

AUSTRALASIAN CEMETERIES & CREMATORIA ASSOCIATION LTD

ACN 009 555 426

A Company limited by guarantee
and not having a share capital

Constitution

June 2011

CONSTITUTION

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POLICIES OF THE ASSOCIATION

INTERPRETATION

1 Interpretation

1.1 Definition

In these Rules:

“area” means

- within the Commonwealth of Australia; any one State or Territory;
- outside the Commonwealth of Australia; any one country.

“Australasia” includes the countries listed in Appendix A or any country, the inclusion of which is in the opinion of the board consistent with the objects of the Company;

“the law” means the Corporations Act 2001 of Australia;

“the authorised representative” means any person appointed by an ordinary member in writing from time to time in accordance with the provisions of Rule 15, who may do either:

- (1) all things on behalf of the ordinary member; or
- (2) that which is specified within the written appointment which an ordinary member may do as permitted by these Rules;

“the Board” or “the Board of Directors” means the directors of the Company elected or appointed pursuant to these Rules;

“the Company” means the Australasian Cemeteries and Crematoria Association Limited;

“the seal” means the common seal of the Company;

“the Secretary” means any person appointed to perform the duties of a Secretary of the Company and includes an honorary Secretary.

1.2 Construction

In these Rules unless the context otherwise requires:

- (a) headings are for convenience only and do not affect meaning;
- (b) words importing the singular number include the plural number and vice versa;
- (c) words importing any gender include all other genders;
- (d) a reference to a person includes a Corporation, a partnership, a body corporate, an unincorporated association and a statutory authority;
- (e) where any word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
- (f) a reference to a rule is to a rule in these Rules.

1.3 Corporations Act

Except so far as a contrary intention appears, an expression which is given a meaning by the Corporations Act has the same meaning in these Rules.

1.4 Replacement Rules

The Replaceable Rules under sections 198C (managing director); 201J (appointment of managing directors); 203F (termination of appointment of managing director); 204F (terms and conditions of office of secretaries); 248A (circulating resolutions of companies with more than 1 director); 249J(4) (when notice by post or fax is given); 249M (notice of adjourned meetings); 249U (chairing meetings of Members); 250J (how voting is carried out) and 250M (when and how polls must be taken) of the Corporations Act apply to the Company to the extent that they apply to companies limited by guarantee and are not inconsistent with the Rules. All other Replacement Rules do not apply.

CORPORATE ISSUES

2 Corporate issues

2.1 Name

The name of the company is Australasian Cemeteries and Crematoria Association Limited (hereinafter called "the Company").

2.2 Objects

The objects for which the Company is established are:-

2.2.1 To promote the maintenance, improvement and development of cemeteries and crematoria.

2.2.2 To promote to the community the services offered by cemeteries and crematoria.

2.2.3 To provide a forum for the free exchange of information on all matters relating to cemeteries and crematoria.

2.2.4 To provide a recommended standard code of practice for burial and cremation to be adopted by all members.

2.2.5 To recognise the historical aspect of cemeteries and to encourage the formulation of responsible policies for their redevelopment.

2.2.6 To promote the development of administrative and technical proficiency and to provide training in any matter related to cemeteries and crematoria.

2.2.7 To take such action as seems necessary or feasible to protect or promote the interests of members and controlling authorities in matters of common concern relating to the control and maintenance of cemeteries and crematoria.

2.2.8 To promote to members the policy of conservation of the environment.

2.2.9 To provide a channel for communication on any matter concerning cemeteries and crematoria with any person, organisation or Government Department.

2.2.10 To encourage research and development on any matter concerning cemeteries and crematoria.

2.2.11 Such other objects as are incidental to the attainment of any of the foregoing objects.

2.3 Legal Capacity

Subject to the Corporations Act, the Company has the legal capacity of a natural person including, without limitation, the capacity to exercise the powers set out in the Corporation Act.

2.4 Income and Prohibited Payments

All income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise, to the members of the company.

2.5 Permitted Payments

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any

services actually rendered to the Company or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any members of the Company or reasonable and proper rent for premises demised or let by any member to the Company, but so that no director shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

2.6 Members' Liability

The liability of the members is limited.

