

**INTERNATIONAL COACH FEDERATION AUSTRALASIA
INCORPORATED.**

Constitution

Incorporated on April 10, 2000
Incorporation No. INC9874289

In effect from January 18, 2008

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1. BACKGROUND

1.1 Name & affiliation

- (a) The name of this organization shall be the INTERNATIONAL COACH FEDERATION AUSTRALASIA INCORPORATED, hereinafter referred to as ICF AUSTRALASIA or "the association", a not-for-profit association incorporated in the State of New South Wales, Australia on April 10, 2000.
- (b) ICF AUSTRALASIA is a Chartered Chapter of the INTERNATIONAL COACH FEDERATION, hereinafter referred to as the ICF.

1.2 Registration as an Australian Registered Body

The offices of ICF AUSTRALASIA shall be registered under Part 5.B2 of the Corporations Act and established in localities as may be determined by the Board of Directors, and shall include Australia and New Zealand.

2. MISSION and PURPOSE of the ICF and the ICF AUSTRALASIA

ICF is the primary worldwide resource for business and personal coaches and the source for those who are seeking a coach. The ICF is a non-profit individual membership organization formed by professionals worldwide who practice and/or teach business and personal coaching. It exists to BUILD, SUPPORT, and PRESERVE the integrity of the coaching profession through programs and standards advanced by the individual membership. The ICF AUSTRALASIA, is a Chartered Chapter of the ICF, operates in the above listed countries. The ICF AUSTRALASIA purposes shall be:

- (a) To encourage high professional standards of ethics and conduct by its members by developing and promoting an industry-wide CODE of PROFESSIONAL STANDARDS and a universally accepted Accreditation process which preserves the integrity of coaching through internationally credible and ethical self-regulation.
- (b) To broaden public understanding of the proper functions of coaches and their contributions to society and the world by engaging in highly visible strategies of marketing, public relations and publicity campaigns which helps members of the public find the right coach for their needs.
- (c) To provide for the professional growth and community spirit of its members by developing and implementing programs and opportunities through educational conferences, publications, and broadcast communications.
- (d) To provide a forum which supports community spirit and the advancement of professionalism among its members by the creation of local, regional, and virtual chapters throughout the world.

- (e) To advocate on behalf of the collective interests of its members and the coaching community.
- (f) To cooperate with other organizations and institutions whose programs and activities are consistent with the mission and purposes of ICF AUSTRALASIA and the ICF.

3. MEMBERSHIP

3.1 Qualification:

Membership in ICF AUSTRALASIA shall be composed primarily of professionals engaged in business or personal coaching or similar occupations. Any such person who (1) agrees to be bound by the requirements of this constitution, and any rules and regulations which the Board of Directors may from time to time adopt; (2) meets the requirements published by the Board from time to time; and (3) has paid all the applicable fees, is eligible and qualified for membership in this association.

3.2 Classification of Membership

The categories of Membership shall be determined by the Board from time to time. In doing so, it will consider the policies of ICF and the purposes of ICF AUSTRALASIA.

3.3 Cessation of Membership

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

- (a) Dies; or
- (b) Resigns membership; or
- (c) Is removed from the association; or
- (d) Fails to meet the qualification for membership as set out in rule 3.1.

3.4 Resignation.

The Board may make rules from time to time regarding the treatment of fees paid or payable by persons who have resigned as members.

3.5 Removal

- (a) Members of any classification may be removed for cause from membership by a two-thirds affirmative vote of the Board of Directors present at any meeting.
- (b) For any cause other than non payment of fees, a vote for removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defence; such member, if removed, may appeal the decision of the Board to the Annual General Meeting of ICF AUSTRALASIA, providing that notice of intent to appeal is provided to the President at least thirty (30) days in advance of

the meeting. Only those charges brought by a voting ICF AUSTRALASIA member will be considered.

3.6 Reinstatement

Any former member desiring a continuous membership member record may be reinstated by showing proof of qualification and paying all fees in arrears. If, however, a continuous record is not desired, the member may be reinstated on showing proof of qualification and paying the current year's fees.

3.7 Register of Members

The Secretary of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member. The register of members must be kept at the principal place of administration and must be open for inspection free of charge, by any member of the association at any reasonable hour. It must record all matters which are required to be recorded in it under the applicable laws.

