

CORPORATIONS ACT 2001 (CTH.)
A Company Limited by Guarantee
CONSTITUTION - of -
PETROLEUM EXPLORATION SOCIETY OF AUSTRALIA LIMITED

- 1 The name of this company is PETROLEUM EXPLORATION SOCIETY OF AUSTRALIA LIMITED ("the Society").
- 2 The objects for which the Society is established are all or any of the following:
 - (1) to take over all or any part which may lawfully be taken over by the Society of the assets and liabilities of the Association known as Petroleum Exploration Society of Australia;
 - (2) to promote professional and technical aspects of the petroleum industry throughout Australia by providing a medium for the gathering of individuals interested in oil and gas exploration and the petroleum industry;
 - (3) to provide a public educational forum for the discussion and consideration of technical aspects of the petroleum industry;
 - (4) to foster and provide continuing education for the benefit of the members of the Society;
 - (5) to nurture the spirit of research among the members of the Society;
 - (6) to maintain a high standard of business and professional conduct on the part of the members of the Society;
 - (7) to advance the knowledge and understanding of the following phases or endeavours related to the search for and handling of hydrocarbons namely: exploration; development; production and transmission;
 - (8) to present views and discuss technical and professional matters relating to the petroleum industry on a national basis;
 - (9) to undertake and provide facilities for research into the technical aspects of the petroleum industry and to make recommendations and submissions for improvements in the administration of the petroleum industry;
 - (10) to enable and encourage members and persons interested in the objects of the Society to examine and consider all or any aspects of the petroleum industry;
 - (11) to gather examine consider and make recommendations and submissions with respect to practices and laws relating to the petroleum industry proposed or enacted by the Parliaments of the Commonwealth of Australia and of the several States and Territories thereof or the Parliament of another country;

- (12) to liaise and work in conjunction with government departments and other bodies and organisations in relation to the administration of technical aspects of the petroleum industry;
 - (13) to acquire and disseminate knowledge of domestic and international trends in the development of and improvement in the technical aspects of the petroleum industry;
 - (14) to convene and hold seminars discussions lectures and conferences at such times and places as the Society may determine;
 - (15) to establish libraries of books, documents, materials, reports and data relating to the professional and technical aspects of the petroleum industry;
 - (16) to publish and distribute journals books papers bulletins and newsletters;
 - (17) to acquire and make available for the use of members publications and information concerning the professional and technical aspects of the petroleum industry;
 - (18) to promote social activities amongst members and persons interested in the objects of the Society;
 - (19) to raise money by any lawful means and to receive and enlist financial and other aid from individuals trusts companies corporations firms associations societies institutions governments and governmental and other organisations or authorities and to conduct fund raising activities for the purpose of furthering the objects of the Society.
- 3 The Society may carry out any of those objects (inter alia) by doing all or any of the following -
- (1) to make known and further the objects and activities of the Society by the publication and distribution of papers and journals and other publications or by any other means thought desirable;
 - (2) to promote obtain and achieve any of the objects of the Society by or through the facilities available in any university research institute council faculty school or other institution and make outright donations of money books and equipment to give subsidies and to endow scholarships to any of them;
 - (3) to make grants to or in aid of or to make donations or give assistance to or make contracts with individuals trusts corporations associations societies institutions or other organisations or authorities whether within or outside Australia as the Society considers necessary or desirable;
 - (4) to draw make accept endorse discount execute and issue promissory notes bills of exchange warrants and other negotiable instruments;
 - (5) to borrow and raise money for any of the purposes of the Society and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality of the foregoing) by any mortgage charge or debenture upon or over all or any of the property of the Society;

- (6) to lend or invest such of the moneys and funds of the Society as are not immediately needed in such securities or investments and upon such terms and conditions as the Federal Executive may determine;
- (7) to arrange engage in and carry on general or particular research work of such nature as the Federal Executive from time to time may determine and for those purposes to acquire erect equip maintain and conduct such facilities as the Society considers desirable;
- (8) to employ and engage officers employees and independent contractors whose services the Society considers necessary or desirable for the purpose of the operations of the Society;
- (9) to purchase take on lease or acquire by gift or otherwise real and personal property of any nature of description;
- (10) to sell or otherwise dispose of and transfer such property or exchange it for other property;
- (11) to lease such property on such terms at such rent and upon such conditions as may be deemed desirable;
- (12) to raise money on such property on such terms and conditions as the Society considers desirable;
- (13) to construct add to alter demolish repair maintain and deal with such property in such manner as may be deemed advisable;
- (14) to guarantee the performance of any obligation of any person corporation or Association and to give any security in support of such guarantee;
- (15) to promote establish superintend conduct control affiliate with and assist branches committees and' other forms of organisation and administration for the purpose of furthering the objects of the Society;
- (16) to assist in any way deemed desirable by the Federal Executive any other body or organisation in connection with the conduct of any research or similar work which the Federal Executive considers to be in the interests of the Society or to be conducive to the attainment of any of its objects;
- (17) to undertake and execute any trusts the undertaking whereof may be necessary or desirable for carrying out any of the objects of the Society and to accept any gift endowment or bequest made to the Society generally or for the purpose of any specific object and to carry out any trusts attached to any gift endowment or bequest providing that the Society shall only deal with any property which is subject to any trusts in such manner as is allowed by law having regard to such trusts;
- (18) to set and enforce the ethical standards of the Society; and
- (19) generally to do all such acts matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any -of the objects of the Society.

- 4 The objects of the Society may be pursued and its powers exercised anywhere within Australia and in such other countries as the Society may consider desirable.
- 5 The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or in any other manner by way of profit to the members of the Society. No remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Federal Executive except repayment of out-of-pocket expenses. However nothing in this clause shall prevent the payment in good faith of reasonable and proper remuneration to any officer employee or member of the Society (or any firm or company of which such person is a member) in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate which the Federal Executive considers reasonable on money borrowed by the Society or reasonable and proper rent for premises demised or let or goods leased to the Society.
- 6 The liability of the members is limited.
- 7 Each member of the Society undertakes to contribute to the property of the Society in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Society contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of FIFTY DOLLARS (\$50.00).
- 8 If upon winding-up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other association company institution or body having some objects similar to the objects of the Society 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 Society under or by virtue of this clause. Such other association company or institution shall be determined by the members of this Society at or before the time of dissolution and in default thereof the distribution shall be made to some charitable object determined by the members and in default thereof by application to a Judge of the Supreme Court of the State of Western Australia for determination thereof.
- 9 True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which receipts and expenditures take place and the property credits and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Rules of the Society for the time being such accounts shall be open to the inspection of the members. At least once every year the accounts of the Society shall be examined and the correctness of the Balance Sheet ascertained by a properly qualified auditor who shall report to the members in accordance with the Corporations Act 2001 (Cth.).

