

ELEVATING WORK PLATFORM ASSOCIATION OF AUSTRALIA
INCORPORATED

CONSTITUTION

NAME

1. The name of the Association is "Elevating Work Platform Association of Australia Incorporated" ("the Association").

OBJECTIVES

2. The objectives for which the Association is established are:
 - (a) To promote and support the elevating work platform industry throughout Australia by all lawful means.
 - (b) To develop, promote and advance an efficient and stable elevating work platform industry and to foster and support goodwill among its members and suppliers.
 - (c) To establish standards, conditions of trading and codes of ethics in the industry in the segments of it in which members are involved.
 - (d) To promote, encourage and support self-regulation in the industry, including adherence to the safety, educational, business and ethical standards of the Association.
 - (e) To collate, prepare and disseminate information on training, education and safety for its members.
 - (f) To secure for its members all of the advantages of unity of action in order to protect and represent them in matters affecting their interests.
 - (g) To collaborate with any other organisation whose objectives are similar to those of the Association.
 - (h) To hold meetings and to provide a forum for co-operation and co-ordination between the Association and other organisations on matters of interest to them and the Association.
 - (i) To effect amicable settlement of disputes as requested by members.
 - (j) To make known and advertise the interests and activities of the Association and to disseminate information to the members and the public and to print, publish, issue and circulate such papers, periodicals, books, circulars and other information as may seem conducive to the objectives of the Association.
 - (k) To foster and encourage technical advancement in the industry.

LIABILITY

3. The liability of the members is limited.
4. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the Association being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Association (contracted before they cease to be a member) and of the costs, charges and expenses of winding up the Association, such amount as may be required by the Board, not exceeding \$100.00.
5.
 - (a) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objectives of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member to the Association. Any member of the Association may be appointed to any salaried office of the Association or any office of the Association paid by fees but except as aforesaid no remuneration or other benefit in money or money's worth shall be given by the Association to any member except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association
 - (b) If on the winding up or dissolution of the Association there remains, after satisfaction of all the debts and liabilities of the Association, any property whatsoever, then that property will not be paid to or distributed among the members of the Association, but shall be given or transferred to such other institution or institutions having similar objectives to the objectives of the Association and whose constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5(a) hereof, such institution or institutions to be determined by the members of the, at or before the time of winding up or dissolution, and in default thereof by any Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

6. A person (the meaning of which includes a corporation) is qualified to be a member of the Association if their principal business is manufacture, distribution, supply, service, rental, or support to the elevating work platform industry. The Board of Directors of the Association ("the Board") shall admit to membership those applicants as the Board shall in its discretion approve for membership. Membership and rights pertaining to membership are not transferable.

Nomination for membership

7. A nomination of a person for membership of the Association must be:
 - (i) made by an applicant in writing in the form set out in Appendix 1 to this Constitution; and
 - (ii) lodged with the Secretary of the Association.
8. As soon as possible after receiving a nomination for membership, the Secretary must refer the nomination to the Board who will determine approval or rejection of the nomination.
9. If the Board determines to approve a nomination for membership, the Secretary must, as soon as practicable after that determination, notify the nominee of the approval and request the nominee, within twenty eight days of receipt of the notification, pay the entrance fee and annual subscription payable according to this Constitution.
10. The Secretary must, on payment by the nominee of the amounts referred to in Clause 9 above within the period specified therein, enter the nominee's name in the register of members upon which the nominee becomes a member of the Association.

Cessation

11. A person ceases to be a member of the Association if the person dies; resigns; is expelled; becomes bankrupt or is wound up; fails to pay any amount payable to the Association within the period determined by the Board from time to time (but not prior to the expiry of the period set out in Fees and Subscriptions according to this Constitution); or ceases to be eligible to be a member of the Association for any other reason.

Entitlements not transferable

12. A right, privilege or obligation which a person has by reason of being a member of the Association is not capable of being transferred or transmitted to any other person and terminates on cessation of membership.

