 ..

Applicant's Signature .....

5.8 Each such applicant being a corporation shall at the time of application nominate an Accredited Representative to represent it and to speak and vote on its behalf at all meetings of the Association. Such corporation shall furthermore be entitled at any time and from time to time to remove any such Accredited Representative and appoint another in his place provided that, such new appointee must be approved by the Board, which shall be entitled in its absolute discretion and without assigning any reason therefore to withhold such approval. Members must inform the Secretary in writing of any changes to the number of Theatres and screens they own, control or operate from time to time, as soon as practicable after such changes occur. No Member owning or controlling two or more Theatres shall be entitled to bring forward any business in respect of a Theatre or to cast a vote in accordance with Rule 14, which Theatre or screen (as relevant) has not been declared to the Association.

5.9 The Board shall, in its absolute and uncontrolled discretion be empowered to accept or reject any application for Membership and shall not be bound to assign any reason therefore.

5.10 Each application for Membership shall be sent to the Secretary and accompanied by remittance of any subscription fees payable, the remittance to be refunded in the event the applicant is not admitted to Membership.

**6. SUBSCRIPTIONS**

6.1 Every Member of the Association shall pay an annual subscription fixed by the Board from time to time, provided that, in the case of Major Exhibitors and Independent Exhibitors, the subscription must be levied on the basis of the number of screens contained in Theatres owned, controlled or operated by that Member. In fixing the annual subscription, the Board may differentiate between categories of Membership and may grant any concession it sees fit, including the full or partial waiver of any annual subscription.

6.2 The Board shall review the fees payable by Members as it considers necessary, but at least once each Year.

6.3 Annual subscriptions shall be due and payable in advance on the first day of each Year. The determination of the Board on the amount of any annual subscription shall be conclusive.

6.4 Any Member failing to pay his annual subscription within sixty days of the due date shall be deemed to be un-financial. In the event of any Member becoming

unfinancial the Board may, after having given to the un-financial Member seven days' notice of its intention to do so, at its discretion remove the name of such unfinancial Member from the Members Register and such Member shall thereupon cease to be a Member.

- 6.5 Neither an un-financial Member, nor his Accredited Representative shall be entitled to hold any office in the Association and in the event of any such Member or Accredited Representative holding office at the time of the Member becoming unfinancial, such office shall immediately become vacant.
- 6.6 Neither an un-financial Member, nor his Accredited Representative shall have the right to speak or vote at any meeting of the Association or of the Board and at the discretion of the Board he may be debarred from admission to the premises of the Association.

## **7. MEMBERSHIP**

- 7.1 A Member's resignation shall be in writing and addressed and forwarded to the Secretary.
- 7.2 Membership shall cease and the Secretary may remove the Member's name from the Members Register upon the Board being satisfied that any one of the following has occurred:
- (a) the Board passing a resolution expelling the Member for actions the Board considers are prejudicial to the welfare, interest or character of the Association;
  - (b) a Member being deemed un-financial in accordance with Rule 6.4;
  - (c) the Member being expelled in accordance with Rule 43; or
  - (d) a written resignation from the Member having been received by the Secretary.
- 7.3 If a resolution under Rule 7.2(a) is proposed in relation to any Member, that Member is entitled to:
- (a) receive reasonable notice of the resolution and notice of the reason(s) that the resolution is proposed; and
  - (b) put their case to the Board by giving the Secretary a written statement for circulation to the Board and speaking to the resolution for a reasonable time (which time is to be determined by the Chairperson) at the meeting at which the resolution is considered.
- 7.4 A statement given under Rule 7.3(b) must be circulated to the Board before the meeting or, if there is insufficient time, read out at the meeting before the resolution is considered, unless the statement is more than 1,000 words long or is considered defamatory by the Chairperson.
- 7.5 Any person ceasing to be a Member shall forfeit all rights and privileges to which as a Member of the Association he may have been entitled, but shall remain liable to the Association for the purposes of payment of any subscriptions or other moneys due by him to the Association at the date when he ceased to be a Member.
- ## **8. REGISTER**
- 8.1 The Secretary shall keep a Register in which shall be entered the names and addresses of all Members and Accredited Representatives of Members of the

Association.

- 8.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of Membership and any further particulars as the Board or the Members at any general meeting may require from time to time.
- 8.3 The Register shall be open for inspection at all reasonable times by any Member who previously applies to the Secretary for such inspection.

