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# CONSTITUTION OF THE ASSOCIATION OF APEX CLUBS OF AUSTRALIA

A Company Limited by Guarantee and not having a share capital.

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## 1 INTRODUCTION

### 1.1 Name

The name of the Association is "The Association of Apex Clubs of Australia".

### 1.2 The Founders

The Founders of the Association are Ewen Laird OBE, Langham Proud OBE and Sir John Buchan CBE. The Founders are revered by all Members.

### 1.3 Structure

The Association is a public company limited by guarantee incorporated in accordance with the Act.

### 1.4 Australian Service Clubs

Clubs are Australian made service clubs for people aged from 18 to 45.

### 1.5 Birthplace and Birth Date

The birthplace of the Association was the Geelong Apex Club on 10 March 1931.

### 1.6 Party Politics and Religion

The Association is non-party political and non-sectarian.

### 1.7 Apex Month

To celebrate the founding of the Association, the month of March is Apex Month. Clubs are encouraged to commemorate the anniversary of the Association during Apex Month by a special activity or activities, with a particular focus on 10 March.

### 1.8 Use of the Name

- (a) Every Region, Club and Member must use the full name of the Association when engaged in legal or formal dealings with or on behalf of the Association. In all other circumstances, it is permissible to use the colloquial terms "Apex" and "Apex Australia".
- (b) The Association may be referred to singularly or collectively with the following entities:
  - (i) The Apex Foundation;
  - ii) Apex Consolidated Industries Limited;
  - (iii) Apex Charitable Fund Incorporatedas Apex Australia, depending on the context.

### 1.9 Definitions

Act means the Corporations Act 2001 (Cth).

AGM has the meaning given to the term in the Act.

Association Staff means the persons delegated or employed as such to assist in the operation of the Association.

Constitution means this document.

Core Values are set out in clause 4.4.

Director means a person elected or appointed to the Board of the Association.

Elected Director means the director positions specified in clause 11.2.

Emblems means the Logo and the Brand as set out in clause 5.

Ideals are set out in clause 4.1.

Manual means the document containing the operational rules and procedures of the Association as in force from time to time.

Members and categories of membership are set out in clause 6.1.

Mission is set out in clause 4.3.

Model Club Rules means the rules published by the Board that govern the operations of Clubs.

National Board means the board of directors of the Association.

Objects are set out in clause 4.2.

Region has the meaning given in clause 6.3.

Voting Member means a Clubs nominated representative or such other proxy appointed in accordance with clause 7.5.

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## 2 STRUCTURE AND POWERS

- (a) The Association is a company limited by guarantee.
  - (b) The Association has all of the powers available to a public company limited by guarantee.
- 

## 3 APPLICATION OF THE ACT

### 3.1 Interpretation

- (a) Except where defined in clause 1.9, the words used in the Constitution and the Manual are to be read on the basis that the words have their usual English meaning as stated in the Macquarie Dictionary.
- (b) Unless the contrary intention appears:
  - (i) an expression used in this Constitution or the Manual that deals with a matter dealt with by a provision of the Act has the same meaning given to that matter in the Act; and
  - (ii) an expression that has a defined meaning in the Act has the same meaning in this Constitution and the Manual.
- (c) Members will follow this Constitution and the Manual with the best interests and Ideals of the Association in mind.

### 3.2 Replaceable Rules

The Replaceable Rules set out in the Act will not apply to the Association.

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#### 4 IDEALS, OBJECTS, MISSION AND CORE VALUES

##### 4.1 The Ideals of the Association are:

To make the ideal of service the basis of all enterprise;

To develop by example a more intelligent and aggressive citizenship;

To provide a means of forming enduring friendship, rendering altruistic service and building better communities;

To promote international understanding and friendship.