Resignation

13. A member of the Association is not entitled to resign that membership except in accordance with these rules
14. A member of the Association who has paid all amounts payable by the member to the Association in respect of their membership may resign their membership by first giving written notice to the Secretary of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
15. If a member of the Association ceases to be a member under Clause 11 above, and in every other case, where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to become a member.

Register of members

16. The Public Officer 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 that person became a member.
17. The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

Fees and subscriptions

18. A member of the Association must, on admission to membership, pay to the current Association the fee as published on the EWPA website or, if some other amount is determined by the Board, that other amount.
19. Payments as required in Clause 18 above must be made within 30 days of the dispatch of the appropriate documents to the member, or made within such other time as may be determined by the Board.

Disciplining Of members

20. A complaint may be made by any member of the Association that another member of the Association
 - (a) has persistently refused or neglected to comply with the provision or provisions of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
21. The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
22. On receipt of a complaint not subject to Clause 21, the Board;
 - (a) must serve notice of the complaint on the member concerned; and
 - (b) must give the member at least fourteen days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
23. The Board may by resolution expel the member from the Association or suspend the member from the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
24. If the Board expels or suspends a member, the Secretary must within seven days after the action is taken cause written notice to be given to the member of the action taken,

of the reasons given by the Board for having taken that action, and of the member's right of appeal under Clause 27.

25. The expulsion or suspension does not take effect;
Until the expiration of the period within which the member is entitled to appeal against the resolution concerned under Clause 27(a) OR
26. If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 27(e), whichever is the later - clause 25 or 26.

Right of appeal of disciplined members

27. (a) A member may appeal to the Association in general meeting against a resolution of the Board under Clause 23, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect;
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal;
- (c) On receipt of a notice from the member under sub-clause (a), the Secretary must notify the Board who is to convene a general meeting of the Association to be held within twenty eight days after the date on which the Secretary received the notice;
- (d) At a general meeting of the Association convened under sub-clause (c), no business other than the question of the appeal is to be transacted; the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked;
- (e) If, at this general meeting the Association passes the resolution, the resolution is confirmed.

GENERAL MEETINGS

28. An Annual General Meeting of the Association shall be held in accordance with the provisions of the Law, within the period of five months after the expiration of each financial year of the Association. General Meetings may be held anywhere in Australia at the discretion of the Board.
29. The Board may at any time, and shall on the request of at least 5% of the number of members of the Association, convene an Extraordinary General Meeting. If the Board fails to convene an Extraordinary General Meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene an Extraordinary General Meeting to be held not later than three months after that date.

30. Subject to the provisions of the Law relating to shorter notice, twenty one days' notice shall be given of general meetings, such notice to be in writing and in accordance with the provisions of the Law.
31. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of consideration of the accounts, balance sheets, and the report of the Board and auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment of auditors if necessary.

Quorum and Procedure

32. The quorum for a meeting of the Association members is five members present in person. For the purpose of this clause "member" includes a person attending as proxy or representing a corporation.
33. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day or to such other time and place as the convenor may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
34. The President shall preside as Chairperson at every General Meeting of the Association or if there is no President or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-President shall be Chairperson, or if he or she is not present or is unwilling to act, then the members shall elect one of their number to be Chairperson of the meeting.
35. The Chairperson may, with the consent of the meeting adjourn the 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. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
36. At general meetings, each member shall have one vote. Where a corporate member of the Association is represented by more than one member the corporate member is entitled to only one vote. Any resolution put to the vote at a meeting shall be decided on a show of hands unless (before the show of hands) a poll is demanded either by the Chairperson or at least three members present in person or by proxy. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has been on the show of hands carried or not carried, shall be conclusive evidence of the result of the vote once entered into the Minute Book. The demand for a poll may be withdrawn.
37. If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be the resolution of the meeting. A poll demanded on the election of a Chairperson or on the question of adjournment shall be taken immediately.