2.7 Members' Guarantee

Every member of the Company undertakes to contribute to the property of the Company in the event of the same 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 Company (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding one hundred dollars (\$100).

2.8 Winding Up

If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to nor distributed among the members of the Company, but shall be given or transferred to some other institution or company having objects similar to the objects of the Company and whose constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Rule 2 hereof. Such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

MEMBERSHIP

3 *Types of members*

The Company shall consist of the following classes of members:

- (a) ordinary members, being the organisations which administer the affairs of a cemetery and/or a crematorium in Australasia;
- (b) life members, shall be persons considered worthy of such classification who by reason of having made significant contributions to the burial and/or cremation industry in Australasia whether retired or still in active service, have been so appointed by the Board;
- (c) honorary members, shall be persons considered worthy of such classification who by reason of having provided valuable service to the burial and/or cremation industry in Australasia, although not having been directly involved in the operation of a cemetery or crematorium, have been so appointed by the Board. Continuance of honorary membership for any person so appointed shall be at the discretion of the Board and subject to annual review;
- (d) associate members, shall be persons considered worthy of such classification and
 - (i) will be required to have held a senior or executive position in cemeteries or crematoria for at least five years, or
 - (ii) possess a professional qualification (as approved by the Board) and to have a minimum of two years experience in an executive or supervisory position in cemeteries or crematoria, or
 - (iii) have, in the opinion of the Board, given significant service to cemeteries or crematoria.
- (e) associate fellows, shall be persons considered worthy of such classification and

- (i) will be required to have held the associate member qualification for a period of at least five years, or
 - (ii) have held a senior or executive position in cemeteries or crematoria for at least ten years, or
 - (iii) possess a professional qualification (as approved by the Board) and to have a minimum of five years experience in a senior or executive position in cemeteries or crematoria, or
 - (iv) have, in the opinion of the Board, given exceptional service to cemeteries or crematoria.
- (f) international members, shall be organisations, which administer the affairs of a cemetery and/or crematorium outside the Commonwealth of Australia. If within Australasia, the organisation will have chosen not to become an ordinary member.
 - (g) corporate members, shall be incorporated organisations or trading enterprises considered worthy of membership associated with the burial or cremation industry who satisfy the Board that one or all of their activities assist and complement the work of the association and/or other members. They shall not own, control or be affiliated with a cemetery or crematorium in Australasia that is not an ordinary member.
 - (h) affiliates, shall be persons considered worthy of such classification associated with the burial, cremation or allied industry who are not otherwise qualified to become an associate fellow, associate member or corporate member of the association.
 - (i) subscriber - an individual or corporation with an interest in the cemeteries and crematoria industry may subscribe to ACCA. Subscribers will not have membership rights but will receive association publications and newsletters.

4 Designations

So long as they continue to be members, any associate fellow or associate member may use the following letters after his or her name:

- (i) in the case of an associate fellow, the letters AFACCA; and
- (ii) in the case of an associate member, AMACCA.

5 Special rights of Members

- (a) Notwithstanding any other provision of these Rules, only the authorised representative of each ordinary member has voting rights. All other types of members or representatives of members may attend and speak at meetings and conferences of the company but they shall have no voting rights and are unable to be nominated for a position on the Board.
- (b) Life members and honorary members shall not be required to pay any entrance fee and annual subscription.

6 Membership fees

- a) The entrance fee and the annual subscription payable by the members shall apply for the financial year commencing 1 July each year to 30 June the following year.
- b) The entrance fee and the annual subscription shall be set by the Board and notified to the members prior to the commencement of each financial year.
- c) Annual subscriptions become due and payable on the date of the notice of subscription and shall be paid within 30 days of such date.
- d) Annual subscriptions apply for the financial year, with pro-rata adjustment for the initial financial year of membership and are non-refundable upon termination of membership."

7 Application for membership

Every applicant for membership of the Company shall be proposed by one and seconded by another ordinary member of the Company to both of whom the applicant shall be known. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder and shall be in such form as the Board from time to time prescribes.

8 Consideration of application for membership

At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, which shall determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.