##### 4.2 Objects

The Objects of the Association are:

- (a) To foster and promote active interests in all community affairs;
- (b) To encourage high standards and communication in business;
- (c) To share ideas and methods of efficiency and effectiveness;
- (d) To promote and participate in genuine good fellowship;
- (e) To contact and support young people; and,
- (f) To receive and accept gifts of money and property to be applied in furtherance of these objects;
- (g) To apply the income and/or assets of the Association:
  - (i) to any purpose that the Commissioner of Taxation would consider as charitable for the purposes of obtaining income tax exemption;
  - (ii) for the relief of poverty;
  - (iii) in the promotion and development of medical and/or scientific services as is necessary for the relief of suffering and disability;
  - (iv) in the promotion and development of international understanding and contact and welfare aid programmes by Australians with people of other nations;
  - (v) in pursuit of charitable purposes; and,
  - (vi) in furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease or otherwise deal with any property.
- (h) To undertake and to execute any trusts the undertaking of which may seem desirable in pursuit of the objects of the Association, and either gratuitously or otherwise, either alone or jointly with any other person or organisation;
- (i) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

#### 4.3 Mission

The Mission of Members is:

“To Grow, Learn, Make Friends and Have Fun while helping others.”

#### 4.4 Core Values

Members of the Association will:

- (a) treat other people as they would wish to be treated by those people;
- (b) conduct themselves honestly and with integrity;
- (c) act within the Laws of Australia;
- (d) act in the interests of Apex and the community;
- (e) act in the spirit of the Ideals;
- (f) act in accordance with this Constitution and the Manual;
- (g) respect and uphold the Mission;
- (h) respect and uphold the Objects;
- (i) promote the interests of the Australian community as a whole, and their local community specifically;
- (j) perform service impartially and in the best interests of the intended recipient;
- (k) not discriminate against any race and/or minority group;
- (l) not make allegations which are improper, derogatory and not based on fact;
- (m) not participate in any conduct which may cause any reasonable personal offence and embarrassment;
- (n) whilst giving time to Apex ensure that work is carried out efficiently, economically and effectively;
- (o) ensure that the standards set whilst carrying out work for Apex reflect well on all those who are part of Apex;
- (p) support the decisions made by the majority at all levels of Apex administration;
- (q) be honest in the use of Apex funds, equipment and the facilities;
- (r) use Apex funds only in accordance with the rules of the Association and the Objects; and,
- (s) not misuse or use Apex funds, equipment and facilities for private purposes.

#### 4.5 International

The Association through the National Board or by vote at a National Convention may determine that it will become or will continue to be a Member of any world organisation and may participate in the following:

- (a) Apex Global;

- (b) World Council of Service Clubs WOCO;
  - (c) International Work Parties; and/or;
  - (d) Mass Tours;
  - (e) Expansion of Apex into new countries.
- 

## 5 OFFICIAL EMBLEMS

### 5.1 Use

The Association, Regions, Clubs and Members may only use the Emblems in accordance with the Manual.

### 5.2 The Logo



- (a) The rising sun represents the rising generation of youth. (b) The base of the triangle represents the ideal of citizenship.
- (c) The sides of the triangle represent the ideals of fellowship and service.
- (d) The word Australia recognises that we are the Association of Apex Clubs of Australia Ltd, a home-grown organisation that holds a unique position in Australia.

### 5.3 The Brand





- (a) The Brand incorporates the Logo;
- (b) The intention of the Brand is to present a consistent single identity of Apex Australia externally to the general public;
- (c) The arch represents the clasp of hands symbolic of the unified approach of the Association of Apex Clubs and the Apex Foundation; and,
- (d) The arch elevates the Logo to demonstrate the importance of the ideals and philosophy represented in the Logo.

#### 5.4 Colours

The official colours of the Association are set out in the Apex Manual.

#### 5.5 Registration

- (a) The Association shall register any of the Emblems as trade marks on the Australian Register of Trade Marks in the manner they see fit.
- (b) The Logo, in various forms, is registered as a trade mark as trade mark numbers 485210, 485211, 485212 and 485213 in the name of Apex Consolidated Industries Limited ACN 003 539 142.

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## 6 MEMBERS

### 6.1 Membership

The membership of the Association will consist of the following categories:

- (a) Clubs;
- (b) Members of Clubs.