**9. ANNUAL GENERAL MEETING**

- 9.1 The Annual General Meeting of the Association shall be held in each and every year at such place as shall be determined by the Board.
- 9.2 At least twenty-one days notice of each Annual General Meeting shall be given to the Members. Subject to these Rules such notice shall specify in general terms the nature of the business to be brought before the Meeting and shall also include the financial statements for the preceding Year.
- 9.3 Each financial Member of the Association shall be entitled to attend the Annual General Meeting and to speak and (except those Members who qualified for Membership pursuant to Rule 5.4(d) or 5.4(e)) to vote on all matters before the meeting. Five Members Present (but not including Members who qualified for Membership pursuant to Rule 5.4(d) or 5.4(e)) shall constitute a quorum at any such meeting.
- 9.4 There shall be an Annual General Meeting of the Association once in each year at intervals of not more than fifteen months. Business at the Annual General Meeting shall include the following:
- (a) the presentation and consideration of the Annual Report of the Board;
  - (b) the presentation and consideration of the Auditor's Report (if any), Balance Sheet, and Statement of Receipts and Expenditure;
  - (c) the election of Directors,
  - (d) the auditors or auditor of the Association (if required by the Corporations Act);
  - (e) general matters affecting the interests of Members; and
  - (f) any other business of which at least forty-eight hours' notice in writing to the Secretary has been given except that it shall be competent for the meeting by resolution of not less than three-fourths of those Present at the meeting to consider and determine any urgent matter notwithstanding that such notice has not been given to the Secretary.

**10. SPECIAL GENERAL MEETINGS**

- 10.1 A Special General Meeting of the Association may be convened by the Chairperson or pursuant to a resolution of the Board or a requisition signed by twenty-five Members of the Association and delivered to the Secretary.
- 10.2 At least twenty-one days' notice of the meeting shall be given to the Members setting out in general terms the matters intended to be dealt with at such meeting.
- 10.3 No business other than that specified in the notice shall be transacted at such meeting.

10.4 Four financial Members Present (but not including Members who qualified for Membership pursuant to Rule 5.4(c) or 5.4(d)) shall constitute a quorum at a Special General Meeting.

**11. CANCELLATION AND POSTPONEMENT OF MEETINGS**

11.1 The Board may cancel by notice in writing to all Members any meeting convened by the Board, except that a meeting convened on the requisition of Members shall not be cancelled without their consent.

11.2 The Board may, but in the case of a meeting requisitioned by the Members only with their written consent, postpone a general meeting or change the place at which it is to be held by notice, not later than 72 hours prior to the time of the meeting, to all persons to whom the first notice of meeting was given. The postponing notice shall specify the place, date and time of the meeting. The meeting shall be taken to have been duly convened under the first notice of meeting.

**12. NO QUORUM**

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. If at any meeting no quorum shall be present at the expiry of thirty minutes next following the time for which the meeting was convened the same shall stand adjourned for fourteen days when it will be held at the same hour and place, and notice thereof shall be given to Members. At such adjourned meeting those Members Present (but not including Members who qualified for Membership pursuant to Rule 5.4(d) or 5.4(e)) shall constitute a quorum.

**13. PROXY VOTING**

13.1 Proxy voting shall be allowed at meetings of the Association Each Member may appoint a proxy. The instrument appointing a proxy shall be in the form below and shall be in writing, under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation or firm, either under the common seal, or under the hand of an officer or attorney so authorised.

13.2 No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy or he is appointed to act at that meeting as proxy for a firm or corporation.

13.3 Proxies shall be exercised by Members only.

13.4 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting, unless the Member directs otherwise.

13.5 Proxies shall be lodged with the Secretary at least forty-eight hours prior to the time of the meeting at which such proxies are intended to be exercised.

13.6 The Proxy shall be in such form as the Board shall determine and until otherwise so determined shall be as follows:

**THE NATIONAL ASSOCIATION OF CINEMA OPERATORS - AUSTRALASIA**

\_\_\_\_\_  
**Proxy**  
\_\_\_\_\_

I/We, ..... of

.....being a

member of the National Association of Cinema Operators - Australasia do hereby appoint:

.....  
as my/our proxy to vote for and on behalf of me/us at the ..... Meeting of the Association to be held on ..... day of ..... 20 , and at any adjournment thereof.

Signed this ..... Day of ..... 20 .

Signature .....

**14. VOTING**

Subject to any provision of these Rules to the contrary, at all meetings of the Association the voting shall be by show of hands unless a poll is demanded in accordance with this Rule:

- (a) when voting by show of hands every Member Present (except those Members who qualified for Membership pursuant to Rule 5.4(c) or 5.4(d)) shall have one vote for every Screen;
- (b) if a Poll is demanded every Member Present (except those Members who qualified for Membership pursuant to Rule 5.4(c) or 5.4(d)) shall be entitled to one vote for every Screen;
- (c) where such vote or votes are exercised by the Accredited Representative of the Member, the Accredited Representative is entitled to vote for the Screens in connection with which he has been nominated as an Accredited Representative by the said Member; and
- (d) for avoidance of doubt, where more than one Member owns a Theatre or group of Theatres only the Member which operates the relevant Theatre will be entitled to cast votes for all Screens operated by that Member, regardless of the ownership arrangements in respect of that Theatre.

**15. ADJOURNMENT**

The Chairperson, with the consent of the meeting, may adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting, from which the adjournment took place.

**16. POLL**

- 16.1 Unless a poll is demanded by at least three Members, a declaration by the Chairperson that the resolution has been carried and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 16.2 If a poll is demanded by three or more Members Present at the meeting it shall be taken at such time and in such manner as the Chairperson directs and the result of such poll shall be deemed to be the resolution of the Association in general meeting.
- 16.3 A poll may be demanded before a vote is taken, before the voting results on a

show of hands are declared or immediately after the voting results on a show of hands are declared.