3.8 Members Liabilities

The liability of a member of the association to contribute towards the payment of debts and liabilities of the association or the costs, charges and expense of the winding up of the association is limited to the amount, if any, unpaid by the members in respect of membership fees of the association

3.9 Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

3.10 Resolution of internal disputes

- (a) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (b) At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

4. Membership Fees

Matters relating to the amount of and timing of payment of Membership fees will be determined by the Board from time to time. When it changes the basis under which membership fees are calculated or charged it must,

- (a) publish the changes to all members prior to the change becoming effective on the associations website and/or by electronic mail to all members entitled to vote, and
- (b) comply with this constitution and applicable law.

5. Organization and Structure

5.1 Organizational Structure

The ICF AUSTRALASIA is a Chartered Chapter of the ICF. ICF AUSTRALASIA is incorporated under the Associations Incorporation Act NSW and has separate legal existence from the ICF, but shall conduct itself in accordance with the shared mission and values of the ICF. It shall be organised into area based Sub-chapters, each run by an elected team, and shall itself be managed and controlled by an elected Board of Directors and specific teams, as detailed in this constitution. Additionally, to help achieve the objectives of ICF AUSTRALASIA, the Board of Directors may at its discretion establish other organizational units such as advisory boards, councils, divisions, regions or chapters to serve special interests of the profession. For the avoidance of doubt, sub-chapters and teams shall not have separate legal status and shall be sub groups of ICF AUSTRALASIA, required to report to ICF AUSTRALASIA and having such powers and authorities as may be delegated to them from time to time but no separate legal status. The Board of Directors shall exercise authority over policies, services, programs and budgets of all organizational units, including qualifications for membership, unless otherwise stated in this constitution. The activities, policies, and programs of organizational units shall not be in conflict with the constitution and established policies of ICF AUSTRALASIA.

5.2 Alliances with professional organisations

For the mutual benefit of all members, for the advancement of the coaching profession, and to further the objectives of ICF AUSTRALASIA, the Board of Directors may establish relationships with groups of professionals that are formed on a local, regional (sub-state or multi-state) or state, national or multi-national basis, or with those that are formed on a counterpart or affinity basis. The Board of Directors may establish such terms and conditions for relating to recognized societies and groups as it considers desirable.

6. The Board of Directors

6.1 Authority and Responsibility

The governing board of ICF AUSTRALASIA shall be the Board of Directors, which is responsible for the operation and management of the affairs, funds and property of the ICF AUSTRALASIA. The Board of Directors shall have full authority to put into effect the resolutions and decisions of the ICF AUSTRALASIA and shall determine its policies and interpret this constitution. The Board shall supervise the direction and control of the ICF AUSTRALASIA, its Sub-chapters and its teams. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, within the limits and conditions of this constitution.

6.2 Number

The Board of Directors shall consist of not less than 4 and not more than 12 Directors provided that there must be:

- (a) not less than 4 elected Directors; and
 - (b) no more than 3 Directors appointed under rule 6.3(d);
- at any time.

6.3 Election / Appointment and Structure of Board

- (a) Subject to rules 6.3(b) - (d), the structure of the Board (including the appointment of Directors to particular roles within the Board) and the manner of, rules and procedure for electing the Board shall be determined by the Board from time to time.
- (b) The Board must document in the Board Charter all matters determined under rule 6.3(a) . Further, all such matters must be published on the ICF AUSTRALASIA website at least 6 weeks prior to the date on which each notice of meeting for election of directors is given. Notwithstanding anything else, the manner of, rules and procedure set by the Board must:
 - (i) Comply with the requirements of the Associations Incorporations Act NSW;
 - (ii) Require that all director positions be elected positions, other than that of President (where assuming office from the position of President Elect), immediate Past President, and appointments made pursuant to rule 6.3 (d) ;
 - (iii) Require that all elected and appointed Directors be current members of ICF AUSTRALASIA, other than where appointed under rule 6.3 (d) .
- (c) The process for electing Directors shall be by election by members of ICF AUSTRALASIA at a duly constituted general or special meeting at which there is a valid quorum present.
- (d) A majority of Directors (or, where there is only one Director in office at the relevant time, that Director) has the power at any time to appoint as a Director any person, whether a member of ICF AUSTRALASIA or not, as an addition to the Board but so that the number of Directors (or of such appointed Directors) does not exceed the maximum numbers provided under rule 6.2. Such person shall serve as a Director until the next occurring Annual General Meeting and then retire but, subject to rule 6.4, may be subsequently reappointed under this rule 6.3(d) or, if eligible, be elected under rule 6.3(c).