### 6.2 Clubs

- (a) Clubs will be accepted as Members of the Association in accordance with the Manual;
- (b) Clubs must adopt the Model Club Rules;
- (c) Clubs must be incorporated pursuant to the relevant laws of the Club's geographic location;
- (d) A Club is the voting member at a General Meeting;
- (e) A Club may move a motion at a General Meeting in accordance with the Manual.

### 6.3 Regions

- (a) Clubs may be grouped into areas known as Regions.
- (b) The National Board, after consultation with Clubs, will determine or vary the Clubs which form part of each Region.
- (c) A Region must comprise of between 5 and 20 Clubs.
- (d) Communication between Clubs and National Board will be the responsibility of the Regional Communicator.

- (e) The Regional Communicator will be elected in accordance with the Manual.
- (f) The powers, duties and obligations of the Regional Communicator are set out in the Manual.

#### 6.4 Members of Clubs

- (a) The Association will keep a register of all persons who are members of Clubs.
- (b) For a person to become a member of a Club they must be between 18 and 45 years of age inclusive and must satisfy the other membership criteria as specified in the Manual.
- (c) A member of a Club, who is not the club's delegate, has no entitlement to vote at an Annual General Meeting but may speak for or against a motion.
- (d) Members of Clubs engaged in the activities of the Association can be referred to as Apexians.

#### 6.5 Other Membership Categories

The Manual may establish other categories of membership of the Association, Regions or Clubs but such members will not have any of the rights or liabilities of Members.

#### 6.6 Obligations of Members

Every Member must follow this Constitution and the Manual and failure to comply may give rise to the consequences set out therein.

#### 6.7 Communication

- (a) Every Member will be entitled to communicate directly with the National Board and the National Board can communicate directly with every Member, as well as communicating through Regional Communicators.
- (b) Communications within the Association must avoid language or material that is inflammatory, harassing, discriminatory, defamatory, offensive or illegal.

#### 6.8 Cessation of Membership

- (a) A Member immediately ceases to be a Member if:
  - (i) in the case of a Club:
    - (a) the Club is wound up; or
    - (b) the Club is no longer incorporated in accordance with the Association Incorporations legislation in force in the state in which the Club operates; or
  - (ii) the Manual determines other grounds for the cessation or termination of membership.
- (b) Immediately upon a Club ceasing to be a Member, ownership of the property and funds of the Club will vest in the Association. The former members of that Club must deliver up possession of such property and funds and provide all reasonable assistance required of them by the Association.

- (c) Where such property or funds come into the possession of the Association, they are to be applied in the following order:
    - (i) to meet all liabilities of the Club to creditors other than creditors related to the Association;
    - (ii) to meet all other liabilities; and
    - (iii) to be donated to an organisation similar to the Club, based or active in a place reasonably proximate to the Club.
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## 7 General Meetings

### 7.1 Annual General Meeting

AGMs of the Association are to be held:

- (a) in accordance with the Act; and
- (b) in accordance with the Manual.

### 7.2 Power to convene General Meeting

- (a) The National Board may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) Voting Members may convene a General Meeting in accordance with the Act.

### 7.3 Notice of General Meeting

Notice of a General Meeting of Members must be given:

- (a) to all Members entitled to vote at the General Meeting, the National Board, and the auditor of the Association; and
- (b) in accordance with the Manual and the Act.

### 7.4 Right to appoint representative

In accordance with the Act, each Voting Member is entitled to appoint an individual as their representative to attend General Meetings.

### 7.5 Right to appoint proxy

- (a) A Voting Member entitled to vote at a General Meeting of the Association is entitled to appoint another person as their proxy to attend the meeting in their place in accordance with the Act.
- (b) A proxy has the same rights as the Voting Member at the meeting and may be appointed in respect of more than one meeting.

### 7.6 Form of proxy

The instrument appointing a proxy may be in a common or usual form, as determined by the National Board from time to time.

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8 Proceedings at General Meeting

8.1 Number for a quorum

One half of the Voting Members must be present at a General Meeting to constitute a quorum.

8.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of the meeting.