- 16.4 A demand for a poll shall not prevent a meeting from continuing with the transaction of any business other than that on which a poll has been demanded.

## **17. STANDING ORDERS AT MEETINGS**

- 17.1 A resolution passed at any meeting shall be not amended or rescinded unless notice of motion is given at that or at a subsequent meeting.
- 17.2 A motion or amendment shall not be entertained or discussed until it has been seconded. A Member seconding a resolution shall not be deemed to have spoken.
- 17.3 All amendments shall be considered and put before the original motion.
- 17.4 On a Member rising during discussion to a point of order, the speaker shall sit down and the Member so rising shall state the point of order and the Chairperson shall rule thereon.
- 17.5 Every Member, when about to speak shall address the Chairperson and conduct himself in a respectful manner towards the meeting.
- 17.6 Three Members may claim *an* open division on any question.
- 17.7 No Member shall be allowed to speak for more than five minutes and no Member shall speak more than once except strictly in explanation or contradiction of a misstatement, but this Rule shall not apply to the mover of the original motion who shall have the right to reply.
- 17.8 No speaker shall occupy a longer period than five minutes in reply.
- 17.9 No further discussion shall take place after the mover has replied.
- 17.10 Members shall confine themselves to the question under debate and avoid and the use of indecorous or sarcastic language.
- 17.11 No Member shall be allowed to enter or retire while a vote is being taken or during a division.
- 17.12 Every resolution passed at a Special General Meeting shall be read at the termination of such meeting.

## **18. SUSPENSION OF STANDING ORDERS**

It shall be competent by a vote of two-thirds of the Members Present at any general meeting to suspend any standing orders referred to in Rule 17 provided the effect of such suspension shall not be the rescinding of a resolution previously adopted by the meeting.

## **19. MOTIONS BY MEMBERS**

Any financial Member of the Association may submit to the Secretary in writing any motion or proposal that he wishes to have considered at a meeting of Members, and the sponsoring of such motion and its proposal at the next ensuing meeting shall be the special duty of the Chairperson of the meeting. After the motion has been dealt with at a meeting, the Secretary shall inform the Member who submitted it of the decision of the meeting together with any necessary explanation.

## **20. RIGHTS OF OFFICERS AND ADVISERS TO ATTEND MEETINGS**

- 20.1 Each Director and the Association's auditor (if any) shall be entitled to be present and to speak at any general meeting.

- 20.2 A Secretary shall be entitled to be present and, at the request of the Chairperson, to speak at any general meeting.
- 20.3 Any other person (whether a Member or not) requested by the Board to attend any general meeting shall be entitled to be present and, at the request of the Chairperson, to speak at that general meeting.

**21. CIRCULATING RESOLUTIONS**

Nothing in these Rules limits the Association's power to pass a resolution as a circulating resolution, including a resolution circulated by email signifying assent to the resolution.

**22. BOARD**

22.1 The management and control of the Association and its business shall be vested in an Board which shall have full power to act in the name of the Association and shall have control of the property and investments of the funds of the Association and may exercise all such powers of the Association as are not by statute or these Rules required to be exercised by the Association in general meeting.

22.2 The Board shall consist of the Chairperson, the Executive Director, and five members, three of whom must be Major Exhibitor Representatives, two of whom must be Independent Exhibitor Representatives.

22.3 Subject only to the resolution to approve the amended Rules being passed by a special resolution of Members at the Special General Meeting held on , at the end of such Special General Meeting:

- (a) all of the members of the Executive Committee in office at the end of such Special General Meeting will be deemed to have vacated their office;
- (b) the following replacement Directors shall take office:
  - (i) Chairman: Mr Terry Jackman;
  - (ii) Executive Director: Mr Michael Hawkins
  - (iii) Major Exhibitor Representative: Mr David Seargeant;
  - (iv) Major Exhibitor Representative: Mr Damien Keogh;
  - (v) Major Exhibitor Representative: Mr Kirk Edwards;
  - (vi) Independent Exhibitor Representative: Ms Natalie Miller;
  - (vii) Independent Exhibitor Representative: Mr David Pye.
- (c) the then Secretary must take all necessary or incidental action in respect of such appointments relative to:
  - (i) amendment of the statutory and business records of the Association;
  - (ii) compliance with these Rules; and
  - (iii) compliance with the Corporations Act and any other applicable legislation.

**23. BOARD APPOINTMENTS**

- 23.1 The Board may, by power of attorney, appoint any person to be the attorney of the Association for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board as may be specified by the Board and for such period and subject to such conditions as the Board thinks fit.
- 23.2 The Board must appoint a Secretary for the Association. If a vacancy happens in the office of Secretary, the Directors must appoint a Secretary within one month after the vacancy occurs. The Board may remove the Secretary at any time. The Secretary holds office on the terms and conditions as to remuneration and otherwise as the Board decides.
- 23.3 The Secretary must be an individual residing in Australia.
- 23.4 The Board may from time to time delegate any or all of their powers to a Committee or Committees consisting of such number of them and/or any Member or Members as they shall think fit. Any Committee so formed shall be entitled to exercise such of the powers delegated to it by the Board as if it were itself the Board in relation to the power so delegated and the Board may make any by-laws not inconsistent with these Rules for regulating the meetings and the powers of any such Committee or Committees, but in the absence of such by-laws the meetings and proceedings of such Committee or Committees shall be governed insofar as they are applicable by these Rules. Minutes of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Corporations Act to be made, entered and signed.