38. In the case of equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
39. A member shall vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

Proxies

40. A member or proxy is not entitled to vote at any General Meeting unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then-current year.
41. Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
42. A corporate member of the Association who is represented by more than one member is only entitled to one proxy.
43. No member may hold more than 5 proxies.
44. The notice appointing the proxy is to be in the following form.

ELEVATING WORK PLATFORM ASSOCIATION OF AUSTRALIA INCORPORATED (EWPA)

I, _____ of _____

being a member of the EWPA

hereby appoint _____ of _____

or failing him _____ of _____

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the _____ day of _____ 20__ and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of / *against the following resolutions:

Signed this _____ day of _____ 20__

*Strike out whichever is not desired.

THE BOARD OF DIRECTORS OF THE ASSOCIATION (“the Board”)

General Powers of the Board

45. Subject to Australian law and this constitution and to any resolution passed by the Association in general meeting, the Board:
- (a) is to control and manage the affairs of the Association, and
 - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association, and
 - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the Association.

Composition and Membership of the Board

46. The Board shall consist of the President from time to time of each validly constituted State Branch (or their alternates), plus the Immediate Past President of the Association, plus the President and Vice President of the Association who shall each be elected in accordance with Clause 48, plus a maximum of 5 ordinary members, each of whom is to be elected at the Annual General Meeting of the Association under Clause 48. Each member of the Board shall be a member of the Association or an employee or officeholder of a member of the Association.
47. At the Annual General Meeting of the Association, the members of the Board shall be installed and shall then hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election.
48. Nomination for candidates for election as the President and Vice President or ordinary members of the Board must be made in writing, signed by at least two financial members of the Association, and accompanied by the written consent of the candidate and delivered to the Secretary by a date to be advised by the Secretary each year. If more than one candidate who meets the selection criteria is received for any position, a ballot for the election of that Board member shall be conducted as a postal ballot by the Secretary by a date to be advised by the Secretary each year. The newly elected Board members shall be installed at the Annual General Meeting.

Office Bearers

49. The office bearers of the Association are the Immediate Past President, and the President and the Vice-President both of which shall become members of the Board and shall be elected by the members of the Association. The following selection criteria shall also apply in relation to the President and Vice President:
- 1. Neither may be the president of a State Branch;
 - 2. Each must be a financial member of the Association, or an employee or officeholder of a full member of the Association, whose membership is based on a principal business of manufacture, distribution, supply, service, rental, or support to the elevating work platform industry.

50. (a) The Board shall appoint a Chief Executive Officer ("CEO") who shall not be a Director or member of the Association, who shall act as Secretary and Treasurer and Public Officer of the Association.
- (b) The CEO shall attend all meetings of the Board and may attend any meeting of any sub-committee and is not to be considered a member of the Board or any sub-committee and shall have no vote in respect of votes taken at any meeting of the Board or of any sub-committee.
- (c) The CEO as Secretary shall:
- (i) lodge notice with the Association of his or her address, and
 - (ii) keep minutes of the appointments of members of the Association, and names of Board members present at Board meetings or general meetings and all proceedings at Board meetings and general meetings,
 - (iii) submit minutes of proceedings at a meeting to be proposed and seconded by members of the next succeeding meeting.
- (d) The CEO as Treasurer must;
- (i) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (ii) ensure that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- (e) The CEO as Public Officer, except as otherwise provided by this Constitution, shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Representatives of Corporate Members

51. Where a member of the Board is a representative of a corporate member of the Association, if that corporate member of the Association has given written notice to the Secretary that its representative has ceased to represent the corporate member then that representative shall be deemed to have resigned as a member of the Board on and from the date of receipt by the Secretary of that notice.

Numbers

52. The Association may from time to time by ordinary resolution passed at a General Meeting, increase or reduce the number of members of the Board.

Casual Vacancies

53. The Board shall from time to time have power to fill a casual vacancy on the Board. If the casual vacancy resulted from a State President vacating the Board, the Board shall appoint a suitable replacement from that particular State. Where there are no suitable replacements from a particular State the Board may, at its discretion, appoint

a member from another State. Any office bearer appointed to fill a casual vacancy shall hold office only until the next Annual General Meeting.