6.4 Term of Office

- (a) Subject to rule 6.4(c) or earlier retirement, an elected Director holds office for three consecutive years from the date the Director is elected as a Director and upon expiry of the three year term, is eligible for re-election.

- (b) An appointed Director may hold office as an appointed Director for a maximum of three years in total, consecutive or otherwise, subject to the requirement for reappointment under rule 6.3(d). On the expiry of the three year period an appointed Director, may only seek election if eligible, but may not be re-appointed.
- (c) An elected Director, if President of ICF AUSTRALASIA at the expiry of his or her third year as Director, is not required to retire as a Director until the Annual General Meeting following the expiry of the President's fourth year as a Director. However, any such extension may be overruled by a resolution of a majority of members entitled to vote and voting at a special or Annual General meeting held prior to the end of that Director's third year as a Director

6.5 Removal from Office

- (a) A Director may be removed from office for cause, by a 75% vote of the Board of Directors present at a regular meeting or at a special meeting called for that purpose.
- (b) At any duly constituted general meeting or special meeting, any one or more of the Directors may be removed for cause by a majority vote of the members. A successor director may then and there be elected to fill any vacancy thus created.

7. Duties Of Officers

7.1 Board of Directors

The Directors shall have the duties prescribed by the relevant law from time to time. In addition, the Board must incorporate in its Charter, which must be published to the members, the specific duties and responsibilities for any elected positions amongst board members.

7.2 Authority and Responsibility

The governing body of ICF AUSTRALASIA shall be the Board of Directors. The responsibility for overseeing the management of the affairs, funds, and property of the ICF AUSTRALASIA shall be vested in its Board of Directors. The Board of Directors shall have full power and authority to put into effect the resolutions and decisions of the ICF AUSTRALASIA and shall determine its policies and interpret this constitution. The Board shall supervise the direction and control of the ICF AUSTRALASIA and its team and publications, and may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

7.3 Delegation by Board to sub-committee

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (i) this power of delegation, and
 - (ii) a function which is a duty imposed on the Board by the Act or by any other law.

- (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn, as it thinks proper.

7.4 Indemnification

Every elected or appointed officer, director, or employee of ICF AUSTRALASIA and such others as specified from time to time by the Board of Directors shall be indemnified by the ICF AUSTRALASIA to the maximum extent allowed by law against expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being, or having been an officer, a director or employee of ICF AUSTRALASIA, or any settlement thereof, whether the person is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the officer, director or employee is adjudged guilty of wilful misfeasance or malfeasance in the performance of duties. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

8. Membership Meetings

8.1 Annual General Meeting (AGM)

The AGM of ICF AUSTRALASIA shall be held once per calendar year within twelve months, plus or minus four (4) weeks, of the previous AGM, at a time and place as may be determined by the Board of Directors. The AGM shall be for the purpose of installing newly elected officers, receiving reports, reviewing the associations corporate governance plans and conducting such other business as may properly come before the membership. The order of business at the AGM of the ICF AUSTRALASIA shall be as follows:

- (a) Presence of Quorum;
- (b) Confirm previous AGM Minutes;
- (c) Reports of Officers and Teams;

- (d) Report on effectiveness of corporate governance model and changes proposed for coming year;
- (e) Annual Audited Financial Statements;
- (f) Announcement of Election Results;
- (g) Installation of New Officers and Directors;
- (h) New Business

8.2 Special Meetings

Special meetings of ICF AUSTRALASIA regular members may be called by the Board of Directors at any time, or shall be called by the President of the Board upon receipt of a written notice signed by at least 5% of the regular members within thirty (30) days of filing such a notice. The business to be transacted at any special meeting shall be stated in the notice, and no other business may be conducted at that time.

8.3 Meetings may be conducted by other means

- (a) Meetings held pursuant to this constitution may be conducted using technology which allows all present to hear the proceedings subject to prior approval of the Board of Directors. A member who is able to hear all proceedings using such means shall be deemed to be present at that meeting.
- (b) If the Board considers it appropriate, matters requiring decision of the members may be decided by email or mail vote. If the Board decides to determine a matter by an email or mail vote, it must publish clear rules for the collection, collation and counting of votes on its website. Such rules must be consistent with this Constitution and provide for different views on the relevant matter to be made available to all members. Rule 10.7 contains further provisions regarding the holding of mail / email ballots.