9 Notification of acceptance of application for membership

When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of acceptance and a request for payment of the entrance fee and first annual subscription. Upon payment of the entrance fee and first annual subscription the applicant shall become a member of the Company, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.

10 Register

The Secretary shall keep at the registered office of the Company a record of members, to be called the register, and shall enter in it

- * the full name and address of each member,
- * the class of membership of each member,
- * the entrance fee and annual subscription paid by each member,
- * the number of burial and cremation services recorded to each ordinary member in the previous calendar year, as advised by themselves unless the Directors have good reason to believe to the contrary,
- * the name of the current authorised representative of each ordinary member appointed in accordance with the provisions of Rule 14.

CESSATION OF MEMBERSHIP

11 Member debarred upon non-payment of subscription

If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may, after notice of the default shall have been sent to that member by the Secretary, be debarred by resolution of the Board from all privileges of membership provided that the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.

12 Resignation of membership

A member may at any time, by giving notice in writing to the Secretary, resign membership of the Company but shall continue liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other monies due by that member to the Company and in addition for any sum not exceeding one hundred dollars (\$100) for which that member is liable as a member of the Company under Rule 2 of the Constitution of the Company.

13 Disciplinary powers of the Board

If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company, do not comply with any Code of Ethics of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company the Board shall have the power by resolution to censure, fine, suspend, or expel the member from the Company.

Provided that at least one week before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against that member and of the intended resolution and that the member shall, at such meeting and before the passing of such resolution, have had the opportunity of giving, orally or in writing, any explanation the member may think fit and, provided further, that any such member may, by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Company in general meeting. In that event a general meeting of the Company

shall be called for the purpose and if, at the meeting such a resolution be passed by a majority of two thirds of those present and voting (such vote to be taken by a poll), the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

APPOINTMENT OF THE AUTHORISED REPRESENTATIVE OF AN ORDINARY MEMBER

14 Lodgement of nomination of authorised representative

Each ordinary member may appoint its current authorised representative(s) by delivering the instrument of nomination to the Secretary at any time or in the case of a meeting requiring specific nomination then to such place as is specified for that purpose in the notice convening the meeting not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote should that named person be different to the previously nominated authorised representative. In default the instrument appointing the authorised representative shall not be considered valid.

15 Instrument of nomination of authorised representative

The instrument by which an ordinary member may nominate its authorised representative(s) may be in the following form or in a common or usual form:

AUSTRALASIAN CEMETERIES AND CREMATORIA ASSOCIATION LIMITED

I,.....
of
hereby advise that

.....
[insert name of member organisation]
hereby appoints until it provides written notice to the contrary

.....and.....
[insert name of appointee(s)]
to be its authorised representative(s) who in the case ofmay
only stand for, be elected to and carry out the role of Board member. For the purpose of
doing on its behalf all things that an ordinary member may do as permitted by the
Constitution of the Australasian Cemeteries & Crematoria Association Limited the appointee
is

Signature.....

Title.....

Signed this..... day of

GENERAL MEETINGS

16 Annual General Meeting

An annual general meeting of the Company shall be held accordance with the provisions of the law.

17 General Meeting

Any two directors may, whenever they think fit, convene a general meeting. General meetings shall also be convened on such requisition, or in default may be convened by such requisitions as provided for within the Corporations Act.

18 Notice of General Meetings

Subject to the provisions of the law relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

19 Business at General Meetings

For the purpose of Rule 18 all business shall be special that is transacted at a general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of office-bearers and other directors in the place of those retiring, and the appointment of the auditors, if necessary.

20 Questions by members of the company

The Chair of the AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.

21 Questions by members of auditors

If the Auditor or their representative is at the meeting, the Chair of an AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

PROCEEDINGS AT GENERAL MEETINGS

22 Quorum

No business shall be transacted at any general meeting unless a quorum of ordinary members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the lesser of fifty percent (50%) or twenty (20) only of the ordinary members present shall be a quorum. For the purpose of this Rule "ordinary member" includes a person attending as an authorised representative of an ordinary member or a proxy thereof.