Removal of Member

54. The Association may in general meeting by ordinary resolution of which special notice has been given, remove any member of the Board before the expiration of their term of office, and may by ordinary resolution appoint another member in their stead. If the member removed was a State President the appointment should be from the same State as the removed member unless no suitable replacement from that State is available in which case a member from another State may be appointed. The replacement member appointed shall hold office only until the next Annual General Meeting.
55. The office of a member of the Board shall become vacant in the following circumstances.
 - (a) if the member becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) if the member becomes prohibited from being a member of the Board by reason of any order made under the Law;
 - (c) if the member dies or becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) if the member resigns by notice in writing to the Association;
 - (e) if the member for more than six months is absent without permission of the Board for meetings of the Board held during that period;
 - (f) if the member is removed from office pursuant to the terms of this Constitution.

Operation of the Board

56. The business of the Association shall be managed by the Board who may pay all expenses incurred in promoting the Association and may exercise all such powers of the Association as are not, by the Law or by this Constitution, required to be exercised by the Association in general meeting; provided that any rule or regulation of the Association made by the Board may be disallowed by the Association in general meeting and provided further that no resolution or regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
57. The Board may exercise all of the powers of the Association to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.
58. All cheques or other negotiable instruments and all receipts for money paid to the Association and all orders for the operation of bank accounts shall be signed, drawn,

accepted, endorsed or otherwise executed as the case may be by any two of the following;

The President, the Vice-President, the CEO or the Operations Manager
OR by such other members or officers of the Association as are authorised in writing by the Board.

59. The Board may meet together anywhere in Australia for the conduct of its business and may regulate its meetings as it thinks fit. The Board shall usually meet twice per year, but the President or Secretary may at any time, and the Secretary shall on the requisition of two members of the Board, summon a meeting of the Board. The Association shall pay the reasonable expenses of the members of the Board in attending validly constituted meetings.
60. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of members of the Board present at the meeting for all purposes shall be deemed a determination of the Board. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

Quorum and Procedure for the Board

61. The quorum necessary for a meeting of the Board shall be three or such greater number as may be fixed by the Board.
62. The continuing members of the Board may act notwithstanding any vacancy on the Board, but if their number are reduced below the number required for a quorum, the continuing members may act for the purposes of increasing the number of members of the Board to that required for a quorum, or of summoning a general meeting of the Association but for no other purpose.
63. The President shall preside as Chairperson at every meeting of the Board or if there is no President or if at any time he is not present within ten minutes after the time appointed for holding the meeting, the members may choose one of their number to be Chairperson of the meeting.
64. The Board may appoint one or more advisory committees consisting of such member or members of the Board as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and all members of such advisory boards shall have one vote each.

Sub-Committees

65. The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the Board members of the Association by the law) to one or more sub-committees consisting of such Association members or members of the Board as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Association. All members of each sub-committee shall have one vote each.

With the approval of the Chairperson the Board may meet by video link, telephone conference connections or other approved electronic means. Each participating person must be able to be aware of the contributions to the meeting made by each other member of the meeting and to be able to contribute themselves to the meeting without impediment. When such meetings are held the minutes should record that the member was contacted by phone, the time of the call and the nature of the communication.

66. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairperson of the sub-committee shall have a second or casting vote.
67. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as mentioned above, or that the member of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
68. A resolution in writing signed by all members of the Board in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

STATE BRANCHES

69. The Board may establish a State Branch of the Association in each State or Territory of Australia as it thinks fit.
70. The minimum number of members of the Association normally resident in a State or Territory to entitle that State or Territory to have a State Branch shall be six or such other number as is decided by the Board.
71. Each State Branch shall be a sub-committee of the Board and shall consist of a President, Vice-President and up to four other members or such other number as is decided by the Board. That sub-committee shall (subject to the approval of the Board) manage the business of the Association in the relevant State or Territory. The State Branch committee members shall be elected by those members of the Association normally resident in the relevant state or Territory at a meeting of those members in accordance with similar rules as apply to election of members of the Board. Meetings of the State Branch committee shall be conducted in accordance with similar rules as apply to meetings of the Board.
72. Each State Branch shall be established to further the objectives of the Association within its relevant State or Territory.