WE the several persons whose names and addresses are subscribed, being the subscribers to the Constitution, are desirous of being formed into a company in pursuance of this Constitution.

Dated the 26th day of May 2013

[illegible]

CORPORATIONS ACT 2001 (CTH.)
COMPANY LIMITED BY GUARANTEE
RULES

- of -

PETROLEUM EXPLORATION SOCIETY OF AUSTRALIA LIMITED

INTERPRETATION AND DEFINITION

1

- (1) In these Rules the following words and phrases shall have the meanings respectively assigned to them unless there is something in the subject or context inconsistent therewith:-
- (a) "Rules" means the Rules for the time being of the Society;
 - (b) "Active Member" means a person admitted to membership pursuant to Rule 6;
 - (c) "Branch Committee" means a committee of a State Branch constituted in accordance with Rule **Error! Reference source not found.**;
 - (d) "Branch Register" means a Branch Register established by and maintained by a Branch Committee in accordance with Rule 46;
 - (e) "the Act" means the Corporations Act 2001 (Cth.) as amended from time to time;
 - (f) "Committee" means any committee formed from time to time pursuant to Rule 74 hereof;
 - (g) "Distinguished Member" means a person declared as such pursuant to Rule 10;
 - (h) "Federal Executive" means the board of directors of the Society constituted in accordance with Rules 37 to 38;
 - (i) "Fiscal Year" means, until the Federal Executive resolves otherwise, a calendar year commencing on 1st day of January;
 - (j) "member" means a person admitted to membership of the Society under any of these Rules;
 - (k) "Model By-Laws" means the by-laws (if any) prescribed by the Federal Executive pursuant to Rule 40(3)
 - (l) "Month" means calendar month and "year" means calendar year;
 - (m) "Office-bearer" means a member of the Federal Executive elected pursuant to Rule 38(1)
 - (n) "Person" means a natural person;
 - (o) "the Petroleum industry" includes the following phases or endeavours related to the search for and handling of hydrocarbons, namely: - exploration, development, production and transmission;
 - (p) "the Principal Register" means the register of members to be kept pursuant to the Act and Rule 2;

- (q) "Retired Member" means a person declared as such pursuant to Rule 9;
 - (r) "Secretary" or "Secretary/Treasurer" (as the case may be) means the person elected as such pursuant to Rule 38 (1) and includes any person for the time being acting in that office;
 - (s) "the Society" means the company limited by guarantee incorporated as Petroleum Exploration Society of Australia Limited;
 - (t) "Special Resolution" has the meaning assigned by the Act;
 - (u) "State" means as the context in which the word is used requires one of each of the States or Territories of the Commonwealth of Australia;
 - (v) "State Branch" means a branch of the Society constituted in accordance with Rule 40;
 - (w) "State Secretary" means as the context in which the expression is used requires the State Secretary of a State Branch elected in accordance with Rule 41)(2)
 - (x) "Student Member" means a person declared as such pursuant to Rule 8;
 - (y) "Association" means the Association known as Petroleum Exploration Society of Australia;
- (2) The expressions "in writing" and "written" include printing lithography and other modes of reproducing or representing words in a visible form and include electronic mail telex telegram and facsimile transmission.
 - (3) When any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force.
 - (4) An expression defined in the Act shall bear the same meaning in these Rules unless that expression is otherwise defined in these Rules.
 - (5) Words importing the singular number include the plural number and vice versa. Words importing one gender include the other genders.

MEMBERSHIP

- 2 In accordance with the Act the Secretary shall prepare and maintain the Principal Register. The Principal Register shall record the name occupation and address of each member and the class of membership to which he belongs and such other details of each member as the Federal Executive may resolve from time to time and shall in addition disclose the State Branch with which each member is affiliated. Until the Federal Executive shall otherwise resolve the Principal Register shall group together alphabetically the members that are affiliated with each State Branch.
- 3 The number of members with which the Society proposes to be registered is nine. The subscribers to the Constitution shall be members of the Society (and subject to these Rules shall be deemed to be affiliated with the State Branch for the State mentioned in their respective addresses set out in the Constitution) as shall such other persons as become members pursuant to

Rule 104 and as shall such other persons as a Branch Committee admits to membership of the Society.

- 4 A person whose application for membership is accepted by a Branch Committee in accordance with these Rules shall be a member of the Society and subject to these Rules shall be affiliated with the State Branch whose Branch Committee accepted him into the membership of Society.
- 5 The membership of the Society shall consist of the following classes of members:-
 - (a) Active Member;
 - (b) Associate Member;
 - (c) Student Member;
 - (d) Distinguished Member;
 - (e) Overseas Member and.
 - (f) Retired Member.
- 6 Any person: -
 - (1) who holds a degree, diploma or associateship from a tertiary education institution duly recognised by a Branch Committee; or
 - (2) who in the opinion of a Branch Committee by virtue of his service or experience within the petroleum industry, may be deemed to be professional (hereinafter called a "professional person") and who has or has had a business or working association with the petroleum industry; or
 - (3) being a non-professional person who is employed by a company actively engaged in the petroleum industryis eligible for membership of the Society as an Active Member.
- 7 Any person who in the opinion of a Branch Committee is interested in the objects of the Society and the petroleum industry is eligible for membership of the Society as an Associate Member.
- 8 Any person attending a tertiary education institution within Australia who does not have and is studying for a diploma degree or associateship and who in the opinion of a Branch Committee is interested in the petroleum industry is eligible for membership of the Society as a Student Member.
- 9 A member in any category who has retired from paid work may by application to the membership secretary be declared a Retired Member.
- 10 The Society in general meeting may resolve to declare as a Distinguished Member any member who has rendered meritorious service to the Society or to the petroleum industry or in any like field.
- 11 An Active, Associate or Distinguished Member who for the time being is not a resident of Australia shall be an Overseas Member.
- 12 An application for membership shall be made in such form and in such manner as the Federal Executive may from time to time decide. However, such form must contain an undertaking to be bound by the provisions of the Constitution and Rules of the Society and must specify the State or Territory of Australia in

(1) the right to receive the services and the publications of the Society upon the same terms as those services and publications are available to Associate Members; and

(2) the right to take part in seminars discussions and other activities of the Society on the same terms as an Active Member

PROVIDED ALWAYS THAT a Student Member shall not be entitled to vote at any general meeting of the Society or to be elected or appointed to the Federal Executive.

25 A Distinguished Member shall enjoy all the rights of an Active Member. A Distinguished Member shall not be obliged to pay any subscription.