**24. BOARD MEETING PROCEDURE**

- 24.1 The quorum at a meeting of the Board shall be four, and must include two Major Exhibitor Representatives and one Independent Exhibitor Representatives.
- 24.2 Subject to these Rules, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be taken to be a decision of the Board.
- 24.3 A group or circuit of Theatres shall not have more than one representative on the Board.
- 24.4 The Board shall meet twice every Year or otherwise when necessary to exercise its functions. The Chairperson, the Executive Director, the Secretary, or any other two Directors shall have power to call a special meeting of the Board at any time and reasonable notice of the meeting shall be given to each Director. Such notice must be in writing and may be sent through the post, by facsimile or by electronic means. The Chairperson if present at the meeting of the Board shall preside thereat or in his or her absence, the Executive Director shall preside, or if neither of them is present, the Directors shall elect one of their number to preside at the particular meeting.
- 24.5 The Board may require any Director to submit his application for leave of absence from any meeting of the Board.

**25. ALTERNATE DIRECTORS**

- 25.1 Any Director may appoint as an alternate director, in the place of the Director during any period as decided by the Director:
- (a) with the consent of a majority of the other Directors, any person, whether or not a Member; or
  - (b) without need for the consent of the other Directors, any other Director.



- 25.2 Any alternate director shall be entitled to receive notice of any Directors' meeting and attend and vote (where the Director for which they are acting as alternate is also entitled to vote) instead of the appointing Director, if that Director is not present at that meeting.
- 25.3 Any alternate director may exercise any power exercisable by the appointing Director, including execution of any document, and that exercise shall be treated as the exercise of that power by the appointing Director.
- 25.4 Any alternate director shall exercise any power as agent of the Company, and not as agent of the appointing Director.
- 25.5 Any alternate director, also being a Director, shall be entitled to cast a deliberative vote in each separate capacity as a Director and an alternate director.
- 25.6 The appointment of any alternate director:
- (a) may be terminated at any time by the appointing Director, even if the appointment period has not expired; and
  - (b) shall terminate automatically, upon vacation of office of the appointing Director as a Director.
- 25.7 Any appointment, or the termination of any appointment, of an alternate director shall be effected by a written notice to the Company signed by the appointing Director.
- 25.8 Any alternate director shall not be entitled to any additional remuneration from the Company, except:
- (a) for payment or reimbursement of any cost under Rule 29.2; or
  - (b) as decided by the Directors.
- 25.9 Any additional remuneration paid to any alternate director shall be deducted from the remuneration of the appointing Director.
- 26. DIRECTORS' INTERESTS**
- 26.1 A Director is not disqualified by the Director's office from contracting with the Association in any capacity.
- 26.2 A contract or arrangement made by the Association with a Director or in which a Director is in any way directly or indirectly interested shall not be avoided merely because the Director is a party to or interested in it.
- 26.3 A Director is not liable to account to the Association for any profit derived in respect of a matter in which the Director has a material personal interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director has:
- (a) declared the Director's interest in the matter as soon as practicable after the relevant facts have come to the Director's knowledge; and
  - (b) not contravened these Rules or the Corporations Act in relation to the matter.
- 26.4 A general notice that the Director is an officer or member of a specified body corporate or firm and stating the nature and extent of the Director's interest in the body corporate or firm shall, in relation to a matter involving the Association and that body corporate or firm, be a sufficient declaration of the Director's interest, provided:

- (a) the extent of that interest is not materially greater at the time of first consideration of the relevant matter by the Board than was stated in the notice; and
- (b) the Director has complied with section 192 of the Corporations Act.

26.5 A Director may not vote in respect of a matter in which that Director has a material personal interest unless the Director is permitted to do so under the Corporations Act.

26.6 If the provisions of this Rule and the Corporations Act have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement shall not in any way affect its validity.

26.7 A Director shall not at any time hold the position of Director (or an equivalent position) with any other organisation which represents the interests of motion picture exhibitors in Australia, New Zealand or any other jurisdiction in which the Company operates or in which any Members are located.

## **27. CIRCULATING RESOLUTIONS**

27.1 If a document:

- (a) is sent to all those entitled to receive notice of a meeting at which a resolution could be put;
- (b) contains a statement that the signatories to it are in favour of that resolution;
- (c) the terms of the resolution are set out or identified in the document;
- (d) has been signed by all of the Directors entitled to vote on that resolution,

a resolution in those terms is passed on the date on which and at the time at which the document was signed by the last of such Directors and the document has effect as a minute of the resolution.