23 Lack of a quorum

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of ordinary members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the ordinary members present (being not less than twenty) shall be a quorum.

24 Chairman of General Meeting

The President shall preside as Chairman at every general meeting of the Company, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall preside. If the Vice-President is not present or is unwilling to act, then the ordinary members present shall elect one of their number to be Chairman of the meeting.

25 Adjournment of General Meeting

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 the business to be transacted at an adjourned meeting.

26 Resolution put to a vote to be determined on a show of hands unless a poll is demanded

At any general meeting a resolution put to the vote of the meeting shall be decided 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;

or (b) by the authorised representatives present of at least three ordinary members, or their proxies

Unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company 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.

27 Conduct of a poll

If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

28 Casting vote of Chairman

In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is conducted shall be entitled to a second or casting vote.

29 Voting by an Ordinary Member

An ordinary member may vote by its authorised representative or by proxy and on show of hands a person present who so represents an ordinary member shall have one vote.

30 Number of votes available to an Ordinary Member in a poll

If a poll is duly demanded, the number of votes available to an ordinary member shall be determined by the number of annual services being the total of burials and cremations recorded in the register for the ordinary member in the previous financial year and accordingly on such poll every ordinary member represented at the meeting by its authorised representative or by proxy will have the number of votes in accordance with the following scale:

1	-	100 services	1 vote
101	-	500 services	2 votes
501	-	2000 services	3 votes
2001	-	4500 services	4 votes
4501	-	8000 services	5 votes
8001	-	12500 services	6 votes
12501	-	18000 services	7 votes
18001	-	24500 services	8 votes
24501	-	or more services	9 votes

31 List of voting entitlements of Ordinary Members to be available

At the commencement of any meeting or adjourned meeting a written list detailing:

- all ordinary members entitled to vote,
- the number of votes which may be cast by or on behalf of each such member, in the case of a poll being taken,
- the name of the authorised representative or proxy entitled to vote on behalf of each such member, at that meeting in a poll shall be available to each person in attendance who is entitled to vote, which shall be prima facie evidence of the entitlement of those ordinary members to vote.

32 No entitlement to vote if subscription in arrears

No ordinary member shall be entitled to vote at any general meeting if the annual subscription of that ordinary member shall be more than two months in arrears at the date of the meeting.

33 Authorised representative may appoint a proxy

The instrument appointing a proxy shall be in writing under the hand of the authorised representative of an ordinary member. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. The authorised representative shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

34 Instrument of appointment of proxy

The instrument appointing a proxy may be in the following form or in a common or usual form:

AUSTRALASIAN CEMETERIES & CREMATORIA ASSOCIATION LIMITED

I,

.....
(insert name of authorised representative)

of

.....
being the current authorised representative of

..... which is an ordinary member of the Company, hereby appoint
..... of
..... or failing him
..... of
..... as my proxy to vote for me on my behalf at
the (annual general meeting or general meeting as the case may be) of the Company to be
held on the day of and at any adjournment
thereof.

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

Signature.....

Signed this day of

(Note - in the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit).

* Strike out whichever is not desired.

35 Lodgement of notification of proxy

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be delivered to the Secretary or to such place as is specified for that purpose in the notice convening the meeting, not less than twenty four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In default the instrument of proxy shall not be treated as valid.

36 Validity of proxy

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the authorised representative, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Chairman at the meeting adjourned meeting prior to any vote or votes being claimed under the terms of such instrument.

THE BOARD OF DIRECTORS

37 Directors as at the date of adoption of these Rules

The directors as at the date of adoption of these Rules shall be those whose names then appear in the register of directors.

38 Office bearers

Unless varied in accordance with these Rules, the office-bearers of the Company shall consist of a President and a Vice-President.

39 Composition of the Board

Unless varied in accordance with these Rules, the Board of Directors shall comprise the office bearers and five (5) other directors. An additional Board member can be appointed by the Board of Directors in accordance with Rule 47.

40 Election at Annual General Meeting

At the Annual General Meeting of the Company in each year, the office bearers and other directors shall be elected from among the authorised representatives of the ordinary members of the Company and such directors shall, subject to these Rules, hold office until the Annual General Meeting at which they are required to retire.