26 An Overseas Member shall enjoy all the rights of an Active Member but shall not be entitled to vote at any general meeting or be eligible to be elected or appointed to the Federal Executive.

27 A Retired Member shall enjoy all the rights of an Active Member and shall pay a reduced membership fee as may be determined from time to time by the Federal Executive.

CESSATION OF MEMBERSHIP

28 Any member may resign from the Society by giving notice in writing to the State Secretary of the State Branch with whom he is then affiliated but such resignation shall not prejudice his obligation to pay any moneys which prior to the date of such resignation were owed by the member to the Society.

29 If the subscription of a member remains unpaid by the 30th June of the fiscal year for which the subscription was due, the membership of such member shall thereupon terminate and his name shall be removed from the Branch Register of the State Branch with whom he is then affiliated but without prejudice to his obligation to pay the subscription.

30 Subject to these Rules a Branch Committee or the Federal Executive may at any time and from time to time terminate the membership of any member (in the case of a Branch Committee, only a member whose name is recorded in its Branch Register) in any of the following cases: -

- (1) if the member ceases be eligible for membership of the Society;
- (2) if the member dies, resigns, becomes bankrupt, makes a composition with or assigns his estate for the benefit of his creditors or becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health; or
- (3) if the member is expelled from the Society under Rule 30A.

Upon the termination of membership of any member the name of such member shall be removed from the Branch Register in which it is recorded and he shall cease to have the rights and privileges of membership. Any office held by that member shall thereupon be deemed vacated.

30A Disciplining Members

- (a) A Branch Committee or the Federal Executive may, by resolution, warn, suspend or expel a member from membership if:
 - (i) the member refuses or neglects to comply with these Rules; or
 - (ii) the member's conduct or behaviour is determined to be detrimental to the interests of the Society.
- (b) Unless the Branch Committee has determined under Rule 30A(g) to defer the decision to the Federal Executive, the Branch Committee must first hold a meeting of the Branch Committee to resolve whether to warn, suspend or expel a member under Rule 30A(a).
- (c) The State Secretary of the State Branch must, not less than 28 days before the meeting referred to in Rule 30A(b), give written notice to the member:

which the member resides and must also contain an undertaking to be bound by the Model By-Laws (if any) applicable to that State or Territory.

- 13 An application for membership of the Society accompanied by the applicable subscription shall be lodged with the State Secretary of the State Branch with which the applicant wishes to be affiliated. The State Secretary shall bring the application before the Branch Committee of that State Branch.
- 14 The Branch Committee shall review each applicant's eligibility for membership and resolve whether or not to admit each applicant to membership.
- 15 The Branch Committee may require any applicant for membership to give such information as it desires before admitting the applicant to membership of the Society.
- 16 The decision of the Branch Committee as to the appropriate class of membership for an applicant shall be final and no reasons need be given.
- 17 The Branch Committee may refuse any application for membership without assigning any reason therefor.
- 18 An applicant for membership shall be deemed admitted to membership of the Society upon the Branch Committee so resolving. After an applicant has become a member his name occupation and address and class of membership to which he belongs and such other details as the Federal Executive may have resolved pursuant to Rule 2 shall be recorded in the Branch Register of the State Branch with which he is affiliated.
- 19 In any case involving admission of a member as a Distinguished Member, the Federal Executive shall first receive from the State Branch with whom the member concerned is affiliated a recommendation that the member be considered for admission as a distinguished member. On reviewing the matter the Federal Executive may refer it back to the Branch Committee for re-consideration or for further information or the Federal Executive may endorse the recommendation for submission to and adoption by members at the next ensuing general meeting.

RIGHTS OF MEMBERSHIP

- 20 Membership of the Society shall be personal only and shall not be capable of assignment transfer or devolution on death.
- 21 An Active Member shall be entitled to attend and vote at any general meeting of the Society and shall be eligible to be elected or appointed to the Federal Executive.
- 22 An Active Member may cite their membership of the Society in their professional dealings and in their qualifications provided always that:-
 - (1) they are a member in good standing; and
 - (2) they operate according to the ethical standards of the Society as may be declared pursuant to Rule 56.
- 23 An Associate Member shall enjoy all the rights of an Active Member but shall not be entitled to vote at any general meeting or be eligible to be elected or appointed to the Federal Executive.
- 24 A Student Member shall have as the following rights only:-

- (i) of the proposed warning, suspension or expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the meeting of the Branch Committee pursuant to Rule 30A(b);
 - (iii) that the member may provide a written statement to the Branch Committee prior to that meeting;
 - (iv) that the member may attend that meeting of the Branch Committee to put the member's case; and
 - (v) that in addition to any written statement provided pursuant to Rule 30A(c)(iii), the member will have a reasonable opportunity to address the Branch Committee at that meeting to state the member's case.
- (d) At the meeting of the Branch Committee referred to in Rule 30A(b), the Branch Committee must:
- (i) give the member a reasonable opportunity to state the member's case orally;
 - (ii) give due consideration to any written statement submitted by the member pursuant to Rule 30A(c)(iii); and
 - (iii) resolve whether:
 - A. no action be taken against the member;
 - B. the member be warned;
 - C. the member be suspended from membership, and if so, the period that the member should be suspended from membership;
 - D. the member be expelled from the Society;
 - E. prior to making a decision the Branch Committee shall first obtain a report from an unbiased, independent person with the appointment of such person being on conditions that the Branch Committee considers appropriate and where such a report is obtained, the Branch Committee shall first consider such report before making a decision under this Rule 30A(d)(iii) at a subsequent meeting of the Branch Committee;
 - F. the matter should be determined at a general meeting of the State Branch in which case the provisions of Rule 30A(d)(i), (ii) and (iii)A to E (both inclusive) shall apply to such determination as if the general meeting were the Branch Committee.;
- (e) The State Secretary of the Branch Committee must inform the member in writing of the decision under Rule 30A(d), (g) or (h), as the case may be, within 7 days of the decision being made.

- (f) Once the decision has been made to suspend or expel a member under Rule 30A(d), (g) or (h), as the case may be, the member is immediately suspended or expelled from membership in accordance with such decision.
- (g) If the Branch Committee determines the member's conduct to be detrimental to the Society as a whole, it may refer the matter to the Federal Executive who shall determine the matter and the provisions of this Rule 30A shall apply to such determination as if the Federal Executive were the Branch Committee. Where the Branch Committee so refers the matter, the Branch Committee shall at the same time advise the Federal Executive of the views and recommendations of the Branch Committee in relation to the matter.
- (h) The Federal Executive may initiate a determination under Rule 30A without a referral from a Branch Committee under Rule 30A(g), in which case the Federal Executive shall determine the matter and the provisions of this Rule 30A shall apply to such determination as if the Federal Executive were the Branch Committee.
- (i) The conduct of all meetings with the member under this Rule 30A shall be informal and no representatives (legal or otherwise) of either the member or the Society shall be present at the relevant meetings.
- (j) If the member does not provide a written statement pursuant to Rule 30A(c)(iii) or address the meeting pursuant to Rule 30A(c)(v) the Branch Committee shall be entitled to make its decision based on the information before it and the member shall be deemed to have provided all information, whether written or oral, that the member could have provided.