8.3 Quorum and time

If within 30 minutes after the time appointed for a General Meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Voting Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

8.4 Chair to preside over General Meetings

- (a) The National President is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
  - (i) a director (or other person) chosen by a majority of the National Board present;
  - (ii) the only director present; or
  - (iii) a Voting Member who is chosen by a majority of the Voting Members present.

8.5 Conduct of General Meetings

The Chair:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
- (b) may require the adoption of any procedure which in the Chair's opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
- (c) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting.

8.6 Adjournment of General Meeting

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.

- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

#### 8.7 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

#### 8.8 Questions decided by majority

Subject to the requirements of the Act and except in the case of a special resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

#### 8.9 Equality of votes

Where an equal number of votes is cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

#### 8.10 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

#### 8.11 Poll

- (a) If a poll is properly demanded in accordance with the Act, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

#### 8.12 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

#### 8.13 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

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9 Votes of Members

9.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll or ballot, each of the Voting Members will have the votes set out in this clause 9.1.
- (b) Each Voting Member will receive and may exercise one vote from their club.
- (c) A Voting Member that has been appointed as a proxy for another club may exercise that vote in accordance with the instructions of the club.

9.2 Election of National Board

Elections for Elected Directors will be by exhaustive ballot at the relevant General Meeting on papers prepared by the National Board.

9.3 Resolutions not in General Meeting

- (a) If the required majority of Voting Members entitled to vote sign a document (that has been circulated to all Voting Members entitled to notice of a General Meeting) containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Association held at the time on which the document was signed by the last Member to achieve the required majority.
  - (b) For the purposes of this clause, 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Voting Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the day on which the last person to sign the document does so.
  - (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Voting Member for the purpose of this clause is deemed to be a document in writing signed by that Voting Member.
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10 NATIONAL CONVENTIONS

A National Convention:

- (a) will be held every two years;
  - (b) must be held in conjunction with the AGM;
  - (c) should be reverred by all Members of the Association; and
  - (d) will otherwise be organized and held in accordance with the requirements set out in the Manual.
- 

11 GOVERNANCE

11.1 Governing Body

- (a) The business of the Association will be administered by the National Board;
- (b) The National Board will:

- (i) assure a well run, effective Association that is responsive to the Members' needs;
  - (ii) pursue the Ideals, Mission and Objects;
  - (iii) develop policies and procedures to comply with the direction undertaken by the Association;
  - (iv) oversee administrative functions; and
  - (v) assure financial responsibility.
- (c) The National Board will provide effective leadership of the Association by:
- (i) recognising the need for change and managing it effectively;
  - (ii) responding to Members' needs and expectations;
  - (iii) unifying its actions; and
  - (iv) focusing on solutions.

## 11.2 National Board Composition

- (a) The National Board will consist of the following directors, who must also satisfy the eligibility criteria (if any) specified for that position:
- (i) National President who, must:
    - (a) have, for not less than 5 years, been a member of a Club;
    - (b) have held the position of Club President or Regional Communicator and held a Manager position on the National Board for at least two [2] years; and
    - (c) be of good fame and character;
  - (ii) Six (6) Board members who
    - (a) have, for not less than 5 years, been a member of a Club;
    - (b) Be willing to accept the position for two (2) years;
    - (c) Be of good fame and character;
    - (d) Be able to take on the leadership of a sub-committee.
- (b) The Directors of the National Board will be entitled to vote on the National Board and will be considered directors of the Association for the purposes of the Act.

## 11.3 Nominations

- (a) At least 120 days prior to the AGM at which a resolution or resolutions will be proposed for the election of the Elected Directors, the National Board will call for nominations for election.
- (b) A nomination must:
  - (i) be received by the National Board at least 90 days prior to the AGM;



- (ii) be in a form acceptable to the National Board;
- (iii) satisfy the eligibility criteria (if any) in respect of the position;
- (iv) be signed by the nominee; and
- (v) be signed by the nominee's Club.