41 Nominee for the position of President

A nominee for the position of President of the Company must have previously been a Director of the Company.

42 Term of office of Directors

Each Director is elected for a term of two (2) years, and at the expiration of that term may re-nominate for a position as a Director except that the President and the Vice President of the company may not serve consecutive terms in the same position.

43 Maximum of two Board members from any one area

At the completion of an election of Board Members there shall be a maximum of two Board Members from any one area based on the area of domicile of each of the registered address of the head office of the ordinary member for which the nominated person is the authorised representative of at the close of nomination for that election. In the event that more than two persons who are authorised representatives of companies whose head office is domiciled in any one area as at the close of nominations for that election do at any one time receive sufficient votes to be otherwise concurrently elected to the Board, then the Board Members from that area shall be determined in the following sequence:

- (i) by any continuing Board Member/s elected at an earlier meeting of the Company who continues to serve the term of office for which he is elected;
- (ii) by a nominee elected to the position of President of the Company;

- (iii) by a nominee elected to the position of Vice-President of the Company;
- (iv) by a nominee elected to any other position as an office bearer of the Company having regard to the number of votes in descending order received by nominees for the other positions as directors of the Company until both Board Members from that area have been determined.

44 Maximum of one Board Member per organisation

At the completion of an election of Board Members there shall be a maximum of one Board Member from any one organisation. A person is deemed to be from an organisation if he or she usually works for an organisation for more than 20 (twenty) hours a week or is a member of the organisation's board. In the event that more than one person from an organisation receives sufficient votes to be otherwise concurrently elected to the Board, then the Board Member from that organisation shall be determined in the following sequence:

- (i) by any continuing Board Member elected at an earlier meeting of the Company who continues to serve the term of office for which he was elected;
- (ii) by a nominee elected to the position of President of the Company;
- (iii) by a nominee elected to the position of Vice-President of the Company;
- (iv) by a nominee elected to any other position as an office bearer of the Company having regard to the number of votes in descending order received by nominees for the other positions as directors of the Company until a Board Member from that organisation has been determined.

45 Definition of an organisation

Where different cemeteries and crematoria are in the reasonable opinion of the Board under the same management or ownership, they will be treated as one organisation for the purposes of Rule 44.

46 Nomination and election procedure for Board elections

The election of office bearers and other directors shall take place in the following manner:

- (a) The authorised representatives of any two ordinary members of the Company shall subject to the provisions of Rule 41 be at liberty to nominate the authorised representative of any ordinary member to serve as an office bearer or other director.
- (b) A person may be nominated for more than one position on the Board at any election, but is not eligible to hold simultaneous positions.
- (c) A continuing member of the Board shall resign his position prior to nominating for a different position on the Board.
- (d) The nomination, which shall be in writing and signed by the nominee and his proposer and seconder, shall be lodged with the Secretary at least twenty four hours before the annual general meeting at which the election is to take place.
- (e) A list of the candidates' names in alphabetical order, and the name of the area of domicile of each candidate as at the close of nominations for that election, together with the proposers' and seconds' names shall be posted promptly following the close of nominations in a conspicuous place as described in the notice of the annual general meeting.
- (f) Balloting lists shall be prepared (if necessary) containing the names of the candidates, in alphabetical order together with the name of the area of domicile of each candidate as at the close of nominations for that election. Each ordinary member (represented at the annual general meeting by an authorised representative or a proxy) shall be entitled to vote for any number of such candidates not exceeding the number of vacancies using the number of votes available to that ordinary member as detailed in Rule 30 in regard to each vacancy.
- (g) In case there shall not be sufficient number of candidates nominated, the Board may fill up the remaining vacancy or vacancies.
- (h) A person nominated for more than one position on the Board shall, if successful, be elected to the higher position.

47 Board may appoint a Board Member

The Board shall have the power at any time, and from time to time, to appoint any authorised representative of an ordinary member of the Company as a director, either to fill a casual vacancy or as an addition to the existing office bearers or other directors, but so that the total number of office bearers and other directors shall not at any time exceed the number fixed in accordance with these Rules. Any office-bearer or other director so appointed shall not be subject to Rule 43 and shall hold office only until the next following Annual General Meeting.