30B Right of Appeal of against Suspension or Expulsion

- (a) If a member is suspended or expelled under Rule 30A the member may appeal the decision by giving written notice to such effect to the Secretary of the Society within 14 days of receiving notice of the decision under Rule 30A(e)
- (b) The written notice pursuant to Rule 30B(a) shall set out the grounds for such appeal.
- (c) Where a notice is received in accordance with Rule 30B(a), the Secretary shall refer the appeal to the Office Bearers who shall appoint an unbiased, independent person ("Reviewer") to consider the decision under Rule 30A and such appointment shall be on conditions that the Office Bearers consider appropriate
- (d) The Reviewer shall act in accordance with any conditions imposed by the Office Bearers and shall only consider the material, whether written or oral, that was before the Branch Committee or the Federal Executive, as the case may be, at the time of making the decision.
- (e) The Reviewer shall provide a recommendation to the Federal Executive which shall consider such recommendation and determine whether to affirm or amend the original decision, any amendment to be consistent with the powers contained in Rule 30A(d)(iii)(A) to (D) (both inclusive).

- (f) The Secretary shall promptly notify the member of the decision of the Federal Executive under Rule 30B(e)
- (g) If the decision to suspend or expel a member is revoked under Rule 30B(e), any act performed by the Federal Executive, Branch Committee or members in General Meeting during the period that the member was suspended or expelled from membership under Rule 30A(f), is deemed to be valid, notwithstanding the member's inability to exercise any rights or privileges of membership, including voting rights, during that period.

30C When a Member is Suspended

- (a) If a member's membership is suspended under Rule 30A(f), the State Secretary of the State Branch that the member is affiliated with must record in the Branch Register of that State Branch:
 - (i) the name of the member that has been suspended from membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined under Rule 30A.
- (b) A Member that has been suspended under Rule 30A(f) cannot exercise any rights or privileges of membership, including voting rights, during the period the member is suspended from membership.
- (c) Upon the expiry of the period of a member's suspension, the relevant State Secretary must record in the Branch Register that the member is no longer suspended.

30D Advisory Panels

- (a) If a member is concerned that any act, thing or event that the member has been or may be involved in may cause that member to be exposed to discipline under Rule 30A, the member can apply to the President of the Society for guidance and if necessary a ruling on the matter.
- (b) Any application pursuant to Rule 30D(a) must be made in a timely fashion to allow the matter to be appropriately dealt with and the member must provide all reasonably relevant information at the same time to enable the matter to be reviewed.
- (c) The matter referred under Rule 30D(a) shall be reviewed by the Office Bearers and the outcome of the review shall be advised to the member.
- (d) Any such response under Rule 30D(c) is advisory only, but will be factual in any subsequent consideration under Rule 30A which involves in whole or in part the matter referred to under Rule 30D(a).

30E Complaints

- (a) A complaint can be lodged by any person or body against any member with the President of the Federal Executive or with the State President of any Branch.
- (b) If a complaint is received under Rule 30E(a), the party making the complaint will be required to provide the most complete information about the matter available to the Society, including supporting documentary evidence where available.
- (c) Upon receipt of a complaint under Rule 30E(a), the complaint shall promptly be referred to the Branch Committee of the Branch that the member is affiliated with for consideration and determination of what actions, if any, to be taken, whether under Rule 30A or otherwise.

Rule 56(2) needs to be amended to delete the reference to Rule 30(3)

FEES AND SUBSCRIPTIONS

- 31 Each member (except a Distinguished Member) shall be obliged to pay a nomination fee (if any) upon admission to membership and an annual subscription.
- 32 The nomination fee and the annual subscription in respect of each class of membership shall be such sum or sums as the Federal Executive may from time to time determine but although different rates may apply to different classes of membership the same rate shall apply to each member within the same class provided that the Federal Executive may remit the whole or part of the nomination fee and/or the annual subscription of any member or class of members.
- 33 Annual subscriptions shall be payable annually in advance and shall be due on the first day of January in each year or on such other date as may be determined from time to time by the Federal Executive.
- 34 Subject to Rule 104 a person applying for membership shall be required to pay the full annual subscription for the then current fiscal year regardless of the date on which such application is made during that current fiscal year.
- 35 The Federal Executive may delegate in writing to a Branch Committee of a State Branch the power to collect nomination fees and subscriptions from members affiliated with that State Branch upon such terms and conditions as it thinks fit and may upon one year's notice in writing revoke such delegation at any time.

FEDERAL EXECUTIVE (INCLUDING OFFICE-BEARERS)

- 36 No person shall be eligible to be appointed or elected as a member of the Federal Executive unless he is either an Active Member or a Distinguished Member. Each member of the Federal Executive is a director of the Society for the purposes of the Act.
- 37 The Federal Executive shall comprise up to 13 members, namely:-
 - (1) the office-bearers for the time being of the Society which shall be:
 - (a) a President;
 - (b) a Vice-President;
 - (c) either
 - (i) a Secretary/Treasurer; or
 - (ii) a Secretary and a Treasurer.who shall be elected pursuant to Rule 38 (hereinafter referred to as "Office-Bearers");
 - (2) a representative of each State Branch who shall be appointed pursuant to Rule 47 (hereinafter referred to as "Appointed Members"); and
 - (3) the Immediate Past President unless he is already a member of the Federal Executive pursuant to paragraphs (1) or (2) hereof.

For the purposes hereof, service in such offices of the Association shall be treated as service in those offices of the Society.