9. Notice of Meeting

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matters required under rule 9(a), the intention to propose the resolution as a special resolution.

- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 8.1.
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

10. Meeting Procedure

10.1 General

- (a) If the Board considers it appropriate, matters for decision by the members may be decided by a mail or email vote. In such cases the rules set out in this Constitution and by the Board shall be applied to ensure that proper notice is given and received by all members entitled to vote on the matter and that the votes are collected and counted in accordance
- (b) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (c) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (d) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved,
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

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

10.2 Chairing of Meetings

- (a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

10.3 Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and

place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in paragraphs (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

10.4 Making of decisions

- (a) A question arising at a general meeting of the association is to be determined on a show of hands (or other appropriate method where the meeting is conducted using technology pursuant to rule 8.3 and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (c) If a poll is demanded at a general meeting, the poll must be taken:
 - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

10.5 Special resolution

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner of the Department of Fair Trading that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

10.6 Voting at meetings

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

- (b) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid,

10.7 Voting by Postal or Electronic Mail

- (a) Proposals to be offered to the members for a mail (including electronic mail) vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposal is endorsed by twenty-five percent (25%) of the regular members in which case Board approval shall not be necessary.
- (b) On any mail vote, a majority of those voting shall determine the resolution. All submitted votes and voting records shall be retained by the Board of Directors for a period of at least sixty (60) days, and made available for the inspection by any regular member(s). However, in the case of a special resolution by mail a special majority (as provided for in rule 10.5) is required to pass the resolution.

10.8 Appointment of proxies

- (a) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
 - (b) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.
- FINANCE

10.9 Fiscal Year

The Fiscal Year of ICF AUSTRALASIA shall begin on the first day of July and end on the last day of June.

10.10 Funds – source

The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any contrary resolution passed by the association in general meeting, derived from such other sources as the Board may determine from time to time.

10.11 Financial Policies

The financial policies of ICF AUSTRALASIA will be set by the Board from time to time and administered by the Treasurer.

11. How can this Constitution be amended?

- (a) This constitution may be amended or repealed by a special resolution of the association . Notice of such proposed amendment or repeal shall be sent to the members, thirty (30) days

before any meeting of the association held to consider such special resolution.

Amendments to or repeal of the constitution may be proposed by the Board of Directors on its own initiative, or upon petition addressed to the Board by any twenty-five (25) regular members. All such proposed amendments or repeal shall be presented by the Board to the membership with or without recommendations.

- (b) Notwithstanding rule 12(a), amendments relating to Article 1.1 - Name, Article 2– Mission and Purpose, Article 3 – Membership, and Article 5 – Organization and Structure require a special resolution of the members for approval. All other amendments may be made at any regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that sixty (60) days prior notice is posted on the ICF AUSTRALASIA website and broadcast to ICF AUSTRALASIA members via electronic mail. Such amendment shall require an affirmative vote of two-thirds of the Board of Directors present at a duly constituted meeting.
- (c) Notwithstanding anything else contained in this constitution, Article 12 cannot be varied or altered so as to provide that any member or individual will participate in the assets of the association on its dissolution other than as a consequence of their membership of a similar association or entity.

12. Dissolution

The ICF AUSTRALASIA shall use its funds only to accomplish the objectives and purposes specified in this constitution, and no part of said funds shall inure or be distributed to the members of ICF AUSTRALASIA. On dissolution of ICF AUSTRALASIA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

13. Miscellaneous

13.1 Custody of books

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

13.2 Inspection of books

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

13.3 Notices

- (a) For the purposes of this constitution, a notice may be served on or given to a person by:
 - (i) delivering it to the person personally;
 - (ii) sending it by pre-paid post to the address of that person; or

- (iii) sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that later date.

APPENDIX 1

(rule 10.8))

FORM OF APPOINTMENT OF PROXY

I,

(full name)

of.....

(address)

being a member of.....

(name of incorporated association)

hereby appoint.....

(full name of proxy)

of.....

(address)

Or in his/her absence the President for the time being of the Association

being a member of this incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be

held on the.....day of.....20.....and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* To be inserted if desired.

.....

Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.