48 Removal and replacement of Board Member

The Company may, by ordinary resolution of which special notice pursuant to the Corporations Act has been given, remove any office bearer or other director before the expiration of his period of office, and may, by an ordinary resolution, appoint another person in his stead, the person so appointed shall hold office only until the next following Annual General Meeting.

49 Vacancy of the office of a Board Member

The office of a member of the Board shall become vacant if the Board Member:

- (a) becomes insolvent under administration or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director of a Company by reason of any order made under the law;
- (c) ceases to be a director by operation of the Corporations Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Company;
- (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
- (g) holds any office of profit under the Company;
- (h) ceases to be the authorised representative of a member of the Company.

If the term of office of any such Board Member other than the President or Vice President continues beyond the next following Annual General Meeting of the company, an election to fill the vacancy for the balance of that term shall be conducted in accordance with the provisions of Rule 46 at that meeting.

In the event that the position of President becomes vacant before the expiration of the term, the Vice President becomes President until the next Annual General Meeting. At the next Annual General Meeting, a President and Vice President are to be elected for a term of two (2) years. Being appointed President as a result of the operation of this rule does not prohibit a person for seeking election as President.

In the event that the position of Vice President becomes vacant before the expiration of the term, the Board shall elect one of its members to the position of Vice President until the next Annual General Meeting. Being appointed Vice President as a result of the operation of this rule does not prohibit a person for seeking election as Vice President.

POWERS AND DUTIES OF THE BOARD

50 Powers

The management of the business and affairs of the Company is vested in the Board. The Board may exercise all powers and do all such acts and things which the Company is authorised or permitted to exercise and do and which are not by these Rules or by statute directed or required to be exercised or done by the Company in a Members Meeting.

51 *Borrowing*

The Board may exercise all the powers of the Company to borrow or raise money, to charge any property of the Company, to give any other security for a debt, liability or obligation of the company or of any other person, to guarantee or to become liable for the payment of money or the performance of any obligations by any other person.

52 *Rate of interest on money lent to the Company by members*

For the purpose of this Constitution the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by the Commonwealth Bank in respect of term deposits.

53 *Cheques*

All cheques and other negotiable instruments executed by the Company, and all receipts for money paid to the Company, must be executed in such manner and by such persons as the Board decides from time to time.

54 *Minutes*

The Board shall cause minutes of all proceedings of Members Meetings and Board Meetings, including committees, to be duly entered in books kept for that purpose in accordance with the Corporations Act.

PROCEEDINGS OF THE BOARD OF DIRECTORS

55 *Convening*

A Director may convene a Board Meeting at any time. If requested by a Director, the Secretary must convene a Board Meeting.

56 *Electronic means*

Without limiting the Board's discretion to regulate its meetings, the Board may confer by any electronic means of audio or audio-visual communication. The Rules relating to proceedings of the Board apply to such conferences to the extent that they are capable of applying, with any necessary changes as decided by the Chairman.

57 *Members may be invited to attend at Board meetings*

The Board may invite one or more members to be present for, but not vote at, part or all of a meeting of the Board. Upon the invitation of the Chairman a member present may address a meeting of the Board.

58 *Voting at Board meetings*

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and each director present shall have one vote. A determination by a majority of the directors present shall for all purposes be deemed a determination of the directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

59 *Quorum at Board meetings*

The Quorum necessary for the transaction of the business of the Board shall be a majority of the total number of directors.

60 *Insufficient directors to form a quorum*

The continuing directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by Rule 59 as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the Company, but for no other purpose.

61 *Chairman of Board meetings*

The President shall preside as Chairman at every meeting of the Board, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, or if being present he is unwilling to preside, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the Board Members may choose one of their number to be Chairman of the meeting.

62 *Delegation of powers*

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

63 *Advisory committee*

The Board may appoint one or more advisory committees consisting of such member or members of the Board and such other member or members of the Company as the Board thinks fit. Such advisory committees shall act in advisory capacity only. They shall conform to any regulations that may be given by the Board and, subject thereto, shall have power to co-opt any other member or members of the Company and all members of such advisory committees shall have one vote.