- (1) At each Annual General Meeting, Office Bearers (being either Active Members or Distinguished Members resident in Australia) shall be elected to office in the Federal Executive for a term of one year and shall then retire. A retiring member of the Federal Executive shall be eligible for re-election provided that a member shall not hold the office of President for more than two consecutive years but shall be eligible for re-election to that office after the expiry of at least two years from the date on which he ceased to hold office on the last previous occasion.
- (2) State Branches constituted according to Rule 40 shall by rotation offer a Candidate team for election to the Federal Executive by rotation such that each State Branch shall offer to provide the Office Bearers for two years.
- (3) A Candidate team comprises a candidate for President, Secretary and/or Treasurer from that State Branch and a Vice President from the State Branch next in the rotation, and the Immediate Past President.
 - (a) Commencing as of the 2010 Annual General meeting the rotation shall be as follows unless otherwise determined by the Federal Executive: Vic/Tas, NSW, SA/NT, WA, ACT, Qld.
 - (b) Candidates formulated by a State Committee according to Rules 38 (2) and 38 (3) and elected according to Rule 38 (1) may present themselves for re-election after one year of Office and are deemed to have fulfilled all requirements for nomination.
- (4) Any other person seeking election to office in the Federal Executive pursuant to Rule 37(1) must lodge with the Secretary not later than 28 days preceding the Annual General Meeting notice of his or her intention in that behalf. Such notice need not be in any prescribed form but it must specify the full name and address of such person and be signed by him. It must also be signed by two other members (being either an Active Member or Distinguished Member) as proposer and seconder.
- (5) If there is more than one candidate nominated for any of the offices in the Federal Executive referred to in Rule 37(1) an election for such office or offices shall be conducted by postal ballot as follows:-
 - (a) voting shall be by voting papers only and proxy voting shall not be allowed;
 - (b) every voting paper shall contain the names of the candidates for election;
 - (c) voting papers shall be sent by post to all members resident in Australia and eligible to vote with a special return voting paper envelope pre-addressed to the Returning Officer not later than the 24 days immediately preceding the Annual General Meeting provided that accidental omission to send or incorrectly address a voting paper shall not invalidate the election;
 - (d) the method of voting shall be by striking out all but the name of the candidate for whom a member wishes to vote;
 - (e) members shall return the completed voting paper in the special return voting paper envelope after first affixing their names and signature in

the space provided on the back of the envelope. Any completed voting paper which is not received by the Returning Officer on a date and time which is 48 hours before the Annual General Meeting, whatever the reason shall be rejected;

- (f) any one of the President, the Vice-President, the Secretary or the Treasurer (or Secretary/Treasurer) shall act as Returning Officer and two scrutineers, not necessarily members of the Society shall be appointed by the President at least 24 hours prior to the posting of the voting papers;
 - (g) the Returning Officer shall satisfy himself that the name and signature on the back of the envelope is that of a member eligible to vote and being so satisfied they shall in the presence of the scrutineers deface the signature on the envelope and hand the inner unopened envelope containing the voting paper to them;
 - (h) the candidate for an office who receives the greatest number of votes shall be declared elected to that office provided that where each candidate for the same office receives an equal number of votes then the Returning Officer or in his or her absence one of the scrutineers shall determine the result of the election for that office by lot;
 - (i) the scrutineers shall certify under their hands the result of the count and deliver the same to the President or in his absence to the Vice-President;
 - (j) the President or Vice-President shall sign a record of the result of the election which record shall be entered in the minute book referred to in Rule 55 and shall be conclusive;
 - (k) the Chairman of the immediately succeeding Annual General Meeting shall announce at that meeting the result of the election and the names of those appointed to the Federal Executive in accordance with Rule 47.
- (6) (An Office-Bearer may retire by giving written notice to the Secretary to that effect.
- (7) Any casual vacancy in Office-Bearers shall be filled by decision of the member of the Federal Executive. Any such office bearer shall be subject to retirement and re-election pursuant to paragraph (2) hereof.
- (8) Any casual vacancy in the Appointed Members of the Federal Executive shall be filled by the Branch Committee of the State Branch from which the vacancy occurred. In the event a State Branch shall not have appointed a member to the Federal Executive within two months of being requested by the Federal Executive, the Federal Executive forthwith shall appoint a member affiliated with the State Branch to fill the vacancy. Such appointments are to be from Active Members or Distinguished Members of the Society resident within Australia and written consent of the member so nominated shall be first obtained. Any Federal Executive member so appointed shall hold office for the remainder of the term of the person he replaces.

- (9) The Society may by ordinary resolution remove any Federal Executive member before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead provided that in the case of Appointed Members appointed pursuant to Rule 47 hereof such other person is affiliated with the same State Branch as the member replaced. The person so appointed shall hold office for the remainder of the term of the person he replaces.
- 39 A member of the Federal Executive shall ipso facto cease to be a member thereof: -
- (1) if he or she ceases to be a person eligible to be a director by virtue of the Act;
 - (2) if he or she becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (3) if he or she becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health;
 - (4) if he or she resigns his office by notice in writing to the Society;
 - (5) if he or she is absent without permission of the Federal Executive from three consecutive meetings of the Federal Executive and the Federal Executive resolves that such person should no longer be a member of the Federal Executive;
 - (6) if he or she is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest in manner required by the Act (or in any event at the meeting of the Federal Executive as soon as practicable after the relevant facts have come to his knowledge) and the Federal Executive resolves that such person should no longer be a member of the Federal Executive;
 - (7) if he or she fails to comply with the ethical standards of the Society and the Federal Executive resolves that such person should no longer be a member of the Federal Executive;
 - (8) if he or she ceases to be an Active Member or Distinguished Member of the Society; or
 - (9) if he or she is guilty of any act proceeding or practice likely in the bona fide opinion of the Federal Executive to bring discredit to the Society or be inimical to its objects and the Federal Executive resolves that such person should no longer be a member of the Federal Executive.

STATE BRANCHES

40

- (1) There shall for the purposes of these Rules be recognised the following branches of the Society:
 - (d) Victorian/Tasmanian Branch
 - (e) New South Wales Branch;
 - (f) South Australian/Northern Territory Branch;
 - (g) Western Australian Branch ;

- (h) Australian Capital Territory; and
- (i) Queensland Branch;
- (2) Those members of the Association whose names appear on the membership list of the Association (as at the close of the Annual General Meeting in 1983 of the Association) as affiliated with a particular branch of that Association shall for the purpose of these Rules and subject to Rule 104 be deemed to become affiliated with the corresponding State Branch constituted under paragraph (1).
- (3) The Federal Executive may from time to time prescribe vary revoke or amend Model By-Laws for the purposes of the better administration of State Branches and subject to Rule 41)(1) such Model By-laws shall govern the administration of State Branches.
- (4) Any ten or more members of the Society who reside in a State or Territory of Australia where no State Branch already exists may make a written request to the Federal Executive to form a State Branch. Upon approval of the request by the Federal Executive and subject to any procedures as the Federal Executive may see fit as contained in its approval such State Branch shall be deemed to be formed and shall be governed by the Model By-laws, subject to Rule 41(1).
- (5) Only one State Branch may be formed within a State or Territory.
- (6) A member of the Society who resides in a State Territory or country which does not have a State Branch may affiliate with a State Branch of his choosing.
- (7) A member may transfer his affiliation with a State Branch to another State Branch by giving notice in writing to that effect to the respective State Secretaries of the State Branches from and to whom affiliation is to be transferred and the transfer of affiliation shall be effective upon the name occupation and address of the member and other details as referred to in Rule 18 being recorded in the Branch Register of the State Branch to whom the transfer of affiliation is made.