73. Each State Branch may liaise with Government and other statutory authorities to further the interests of the Association, but shall only do so with the prior knowledge and written consent of the Board.
74. The State Branches shall comply with any directions of the Board in relation to the conduct of the Association's affairs within that State Branch's State or Territory, including in relation to the conduct of the State Branch committee. The Board and the State Branches shall liaise with each other for the effective carrying out of the Association's objectives but decisions of the Board shall be final.
75. All funds previously received as contributions from the State Branches, in their role as previous State organisations, shall be consolidated into the main funds of the Association.
76. The State Branches shall have no power to collect any fees from members of the Association and the only income of the State Branches shall be such funds as are distributed from time to time to each State Branch by the Board for the purposes of conducting projects within the relevant State or Territory. The State Branches and their committees shall have no authority to enter any contract on behalf of the Association including employment contracts, and shall not be entitled to legally bind the Association without the prior written authority of the Board.
77. Each State Branch shall nominate for election at the Annual General Meeting of the Association its President to be the representative of that State Branch on the Board.
78. The Board shall be entitled to disband any State Branch where the Board decides that it is in the best interests of the Association to do so, subject to ratification by the Association in general meeting. If a State Branch is disbanded, the representative of that State Branch on the Board shall be deemed to have resigned from the Board.

ACCOUNTS

79. The Board and each State Branch and each other sub-committee or advisory committee shall cause proper accounting and other administrative records to be kept of business under its control. Each State Branch and sub-committee or advisory committee must account to the Board and provide copies on request of all financial and other administrative records. The Board shall distribute copies of the Association's profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of an auditor's report thereon as required by the Law.
80. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting or other records of the Association shall be open for the inspection of members.
81. A properly qualified auditor or auditors shall be appointed to the Association and their duties regulated in accordance with the Law.

Financial year

82. The financial year of the Association is each period of twelve months after the expiration of the previous Association financial year and commences on 1 July and ends on the following 30 June.

Inspection of books

83. The following documents must be open to inspection free of charge to members of the Association at any reasonable hour:
- (a) records, books and other financial documents of the Association,
 - (b) this Constitution,
 - (c) minutes of all Board and sub-committee meetings and general meetings of the Association.

NOTICES

84. Any notice required by law or by or under this Constitution to be given to any member shall be given by sending it by post to the member at their registered address, or (if there is no registered address) to the address, if any, supplied by the member to the Association for the giving of notices; or at a member's request by facsimile or email to such address as is provided by the member to the Secretary. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected the second business day after the date of its posting. Where a notice is sent by facsimile or email it shall be deemed served the day after sending provided that for facsimile transmissions a confirmation of transmission is received by the sender.
85. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address) have not supplied to the Association an address for the giving of notices to them and no other person shall be entitled to receive notices of general meetings.

INDEMNITY

86. Every member of the Board, auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Law in which relief is granted to them by the Court in respect of any negligence default breach of duty or breach of trust.

INTERPRETATION

87. In this Constitution;
- (a) "Law" means Australian law including the Associations Incorporation Act as amended from time to time;

- (b) Words importing the singular include the plural, and vice versa, words importing the masculine gender include the feminine gender.

DISPUTE RESOLUTION

88. Disputes between a member and another member (in their capacity as members) of the Association, disputes between a member or members and the Association and disputes between State Branches and the Board are to be referred to a centre for mediation as agreed by the parties to the dispute, or, failing agreement, as nominated by the President of the Law Society of New South Wales or his nominee.