27.2 For the purposes of this Rule:

- (a) "signed" shall include an email from or on behalf of the Director indicating assent to the resolution, provided it reasonably appears to the recipient that the email has been sent by the Director personally or on the Director's instructions;
- (b) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute one document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
- (c) a fax or email which is received by the Association or an agent of the Association and is sent by a Director shall be taken to be signed by that Director not later than the time of receipt of the fax or email by the Association or its agent in legible form.

## **28. BOARD ACTS**

All acts done by any meeting of the Board, committees of the Board, or any person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee even if it is afterwards discovered that there was some defect in the appointment of a person

to be a Director or a member of a Committee or to act as a Director or that a person so appointed was disqualified.

## **29. DIRECTOR REMUNERATION**

29.1 No Director shall be entitled to payment of any fees for their service as Directors. Any other payment to a Director (including any payments authorised by Rule 29.2) shall be approved by a majority of the Board, provided that such majority does not include the Director to whom it is proposed such payment be made.

29.2 Neither Rules 29.1, 25.8 nor 41.6 prevent the Association from making payments to any person, including Officers, Members or employees of the Association for:

- (a) reasonable remuneration for services actually rendered to the Association;
- (b) goods delivered to the Association;
- (c) out-of-pocket (including for travel and accommodation) expenses incurred in the performance of a duty to the Association or otherwise on Association business;
- (d) commercially reasonable interest on money lent to the Association; or
- (e) commercially reasonable rent for property leased to the Association.

## **30. BOARD POWERS**

Without prejudice to the general powers otherwise conferred by these Rules the Board shall have the following powers:

- (a) to appoint and at their discretion to remove or suspend any employee or consultant of the Association and determine their powers and duties and fix their salaries or emoluments;
- (b) to elect, expel or suspend Members in accordance with the provisions of these Rules;
- (c) to regulate its proceedings as it thinks fit including to allow the Directors to take part in meetings by telephone, video link or another form of communication which permits each Director to communicate with every other Director and each Director, on becoming a Director consents to the use of such technology for calling or holding a Board meeting. A Director may withdraw the consent given under this Rule in accordance with the Corporations Act;
- (d) to collect and recover entrance fees, subscriptions, dues, and impose fines and, levies of such amounts and upon such basis of calculation including differentiation between any class or classes of Members it may from time to time seem to the Board expedient;
- (e) to carry into effect any resolution passed at any meeting of the Association;
- (f) to institute, conduct, defend, compound, or abandon any legal proceedings by and against the Association or its Officers or otherwise concerning the affairs of the Association;
- (g) to make and give receipts, releases, and other discharges for moneys payable to the Association and for the claims and demands of the Association. To open and operate bank accounts and determine who shall be entitled to sign accept, and endorse on the

Association's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, and documents; and

- (h) to donate, give, or subscribe from time to time any moneys of the Association to any person or persons or to any association, or other body whether registered, incorporated, or unregistered or unincorporated or otherwise as the Board may consider is or will be carrying out or furthering the aims and objects of this Association or which may be conducive thereto without being responsible for the application thereof.

## **31. ELECTION OF BOARD**

- 31.1 All Directors then in office (other than the Chairperson and the Executive Director) shall retire at the second Annual General Meeting of the Association after the date of adoption of these Rules, and at each Annual General Meeting thereafter.
- 31.2 A retiring Director shall be eligible for re-election and shall be deemed to have been duly nominated for election and included on the Director Candidate List unless he shall have notified the Secretary at least 28 days before the meeting that he does not intend to stand for re-election.
- 31.3 At least 45 days prior to the date of holding the Annual General Meeting, at which the election of Officers will take place, notice shall be given by the Secretary to Members of the Association calling for nominations to the Board, as follows:
  - (a) Major Exhibitors (and no other Members) may nominate candidates for the Major Exhibitor Representative vacancies;
  - (b) Independent Exhibitors (and no other Members) may nominate candidates for the Independent Exhibitor Representative vacancies.
- 31.4 A nomination provided by a Member in accordance with Rule 31.3 shall be in such form as the Board shall determine and must include a consent to act as a Director signed by the candidate and any other information required by the Board.
- 31.5 Subject to Rule 31.2, all nominations of candidates for election as Directors must be received by the Secretary at least 28 days prior to the relevant Annual General Meeting (**Nominations Closing Date**).
- 31.6 The Secretary must compile a list of candidates (**Director Candidate List**) from all duly completed nominations received by the Secretary before the Nominations Closing Date.
- 31.7 The Director Candidate List shall be sent to each Member at least 21 days (or such lesser period as is from time to time permitted by the Corporations Act) before the Annual General Meeting at which an election is to take place.
- 31.8 Every candidate for Director shall be elected to office by resolution of Members, held at each Annual General Meeting.
- 31.9 In the event that more candidates have been nominated than vacancies exist on the Board, the election of Directors shall take place by way of a resolution of Members.
- 31.10 In any other case, the nomination of persons under Rules 31.2 or 31.4 (as relevant) shall operate as an election of those persons nominated, effective from the close of the immediately next Annual General Meeting.
- 31.11 If at any Annual General Meeting there are insufficient nominations for the

vacant offices then it shall be competent for the Members in general meeting to fill the vacant office or offices for which nominations have not been duly received.