BRANCH COMMITTEES

41

- (1) A State Branch may by resolution of members affiliated with it adopt amendments to the Model By-laws for the better administration and conduct of activities of that State Branch which may not unless otherwise approved by the Federal Executive be inconsistent with these Rules.
- (2) Subject to the Model By-Laws (including amendments thereto) –
 - (a) each Branch Committee shall comprise office-bearers being a State President, State Vice-President, State Secretary and State Treasurer (or State Secretary /Treasurer) who shall be elected by resolution of members affiliated with that State Branch;
 - (b) each Branch Committee shall in addition to the office-bearers referred to in paragraph (a) hereof comprise such number of members as the State Branch chooses and shall be elected in such manner as it chooses;

- (c) each Branch Committee shall comprise an Immediate Past President being the President from the preceding year; and
 - (d) each State Branch shall once in every calendar year hold an annual general meeting of that State Branch.
- (3) The provisions of Rules 38(1), 38(4) to 38(7); 38(9), 39 ; 48; 49; 50; 51; 52; 64, 75 and 76 shall be deemed to apply mutatis mutandis to State Branches and Branch Committees unless and until the Federal Executive prescribes Model By-laws pursuant to Rule 40(3)).
- 42 Each Branch Committee shall meet at such times and places and shall conduct its proceedings in such manner as the members elected to it shall from time to time determine;
- 43
- (1) A Branch Committee shall have power to organise local seminars conferences and functions to convene meetings of the State Branch and generally to communicate with members affiliated with the State Branch with reference to matters within the objects of the Society together with such other powers as the Federal Executive may from time to time confer
 - (2) The members of a Branch Committee have no separate or joint powers to bind the Society unless as expressly set forth herein or as so authorised by the Federal Executive. In their capacity as members of a Branch Committee they shall not be directors of the Society for any purpose.
- 44 At least once per year each Branch Committee shall send to the Federal Executive a full report of all the business transacted by the Branch Committee and of all other matters of interest to the Society coming to the notice of such Branch Committee since the previous report.
- 45 A Branch Committee shall cause full and true accounts to be kept of all the financial and other transactions of such Branch Committee and of the profit and loss arising there from and shall on request at such times as may be required by the Federal Executive make available to the Secretary all the books of account and other books and documents necessary to enable the auditors of the Society properly to audit such accounts.
- 46 A Branch Committee shall cause to be established and maintained a Branch Register of members affiliated with it. A Branch Register shall be kept in the same manner as that in which the Principal Register is by Rule 2 required to be kept. A Branch Register shall be deemed to be part of the Principal Register. A Branch Committee shall transmit to the place at which the Society's Principal Register is kept a copy of every entry in its Branch Register as soon as practicable after the entry is made, and the Federal Executive shall cause the Principal Register to be entered up from time to time with details of the entries transmitted by a Branch Committee.
- 47 At its first meeting after the annual general meeting of the State Branch a Branch Committee shall appoint one of its members as its representative on the Federal Executive to hold office pursuant to Rule 37(2)). Unless otherwise determined by the Branch Committee a representative of a Branch Committee shall be appointed for one year but the Branch Committee may at any time and from time to time remove a representative and appoint another of its members

in his stead. All such appointments and removals shall be by resolution of the Branch Committee and shall be effective upon a copy being delivered to the Secretary. Until the Secretary receives notice of appointment of a new representative of a State Branch the previously nominated State Branch representative shall continue to hold office on the Federal Executive.

POWERS AND DUTIES OF THE FEDERAL EXECUTIVE

- 48 The business of the Society shall be managed by the Federal Executive which may exercise all powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by the Act or by these Rules required to be exercised by the Society in general meeting.
- 49 In particular, but without derogating from the general powers hereinbefore conferred the Federal Executive shall have power from time to time:
- (1) to deal with the funds of the Society in any manner which it may think fit including without limiting the generality of the foregoing, to allot funds to affiliated bodies or to special projects;
 - (2) to make such by-laws, rules or regulations not being inconsistent with these Rules as in the opinion of the Federal Executive are necessary for the proper control, administration and internal management of the Society's affairs, interests, effects and property and to amend or rescind from time to time any such by-laws, rules and regulations. Any power conferred in the foregoing shall not be deemed to include power to amend these Rules. The Society in general meeting may rescind any such by-law, rule or regulation but any such rescission shall not invalidate any prior act of the Federal Executive which would have been valid if such rescission had not occurred;
 - (3) to appoint any delegate or delegates to represent the Society for any purpose with such powers as may be thought fit;
 - (4) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its officers, or otherwise concerning the affairs of the Society and also compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Society;
 - (5) to determine who shall be entitled to sign or endorse on the Society's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
 - (6) to invest and deal with any of the moneys of the Society but any investment of moneys beyond one year shall be subject to the approval of the members in general meeting;
 - (7) to fix or vary the maximum number of each class of members who may be admitted to the Society;
 - (8) to fix the remuneration to be paid to any employee of the Society;
 - (9) to make from time to time levies upon members to raise funds for the furtherance of the objects of the Society but so that the aggregate amount of levies made during a fiscal year shall not without a resolution of members passed in General Meeting in accordance with Rule 87 exceed

one half of the annual subscription for the time being payable for that fiscal year;

(10) to raise and collect funds by private subscription, public appeal, art union, donation or otherwise and to accept any legacy, bequest, devise or gift whether subject to any conditions or not for all or any of the objects of the Society; and

(11) by written instrument to delegate all or any of its powers or functions under these Rules to any Branch Committee in relation to matters affecting that State Branch.