#### 11.4 Term of Office

- (a) The term of office of the members of the National Board will commence at the conclusion of the financial year in which the Elected Directors were elected;
- (b) The term of office of the members of the National Board will conclude at the conclusion of the financial year two [2] years after the Elected Directors were elected;

#### 11.5 Elected Directors are elected at AGM

- (a) At each AGM there will be an election to elect 50% of the Elected Directors.
- (b) If there is only one nomination for one of the positions of Elected Director then:
  - (i) the Voting Members must still vote on the nomination;
  - (ii) if a majority of votes is not obtained, nominations may be taken from the floor and the Voting Members vote in respect of those nominations.

#### 11.6 Company Secretary

- (a) The National Board may appoint any Member to, and remove any Member from, the role of Company Secretary.
- (b) Any appointment should satisfy the eligibility criteria (if any) determined by the National Board from time to time.
- (c) Until the Board makes an appointment to the contrary, the National President shall hold the dual role of National President and Company Secretary of the Association.
- (d) Subject to clause 11.10 and 11.11, any person, including the National President, who fulfils the role of Company Secretary, is not entitled to any remuneration in respect of performing that role.
- (e) A Company Secretary will not be considered a director of the Association for the purposes of the Act but is required to attend all National Board meetings. The Company Secretary may speak for or against a motion at a National Board meeting but has no entitlement to vote.

#### 11.7 The Association Counsel

- (a) The National Board may, if it considers it necessary, appoint any Member to, and remove any Member from, the role of Association Counsel but is under no obligation to fill that role.
- (b) Any appointment should satisfy the eligibility criteria (if any) determined by the National Board from time to time but an appointee must have qualifications in law or other relevant constitutional/legal experience which would be expected of a person in that role.

- (c) Subject to clause 11.10 and 11.11, any person who fulfils the role of Association Counsel is not entitled to any remuneration in respect of performing that role.
- (d) The Association Counsel will not be considered a director of the Association but is required to attend National Board meetings when requested by National Board. The Association Counsel may speak for or against a motion at a National Board meeting but has not entitlement to vote.

#### 11.8 Maximum term of office

- (a) Subject to clause 11.9(c), a director may not serve more than 2 consecutive terms as an Elected Director.
- (b) Subject to clause 11.9(c), a director may not serve more than 2 consecutive terms as a director.

#### 11.9 Resignation and Casual Vacancy

- (a) A director of the National Board may resign at any time by providing written notice to the National Board.
- (b) The National Board may at any time appoint a person to fill a casual vacancy. Any person so appointed will hold office for the remainder of the term of the director so replaced.
- (c) Service as an Elected Director for the period from their date of appointment under clause 11.9(a) to the date of the next AGM is a full term of office for the purposes of clauses 11.4 and 11.8 except where the period from the date of their appointment to the end of the term of the Elected Director in whose place they were appointed is less than half completed.

#### 11.10 Remuneration of National Board

Subject to clause 11.11, a director, National Secretary or Association Counsel may not be paid for services as a director, National Secretary or Association Counsel but, with the prior approval of the National Board and subject to the Act, may be:

- (a) paid by the Association for services rendered to it; and
- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the National Board or a committee; or
  - (ii) otherwise engaged in the affairs of the Association.

#### 11.11 Honorarium

The Association may in General Meeting by ordinary resolution determine to pay the Elected Directors or other directors an ex-gratia payment.

#### 11.12 Removal of Director

- (a) Subject to the provisions of the Act, the Association may in General Meeting by ordinary resolution remove any director prior to the expiration of that director's term of office.
- (b) Unless otherwise resolved at a General Meeting, a director removed in accordance with this clause cannot be re-appointed as a director within 2 years of their removal.

#### 11.13 Vacation of office

The office of a director becomes vacant in accordance with the Act and also if the

director: (a) resigns;

(b) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health;

(c) is removed; or

(d) is not present personally at two consecutive National Board meetings without leave of absence from the National Board.

#### 11.14 Powers of the National Board

(a) The powers, duties and obligations of the directors of the National Board are set out in the Manual.

(b) The manner in which the National Board is to exercise its powers is set out in the Manual.

#### 11.15 The Activities of the Association

(a) Any activity in the name of the Association will be undertaken having regard to the Ideals and Objects.

(b) The activities that the Association, Regions, Clubs and Members of Clubs may undertake are set out in the Manual.