**32. QUALIFICATIONS OF PERSONS NOMINATED FOR ELECTION AS OFFICERS**

- (a) Subject to Rule 31.2, a person shall not be eligible to be included on the Director Candidate List, unless he (or if he is an Accredited Representative of a Member, then such Member) has been a Member of the Association for the twelve months immediately preceding his nomination.
- (b) A person shall not be eligible to be included on the Director Candidate List if, at the date of the person's nomination, he already holds the position of Director (or an equivalent position) with any other organisation which represents the interests of motion picture exhibitors in Australia, New Zealand or any other jurisdiction in which the Company operates or in which any Members are located.

**33. REMOVAL OF DIRECTORS**

Any Director who:

- (a) absents himself from, three consecutive meetings of the Board without leave of the Board; or
- (b) becomes bankrupt or insolvent or assigns his estate for the benefit of his creditors; or
- (c) dies or resigns by notice in writing to the Secretary; or
- (d) refuses to act; or
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) makes any default in payment of any subscription or moneys due by him to the Association (unless his default is excused by the Board); or
- (g) breaches Rule 26.7; or
- (h) is adjudged in accordance with these Rules to have been guilty of any offence,

shall thereupon ipso facto vacate his office.

**34. RESIGNATION FROM OFFICE OF DIRECTORS**

Any Director may resign from membership of the Board at any time by giving notice in writing to the Secretary and such resignation shall take effect at the time the notice is received by the Secretary unless a later date is specified in the notice in which case it shall take effect on that later date.

**35. CONTROL OF BOARD BY MEMBERS**

Any Director may be removed by resolution at a Special General Meeting of Members of the Association. The meeting passing such resolution may appoint another Member to the vacant office. The newly appointed Director shall hold office until the next Annual General Meeting of the Association.

**36. VACANCIES ON THE BOARD**

- 36.1 The Board may appoint another Member of the Association to fill any casual vacancy on the Board until the next Annual General Meeting.
- 36.2 Should the number of continuing Directors become less than the number necessary for a quorum for a meeting of the Board, the continuing Directors may act for the purpose of appointing additional Directors to the Board or convening a general meeting of the Association, but for no other purpose.

**37. CHAIRPERSON AND EXECUTIVE DIRECTOR**

- 37.1 The Board may at any time appoint persons who are to serve as a Director and perform the office of:

- (a) Chairperson; and
- (b) Executive Director,

each appointment to be for any period and on any terms and conditions decided by the Board. The Executive Director may, but need not, be a Member or an Accredited Representative of a Member.

- 37.2 The Board may at any time revoke any engagement of the Chairperson or the Executive Director, subject to the provisions of any applicable engagement agreement.
- 37.3 The Chairperson shall automatically cease to be a Director, in the event that he or she ceases to be engaged as Chairperson for any reason.
- 37.4 In the event that the position of Chairperson is vacant at any time, the Executive Director must perform all of the duties of the Chairperson under these Rules.
- 37.5 The Executive Director shall automatically cease to be a Director, in the event that he or she ceases to be engaged as Executive Director for any reason.
- 37.6 Subject to Rule 29.1, the Board may at any time decide the remuneration of the Chairperson and the Executive Director, whether by way of salary or commission or any combination of any previously specified method, subject to the provisions of any applicable engagement agreement.
- 37.7 The Board may confer upon the Chairperson and the Executive Director any powers exercisable by the Board, subject to any provisions or restrictions decided by the Board.
- 37.8 Any delegated powers may be concurrent with, or exclude, the powers of the Board.
- 37.9 The Board may at any time revoke or vary any delegated powers conferred on as the Chairperson or the Executive Director (as the case may be).

**38. DUTIES OF CHAIRPERSON**

The Chairperson shall:

- (a) preside at all meetings of the Association. His or her decision on matters of order and procedure at such meetings shall be final;
- (b) be an ex-officio member and chairman of all Committees;
- (c) address Members at the Association's annual conference; and
- (d) sign the minutes of the proceedings of all meetings.

**39. DUTIES OF EXECUTIVE DIRECTOR**

The Executive Director shall:

- (a) preside at all meetings of the Association where the Chairperson is not present. His or her decision on matters of order and procedure at such meetings shall be final;
- (b) be responsible for the day-to-day operations of the Association; and
- (c) act generally in accordance with the Board's directives from time to time.

**40. VOTING OF THE CHAIRPERSON AND EXECUTIVE DIRECTOR**

Neither the Chairperson nor the Executive Director may exercise a deliberate vote or a casting vote at any Board meeting. Where the Chairperson or the Executive Director is a Member or the Accredited Representative of a Member, the Chairperson or the Executive Director (as relevant) shall not have a casting vote at any Members' meeting in addition to any vote to which the Chairperson or the Executive Director (as relevant) may be entitled as a Member or Accredited Representative of a Member.