- 50 The Federal Executive shall consider from time to time whether on its own motion or at the suggestion of any member in writing such matters affecting the objects of the Society as in the judgment of the Federal Executive should be the subject of investigation consideration discussion and action.
- 51 The Federal Executive shall study ways and means and take such measures as it may deem appropriate to increase the general usefulness and effectiveness of the Society.
- 52 The Federal Executive shall have full power to carry out the purposes of the Society including the power to borrow money for the purposes of the Society. The money may be borrowed from such source and at such rates of interest and upon such other terms and conditions and with such security as shall be determined by the Federal Executive.
- 53 All appropriations or expenditure of funds of the Society must be made or approved by the Federal Executive or some member or members of the Society designated by the Federal Executive.
- 54 The Federal Executive may in good faith pay reasonable and proper remuneration to any employee of the Society not being a Federal Executive member in return for any services actually rendered to the Society. Subject to Clause 6 of the Constitution the Federal Executive may resolve to reimburse a Federal Executive member for reasonable expenditure incurred by way of travelling expenses and for other expenses incurred in the service of the Society.
- 55 The Federal Executive shall cause minutes to be kept in books provided for the purpose:
 - (1) of all elections and appointments of members made to the Federal Executive;
 - (2) of the names of the members of the Federal Executive present at each meeting of the Federal Executive and of any Committee thereof;
 - (3) of all resolutions and proceedings at all meetings of the Society and of the Federal Executive and of Committees thereof; and
 - (4) of all business transacted at the Federal Executive or Committee meetings thereof; and

such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

- 56 Pursuant to section 2 (6) and 3 (18) of the Constitution the Federal Executive may declare or amend as is appropriate, a Professional Ethics Policy for the Society.
- (1) The Federal Executive may from time to time form an Ethics Committee in accordance with section (74)
 - (2) The Ethics Committee will consider matters referred to it solely in regards to sections 2(6) and 3(18) of the Constitution; Rule 30(3), and the Professional Ethics Policy of the Society existent at the time, and will make recommendation(s) solely to the Federal Executive.

PROCEEDINGS OF FEDERAL EXECUTIVE

- 57 The Federal Executive may meet together for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit. The Secretary shall on the requisition of any member of the Federal Executive summon a meeting of the Federal Executive. The Federal Executive shall hold at least two meetings in each year.
- 58 At least seven days' notice of a meeting of the Federal Executive shall be given specifying place time and date of the meeting and the general nature of items to be discussed but shorter notice of such meeting may be given if 75% or more of the members of the Federal Executive agree.
- 59 Subject to these Rules questions arising at any meeting of the Federal Executive shall be decided by a majority of votes and a determination by a majority of the members present shall for all purposes be deemed a determination of the Federal Executive. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 60 The quorum necessary for the transaction of the business of the Federal Executive shall be four.
- 61 The continuing Federal Executive members may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed pursuant to the Rules as the necessary quorum of the Federal Executive the continuing Federal Executive members may act for the purpose of increasing the number of members to the fixed number or of summoning a general meeting of the Society but for no other purpose.
- 62 The President shall act as chairman of all meetings of the Federal Executive and in his absence the Vice President but if neither the President nor the Vice President is present the members present may choose one of their number to be chairman of the meeting.
- 63 A resolution in writing signed by or approved by telex to the Secretary from all the members for the time being in Australia of the Federal Executive or of any Committee thereof shall be as valid and effectual as if it had been passed at a meeting of the Federal Executive or of such Committee (as the case may be) duly convened and constituted.
- 64 All acts done by any meeting of the Federal Executive or of a Committee thereof or by any person acting as a Federal Executive or Committee member or by any Office-Bearer of the Society shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Federal Executive or Committee member or person acting as aforesaid

or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Federal Executive or Committee member or office bearer.

DUTY OF OFFICE BEARERS

- 65 The President shall subject to the Rules supervise the affairs generally of the Society, head the Federal Executive and act as official spokesman for the Society and shall maintain liaison with other organisations as necessary.
- 66 The President may authorise any Committee or individual to represent the Society before any government or governmental body or committee or to make statements or express views on behalf of the Society. Such representatives in the course of their representation shall not express any views on behalf of the Society other than those authorised by the President. Except as aforesaid no member of the Society or any representative of a member shall make any statement or express any view which purports to be a statement or view of the Society or having been made on behalf of or with the concurrence of the Society.
- 67 In case of the absence or incapacity of the President, the Vice President shall discharge the duties of the President.
- 68 The Treasurer shall manage the finances of the Society including collecting and disbursing all funds of the Society. At the Annual General Meeting of the Society and at meetings of the Federal Executive the Treasurer shall report in writing the balance of money on hand and any existing appropriations which may affect the same.

SECRETARY

- 69 The Secretary shall keep a record of the proceedings of all meetings of the Society and of the Federal Executive.
- 70 The Secretary shall notify the officers and all members of Committees of their election or appointment and shall issue notices of all meetings. The Secretary shall perform such other duties as may from time to time be assigned by the Federal Executive.

CHEQUES AND BILLS

- 71 All cheques bills of exchange and promissory notes shall be signed drawn accepted made or endorsed as the case may be for and on behalf of the Society in such manner as the Federal Executive may from time to time determine.

THE SEAL

- 72 The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Federal Executive and in the presence of at least two Federal Executive members or one Federal Executive member and the Secretary and those members and/or the Secretary shall sign every instrument to which the Seal is so affixed and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

- 73 A separate book shall be kept called the Seal Register in which prior to affixing the Seal to any instrument or other document there shall be entered a short title and description of the same together with the date of the resolution of the Federal Executive authorising the Seal to be affixed thereto. Such entry shall be signed by the member or members of the Federal Executive who shall have attested the affixing of the Seal to such instrument or other document and shall be countersigned by the Secretary prior to such instrument or other document being delivered out of the custody of the Society.

COMMITTEES

- 74 The Federal Executive may from time to time delegate any of its powers (other than that of delegation) to committees consisting of such persons as the Federal Executive shall think fit and may from time to time revoke any such delegation.
- (1) Any committee so formed shall in the exercise of the powers and authorities and discretions so delegated conform to any conditions that may be imposed on it from time to time by the Federal Executive.
 - (2) Such committees shall report in writing to the Federal Executive and their terms of office shall expire at the next Annual General Meeting of the Society following their appointment.
 - (3) The Federal Executive may appoint one of the members of each committee to act as chairman of that committee but if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting or if present is unwilling to act as chairman or if no chairman has been appointed the members of the committee present may choose one of their members to be chairman of the meeting.
 - (4) The President shall be an ex-officio member of all committees.

GENERAL MEETINGS

- 75 In accordance with the Act, the Annual General Meeting shall be held within five (5) months of the fiscal year of the Society and at such place as the Federal Executive may determine. All other meetings shall be called general meetings.
- 76 The Federal Executive may call a general meeting whenever it thinks fit by directing the Secretary to do so. The Federal Executive shall convene a general meeting upon the signed requisition of twenty Active Members and Distinguished Members or otherwise on such requisition as is provided by the Act and in such event the meeting shall be commenced as soon as is practicable, but, in any case, not later than two months after the receipt by the Society of the written requisition setting out the objects of the meeting.

NOTICE OF GENERAL MEETINGS

- 77 In accordance with the Act, the Society must give at least 21 days' notice of a general meeting, specifying the place the day and the hour of meeting. In the case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner if any as may be

prescribed by the Society in general meeting to such persons as are under these Rules entitled to receive such notices from the Society. With the consent of all the members entitled to receive notice of meeting a particular meeting may be convened by such shorter notice and in such manner as those members may think fit.