64 *Meetings of committees*

Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

65 *Validity of actions*

All acts done by any meeting of the Board, of a committee or by any director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee or director, or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director or committee member.

66 *Validity of a resolution signed by all directors*

A resolution in writing signed by all directors entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

67 *Appointment of the Secretary*

The Secretary shall, in accordance with the Corporations Act be appointed by the Board for such term, upon conditions as it thinks fit, and any Secretary so appointed may be removed by it. Appointment as Secretary shall not confer Board membership upon any person who is not an elected member of the Board. The Secretary shall be subject to the provisions of the Constitution.

SEAL

68 *Provisions and use of a seal*

The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the directors in that behalf. Every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for that purpose.

ACCOUNTS

69 Accounting records to be kept

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditors report thereon as required by the law, provided, however, that the Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

70 Accounting records to be available for inspection

The accounting and other records of the Company shall be open for inspection of members, at times and places and under conditions or regulation as the board shall from time to time determine.

AUDIT

71 Appointment or auditor

A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Corporations Act.

NOTICE

72 Notice to a member

Any notice required by law or by or under these Rules to be given to any member shall be given by electronic mail (email) (to the last email address provided) or by sending it by post to him at his registered address, or to the address, if any, supplied by him for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

73 Notice of a General Meeting

- (1) Notices of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member except those members for whom the Company has no registered address or other address or an address for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Company
- (2) No other person shall be entitled to receive notices of general meetings.

INSURANCE AND INDEMNITY

74 Directors' Insurance

Subject to the Corporations Act, the Company will pay a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in the person's capacity as an Officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company, or otherwise arising out of the Officer holding such office; and
- (b) for costs and expenses incurred by that person in defending legal proceedings.

This Rule does not apply to any liability arising out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of the Corporations Act.

75 Indemnity

Every director, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the law in which relief is granted to him by the Court pursuant to the Corporations Act in respect of any negligence default breach of duty or breach of trust.

LAW

76 Governing law of Company

The company shall be a company registered in Australia and subject to the law of the Commonwealth of Australia.

77 Date of effect of adoption, modification or repeal of Constitution

A special resolution adopting, modifying or repealing the Constitution takes effect:

- (a) if no later date is specified in the resolution, then on the date on which the resolution is passed; or
 - (b) on a later date specified in, or determined in accordance with, the resolution; and
- every director, Secretary or office-bearer in office in that capacity immediately before this Constitution is adopted, modified or repealed continues as a director if previously a Secretary or an office-bearer subject to, and is taken to have been appointed or elected under, this Constitution.

BY-LAWS

1 - Establishment of a Branch of the Company

The Board may, at any time, establish or approve the establishment of a branch of the Association in any area or in any other place whether or not such place is under the authority of, or governed by, the Commonwealth of Australia and the said branch can exercise the powers, authorities and discretions conferred on branches by the Company.

Purpose of a Branch - The purpose of any branch is to pursue the objects of the Association.

Branch Council - Each branch shall be governed by a branch council which shall have the powers conferred by this by-law.

Powers and Duties of Branch Councils - Subject to the control of the Board, a branch council would have the following powers, duties and discretions with regard to its own division:

- (a) to adopt a branch constitution providing that clauses are not inconsistent with the Constitution of the Australasian Cemeteries & Crematoria Association Limited;
- (b) to receive applications for admission as a member of the branch and to accept or reject any application;
- (c) to be aware of, and to report to the Board, on anything affecting the company or the professional conduct of members;
- (d) to furnish to the Board annually a copy of the accounts and a report of the activities of the branch during the previous year, together with a list of the members of the branch and any other information required by the Board;
- (e) to set the annual subscription fees for branch membership and advise the Board accordingly;
- (f) to set and receive other fees and monies payable to the branch;
- (g) to carry out such other duties and responsibilities as are conferred upon branches from time to time by the Board;
- (h) to elect such branch committees as are necessary to manage branch affairs and to maintain communications with the executive office of the Board.

APPENDIX A

Australia
New Zealand