**41. FUNDS AND ACCOUNTS**

- 41.1 No moneys shall be withdrawn from any account of the Association except by electronic transfer or cheque authorised or signed (as the context requires) by any two of the following: the Executive Director, the Secretary, any other Director or such other person duly authorised by the Board to authorise electronic transfers and sign cheques of the Association. For any extraordinary purpose funds of the Association may be disbursed upon a resolution of a general meeting of the Association.
- 41.2 The funds of the Association must be kept in the name of the Association in a financial institution decided by the Board. All monies shall be deposited as soon as practicable after receipt thereof.
- 41.3 As soon as practicable after the end of each Year, the Secretary shall cause to be prepared a statement containing particulars of the income and expenditure for the Year just ended and the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 41.4 The financial year of the Association shall close on the thirtieth day of June in each year.
- 41.5 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers. All expenditure shall be approved or ratified at a Board meeting.
- 41.6 The Association is prohibited from paying any dividends or otherwise making any distributions to Members.

**42. OFFENCES**

A Member shall not:

- (a) refuse to abide by or commit any breach of the Rules of the Association;
- (b) refuse to obey any resolution of the Board;

- (c) maliciously, falsely, or wilfully injure or attempt to injure the Association or defame any Officer or Member thereof;
- (d) wrongfully divulge any business proceeding or resolution of any meeting of the Board or of the Members of the Association,
- (e) behave in a manner unbecoming a Member;
- (f) without just cause fail to attend any meeting of the Board when requested to do so;
- (g) misappropriate any funds or property of the Association;
- (h) destroy any property of the Association;
- (i) use the name of the Association as a threat to any person or persons, corporation, or firms, or otherwise act in a manner likely to bring the Association into contempt or disrepute;
- (j) give false or misleading information to any Officer or duly appointed representative of the Association or refuse to give or after request withhold from any Officer or duly appointed representative of the Association any information within the Member's power to give and which it is in the interests of the Association that it should be given PROVIDED ALWAYS that in the opinion of the Board the Association has the legal and/or moral right to acquire such information; or
- (k) obstruct, or having been requested to assist, fail to assist any Officer or duly appointed representative of the Association in the performance of his duty.

#### **43. CHARGES AGAINST MEMBERS**

- 43.1 The Board on receiving a written complaint from any Member that any other Member has been guilty of any of the offences mentioned in these Rules shall have the right and power to hear and determine such complaint. The complainant shall give such particulars of the alleged offence as the Board considers necessary.
- 43.2 A copy of such complaint shall be sent by the Secretary of the Association to the alleged offending Member. At least forty-eight hours notice in writing of the meeting of the Board convened to deal with the said complaint shall be given to the alleged offending Member.
- 43.3 The Board on the date fixed shall hear and determine the said complaint and may adjourn the hearing from time to time, and if in the opinion of at least four-fifths of the Board present at the meeting, the complaint has been proved and sustained, they shall have the power to suspend him from Membership for any period they may think fit, or expel him from Membership of the Association. A person so expelled shall cease to be a Member of the Association, but without prejudice to the rights of the Association to recover from such person any moneys due by him to the Association at the date when he ceased to be a Member as aforesaid.
- 43.4 In the event of any Member failing without good cause and without good notice thereof to attend to answer any complaint after he has received notice of same the Board may proceed to hear and determine the complaint in his absence.
- 43.5 Any Member against whom a charge has been made shall withdraw whilst evidence is being reviewed by the Board. During the period of the consideration and determination of the Charge the Member concerned shall ipso facto be suspended from any office which he holds in the Association.



43.6 There shall be no appeal against a decision of the Board given under this Rule.

#### **44. EXECUTION OF AGREEMENTS**

44.1 In any instrument is required by law to be under seal, the seal of the Association shall be affixed in pursuance of these Rules, pursuant to a resolution in that behalf previously passed by the Board.

44.2 Any instrument not required by law to be under seal may be executed on behalf of the Association by the Chairperson, the Executive Director, any other Director and the Secretary.

#### **45. ACCOUNTS**

45.1 The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place and also of the assets and liabilities of the Association.

45.2 The Board shall:

(a) send Members copies of the financial report for the Year (which shall include a profit and loss statement for the Year, a balance sheet as at the end of the Year and a statement of cash flows for the Year), the Directors' report for the Year and the auditor's report (if any) on the financial report and every document required by law to be attached thereto by the earlier of 21 days before the next Annual General Meeting or 4 months after the end of the Year;

(b) cause to be laid before each Annual General Meeting the financial report, the Directors' report and the auditor's report (if any) for the last Year that ended before the Annual General Meeting; and

(c) send Members with the financial report, profit and loss accounts demonstrating the performance of each subsidiary of the Association (if any) for the Year.

45.3 If required by the Corporations Act, a properly qualified auditor shall be appointed for the Association to review the financial reports for the Year and to report to the Members.

45.4 The books of account shall be kept at the registered office of the Association, or at such other place or places as the Board thinks fit and shall always be open to the inspection of a Director.

45.5 The Board shall from time to time determine whether, the extent to which, the times and places at which and under what conditions the accounts and books of the Association or any of them shall be open to the inspection of Members.

#### **46. NOTICES**

46.1 All notices or any other communication may be given by the Association to any Member either personally or by sending it by post, facsimile transmission or electronic means to the Member at the address of the Member last known to the Association.