#### 11.16 Day to Day Management of the Association

The National Board may appoint and at its discretion delegate functions of the management of the Association to the Association Staff according to the requirements of the Association.

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## 12 Telecommunication Meetings

### 12.1 Telecommunication Meeting

(a) A General Meeting or a National Board Meeting may be held by means of a telecommunication meeting, provided that:

(i) the number of Voting Members or National Board (as applicable) participating is not less than a quorum required for a General Meeting or National Board Meeting (as applicable); and

(ii) the meeting is convened and held in accordance with the Act.

(b) All provisions of this Constitution relating to meetings apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this clause.

### 12.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting:

(a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

(b) each of the persons taking part in the meeting must be able to hear and be heard by each

of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

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## 13 INDEMNITY AND INSURANCE

13.1.1 Subject to Clause 13.1.2, every person who is or has been:

- (i) a director;
- (ii) a CEO;
- (iii) Association Consul;
- (iv) Association Staff; or
- (v) a Company Secretary,

is entitled to be indemnified out of the property of the Association against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity: unless
- (c) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

13.1.2 Clause 13.1.1 will not apply where:

- (a) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (b) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

## 13.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a director, Association Secretary or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
  - (b) the contract would, if the Association paid the premium, be made void by statute.
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## 14 INSPECTION OF RECORDS

Members will have the right to inspect documents of the Association as permitted by the Act and the Manual.

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## 15 AUDITOR AND ACCOUNTING RECORDS

### 15.1 Appointment

A properly qualified auditor or auditors must be appointed by the National Board and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

### 15.2 Accounting Records

The National Board must keep proper and other accounting records and will distribute copies of financial statements as required by the Act and Manual.

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## 16 LIABILITY OF MEMBERS

Each Member's liability is limited to an amount not exceeding \$10.00.

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## 17 WINDING UP

### 17.1 Members

17.1.1 Each Member undertakes to contribute an amount not exceeding \$10 to the Association's property if the Association is wound up:

- (a) while that person is a Member; or
- (b) within one year after that person ceased to be a Member.

17.1.2 Money collected under this clause shall be applied to payment of:

- (a) The Association's charges, debts, liabilities contracted before the person ceased to be a member;
- (b) of the costs and expenses of the winding up; and
- (c) For the adjustments of the rights and contributories among themselves.

### 17.2 Excess upon Winding Up

In the event of dissolution or winding up of the Association, and after the payment of all expenses and liabilities, any excess must be given to registered charities or any institution created for the

purposes defined by section 78(1)(a) of the Income Tax Assessment Act 1936 (Cth).

### 17.3 Distribution to Members

In the event of dissolution or winding up, no Member of the Association will be entitled to a distribution of the Association's assets by reason of their status as a Member.

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## 18 AMENDMENTS

### 18.1 Constitution

This Constitution may only be amended by special resolution at a General Meeting and by a 75% majority of eligible voting delegates.

### 18.2 Apex Manual

The Manual may only be amended by ordinary resolution at:

(a) a meeting of the National Board; or

(b) General Meeting

and in accordance with the procedure set out in the Manual.

### 18.3 Model Club Rules

The Model Club Rules may only be amended in the manner specified by the Model Club Rules.

### 18.4 Amendment Support

At any General Meeting a Club may propose an amendment to the Manual if the proposed amendment has received the support of a majority of the delegates entitled to vote within that Club's region.

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## 19 THE APEX MANUAL

### 19.1 Manual

The Association will have a Manual setting out the policies and procedures to be followed by National Board, States, Districts, Clubs and members of Clubs.

### 19.2 Effect of Manual

The Manual:

(a) is subject to this Constitution; and

(b) in the event of any inconsistency, the terms of this Constitution prevail.

### 19.3 Compliance

(a) All Members, whether or not they are members of any boards of the Association will act at all times:

(i) within the laws of the Commonwealth, the States and the Territories of Australia; and

(ii) in accordance with this Constitution and the Manual.

(b) Whenever members of Clubs are engaged in activities overseas and representing the Association, they will abide by the laws of the country that they are in at the time of performing the activities.