- 78 The notice convening a general meeting shall give notice of the business to be transacted at that meeting including notice of any resolution to be submitted to members and in the case of the annual general meeting shall be accompanied by the financial statements, , auditor's report and the report of the Federal Executive to be considered at that general meeting.
- 79 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 80 All business shall be deemed special that is transacted at a general meeting (other than an annual general meeting) and also all that is transacted at an annual general meeting with the exception of the consideration of the receipts and expenditure accounts, balance sheet, auditor's report and the report of the Federal Executive and the declaration of the election and appointment of the Federal Executive members in place of those retiring.
- 81 At each annual general meeting the Federal Executive shall submit to the members a report which in addition to any other particulars which they deem desirable shall contain a summary of the activities of the Society for the period since the previous report. Such report shall before presentation at the annual general meeting be formally approved at a meeting of the Federal Executive.
- 82 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. Save as herein otherwise provided twenty Active Members and Distinguished Members present shall be a quorum.
- 83 If within fifteen minutes 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 (of if that day be a bank or other public holiday then to the next business day following that holiday) at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present (not being less than three in number) shall be a quorum.
- 84 The President or in his absence the Vice President shall preside as chairman at every general meeting of the Society.
- 85 If neither the President nor the Vice President is present within ten minutes after the time appointed for holding the meeting or if being present he or they is or are unwilling to act as Chairman the members present shall choose one of their number to be chairman.
- 86 The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by 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 thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT A MEETING

87

- (1) At any general meeting a resolution put to the meeting shall be decided by a simple majority on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman of the meeting;
 - (b) by not less than three members entitled to vote on the resolution and present in person; or
 - (c) by a member or members who are together entitled to not less than 10% of the total voting rights of all the members having the right to vote at the meeting.
- (2) Unless a poll is so demanded a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- (3) In case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall have a second or casting vote in addition to the vote to which he may be otherwise entitled.

88 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval adjournment or otherwise as the chairman of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. No poll may be demanded on the election of a chairman of the meeting or on a question of adjournment.

89 Subject to the provisions of Rules 23, 24, 26 and 93 every member present in person shall have a vote on a show of hands and on a poll.

90

- (1) An instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.
- (2) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (3) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

I, of being a member of Petroleum Exploration Society of Australia Limited and entitled to vote hereby appoint of or, in his absence,

of as my proxy to vote for me on my behalf at the *annual general / *general meeting of the Society to be held on the day of 20 and at any adjournment of that meeting.

This form is to be used in favour of/ *against the resolution.

Dated this day of 20 .

.....
(Name in full in block letters)

(Signature)

*Strike out whichever is not desired.

- 91 An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at such place within the Commonwealth as is specified for that purpose in the notice convening the meeting or failing any such place being so specified at the registered office of the Society (hereinafter called "the designated office").
- 92 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, or the resignation of the principal as a member of the Society if no intimation in writing of the death, unsoundness of mind, revocation or resignation has been received by the Society at the designated office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power exercised.
- 93 Unless all sums presently payable by any member to the Society have been paid such member shall not unless the Federal Executive otherwise determines be entitled to vote at any general meeting.

ACCOUNTS

- 94 The Federal Executive shall cause proper books of account to be kept with respect to:-
- (1) all sums of money received and expended or otherwise dealt with by the Society and the matters in respect of which the receipts and expenditure take place;
 - (2) all sales and purchases of goods by the Society; and
 - (3) the assets and liabilities of the Society.
- 95 The books of account shall be kept at the registered office of the Society or subject to the Act at such other place or places as the Federal Executive thinks fit and shall always be open to the inspection of the members of the Federal Executive.

- 96 Subject to the Act the Federal Executive shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Federal Executive.
- 97 In accordance with the Act, the Federal Executive shall cause to be prepared and to be laid before the Society in general meeting the annual financial statements of the Society.
- 98 A copy of the financial statements, auditor's report and the report of the Federal Executive shall be given to every member in accordance with Rule 78 before the Annual General Meeting at which the said financial statements and accompanying reports are to be presented.
- 99 In accordance with the Act, the Society must despatch the financial statements and accompanying reports no later than 21 days prior to the Annual General Meeting or within 4 months of the annual balance date/financial year end at the latest (even if that is more than 21 days before the AGM date).

AUDIT

- 100 Auditors shall be appointed and their duties regulated in accordance with the Act.

AFFILIATION

- 101 The Federal Executive may from time to time prescribe the conditions upon which organisations having objects similar to those of the Society may be granted affiliation by the Society and may from time to time confer or withdraw such affiliation.

NOTICES

- 102 A notice may be given by the Society to any member by serving it personally at, or by sending it by post to the members address as shown in the register of members, or by sending it to the facsimile number or electronic address, or such other address the member has supplied the society for the giving of notices. Where a notice is sent by post, facsimile or electronic means the service of the notice shall be effected by properly addressing the notice and be deemed to have been effected on the day following the date on which the notice is posted. A certificate in writing signed by the Secretary that the notice was so sent shall be conclusive evidence thereof. The Society shall not be required to send a notice to any address outside Australia. Notices are deemed to be received by a member one (1) day after they are issued by the Society.

WINDING UP

- 103 If the Society is wound-up the provisions of Clause 9 of the Constitution relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Rules.

TRANSITIONAL PROVISIONS

104 Notwithstanding anything else herein contained those persons whose names appear (as at the close of the annual general meeting in 1983 of the Association) on the membership list of the Association

(1) as active members, associate members, student members or overseas members (other than any distinguished members for the time being not resident in Australia) who have paid their subscriptions for the year 1983; or

(2) as distinguished members

shall immediately become members of the corresponding class of membership of the Society referred to in Rule 5 upon signing and delivering to the Secretary prior to the 31st December 1983 an application for membership in the form prescribed in Rule 12. Any such person who signs and delivers to the Secretary prior to the 30th June 1983 an application for membership aforesaid shall be deemed to have paid his annual subscription to the Society for 1983 and any such person who signs and delivers to the Secretary subsequent to the 30th June 1983 but prior to 31st December 1983 an application for membership aforesaid shall pay in one sum the full subscription fee for 1983 and one half of the subscription fee for 1984 as determined by the Federal Executive pursuant to Rule 32 and thereupon shall be deemed to have paid his annual subscription to the Society for 1984.

INDEMNITY

105 Every member of the Federal Executive shall be indemnified out of the assets of the Society against any liability incurred by him in his capacity as an officer or agent in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any alleged negligence default breach of duty or breach of trust.

WE the several persons whose names and addresses are subscribed, being the subscribers to the Constitution, hereby agree to the foregoing Rules.

DATED the 26th day of May 2013

[illegible]