46.2 Where a notice or any other communication is sent by post, service of the notice shall be deemed to have been effected on the business day following the posting of the notice or other communication. A notice or any other communication sent by facsimile transmission shall be deemed to have been effected on the date stated on the facsimile transmission report produced by the machine sending the facsimile if a business day and before 4pm, otherwise at 9am on the next business day. A notice or any other communication sent by electronic means

shall be deemed to have been effected on the day of the transmission if a business day and before 4pm, otherwise at 9am on the next business day, so long as the sender of the notice does not receive a delivery failure message in respect of the transmission.

- 46.3 Where two or more persons are jointly Members of the Association a notice or any other communication may be given by the Association to any one of them.
- 46.4 The non-receipt of a notice convening a meeting of Members or accidental omission to give notice or any other communication to any person entitled to receive notice shall not invalidate a meeting called on the notice or any resolution passed at that meeting.
- 46.5 Notice of every general meeting shall be given in the manner authorised by this Rule to each Director and to the auditor of the Association (if appointed). Except as required by the Corporations Act, no other person is entitled to receive notice of general meetings.

#### 47. **INDEMNITY**

- 47.1 The Association shall indemnify every person who is, or has been an Officer of the Association against all liability, costs, losses, damages, or expenses in respect of any covenant, contract or agreement entered into or act or thing done in discharge of his duties or in or about carrying into effect any object or purpose of the Association and in respect of any action, suit proceedings, or other matters whatsoever connected with the Association or the affairs thereof and the Board shall make such payments as are necessary for the purpose of giving effect to such indemnity, except where the liability:
- (a) is owed to the Association or a related body corporate;
  - (b) arises out of conduct involving a lack of good faith;
  - (c) is for a pecuniary penalty order under section 1317G of the Corporations Act;
  - (d) is for a compensation order under section 1317H of the Corporations Act; or
  - (e) is for legal costs.
- 47.2 To the maximum extent permitted by law, no Officer of the Association shall be answerable or responsible for any act, receipt, omission, neglect, or default of any other person notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by the Association unless the same shall happen through his own dishonesty.
- 47.3 To the extent permitted by law, the Association must indemnify each Officer against any liability for legal costs incurred in defending an action for a liability incurred as an Officer, except if the costs are incurred:
- (a) in defending or resisting proceedings in which the Officer is found to have a liability for which they could not be indemnified under Rule 47.6;
  - (b) in defending or resisting criminal proceedings in which the Officer is found guilty;
  - (c) in defending or resisting proceedings brought by the Australian Securities & Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or

- (d) in connection with proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

Rule 47.3(c) does not apply to costs incurred in responding to actions taken by the Australian Securities & Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order.

47.4 The Association may give an Officer a loan or advance in respect of legal costs for defending an action for a liability incurred as an Officer of the Association, provided that such loan or advance does not contravene the Corporations Act.

47.5 The Association may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer or any auditor of the Association against any liability other than:

- (a) one for legal costs;
- (b) conduct involving a wilful breach of duty in relation to the Association; or
- (c) a contravention of section 182 or 183 of the Corporations Act.

47.6 The Association need not indemnify a person as provided for in Rule 47.1 or 47.3 in respect of a liability to the extent that the person is entitled to compensation in respect of that liability under a contract of insurance.

47.7 To the extent permitted by law the Association may enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of, a person who is, or has been, and Officer or employee of the Association.

47.8 The benefit of each indemnity given in Rules 47.1 or 47.3 continues, even after its terms or the terms of this Rule are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

#### **48. SEAL**

The Association shall have a common seal (Seal), which shall be used on all documents that at law must be sealed. The Seal of the Association shall be in the custody of the Secretary and shall never be used except by the authority of the Board previously given and in the presence of any two Directors or a Director and the Secretary for the time being of the Association who shall sign every instrument to which the Seal is affixed.

#### **49. INSPECTION OF BOOKS**

The books of account of the Association and the Register of Members shall be open to the inspection of every Member of the Association at all reasonable times unless any Member shall be then concerned in a dispute with the Association.

#### **50. INTERPRETATION OF RULES OF THE ASSOCIATION**

If at any time a difference of opinion arises as to the interpretation or intention of any one or more of these Rules, either one or both parties to the difference shall submit their respective viewpoints in writing to the Board through the Secretary, and the Board shall, by resolution finally determine the matter in dispute so as to bind the Association and all Members and parties to the dispute. The decision shall be reported to the Members within three months after the decision is given.

**51. BY-LAWS**

The Board may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of Members.

**52. ALTERATION OF RULES**

Subject to the provisions of the Corporations Act or subsequent equivalent legislation, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting of the Association and registered by the Secretary pursuant to such legislation.

**53. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

Should the Association be wound up under the Corporations Act or subsequent equivalent legislation, any surplus assets (as defined in that legislation) must not be distributed among the Members but must be given to another entity:

- (a) that has objects similar to the Association's objects; and
- (b) the Rules of which prohibit the distribution of the entity's income and assets to its Members.

**54. ACTIONS AUTHORISED UNDER CORPORATIONS ACT**

The replaceable rules contained in the Corporations Act do not apply to the Association.