



THE INCORPORATED SOCIETIES ACT 2022

CONSTITUTION

of

**CUSTOMS BROKERS AND FREIGHT FORWARDERS
FEDERATION OF NEW ZEALAND INC**

1. TITLE

The name of the Federation (hereinafter called "The Federation") is the Customs Brokers and Freight Forwarders Federation of New Zealand Incorporated.

2. REGISTERED OFFICE

The registered office of the Federation shall be at such an address as shall be determined by the Executive Committee from time to time.

3. INTERPRETATION

In these Rules except where a contrary intention appears from the context:

- 3.1 "The Act" means The Incorporated Societies Act 1908 or any amendments;
- 3.2 "Member" unless the context otherwise requires, has the meaning ascribed to a person, firm or body corporate who shall have been accepted as a member of the Federation pursuant to Clause 6 of these Rules;
- 3.3 "The Federation" means the Customs Brokers and Freight Forwarders Federation of New Zealand Incorporated;
- 3.4 "The Council" means the governing committee at the time being elected to manage the affairs of the Federation pursuant to these Rules;
- 3.5 "Rules" means these rules as originally framed or as from time to time altered by resolution of the Federation in General Meeting;
- 3.6 "President", "Vice-Presidents", "Chief Executive Officer" mean the President, Vice-Presidents, Chief Executive Officer of the Federation elected or appointed in accordance with these Rules;
- 3.7 "Registered Office" means the registered office of the Federation for the time being provided in accordance with these Rules;



- 3.8 "Seal" means the Common Seal of the Federation;
- 3.9 Words importing the singular number include the plural and vice versa.

4. OBJECTS

The objects for which the Federation is established are:

- 4.1 To promote the goodwill and orderly development of the industry and conduct negotiations with Government, Local Bodies, Airlines, Port Authorities, Shipping Companies, Employee Representative Associations and such other bodies where the industry interest as a whole or in part should be represented;
- 4.2 To establish and endeavour to maintain standards of conduct for the professions of Customs Broking and Freight Forwarding;
- 4.3 To promote friendly relations with others engaged in transport operations generally and to provide means for negotiation and liaison with other bodies concerned with the development of transport;
- 4.4 Generally to promote public confidence in the industry particularly through the prevention or correction of any abuses which might undermine this confidence;
- 4.5 To take, defend or contribute to or assist in any proceedings by or against the Federation or against any member of the Federation in any lawful manner providing that questions or principles affecting and of importance to the industry are involved;
- 4.6 To enter into any arrangement with any other organisation which in the opinion of the Federation may be for its benefit;
- 4.7 By all lawful means to promote, encourage, regulate and protect the interests of members as may be deemed advisable by the Federation in General Meeting or the Council thereof;
- 4.8 To procure and disseminate any and all information as may be helpful to members;
- 4.9 To promote, oppose, or move for the recession of any legislative enactment's, by-laws or other rules or regulations affecting the interests of members;



- 4.10 To make provision for the training, education and examination of persons practising or intending to practise as Customs Brokers and Freight Forwarders;
- 4.11 To provide or establish prizes or scholarships tenable to any University or other tertiary educational institution in New Zealand and to make grants to Students' Societies or any other body as may be approved by the Council;
- 4.12 To grant or issue diplomas or certificates to members of the Federation in recognition of their proficiency;
- 4.13 To establish local Branches or Associations of members in such places and in such manner as may be deemed advisable by the members concerned or by the Council of the Federation;
- 4.14 To provide for representation of members of the Federation in any matter or proceeding in which it may appear to the Council that the interests of the Federation or its members are directly or indirectly involved;
- 4.15 To act as arbitrator or to nominate an arbitrator or arbitrators in any dispute which may arise between the members or sections of members of the Federation touching the conduct of their business;
- 4.16 To support or assist any other Society, body or person in achieving any of the objects for which the Federation is formed and to combine associate or co-operate with, or become members of any such Society or body whether in New Zealand or elsewhere having objects wholly or in part similar to the objects of the Federation;
- 4.17 To indemnify all members of the Council and agents and/or employees of the Society against all claims and demands made upon them in respect of all acts done by them in good faith purporting to be in pursuance of this constitution whether such acts shall be strictly within the powers of the Society or not;
- 4.18 To remunerate at no greater than current market rates any person, company, partnership, society or other body for services rendered to the Federation;
- 4.19 To borrow money for the purpose of carrying out any of the objects of the Federation and to give security therefore by way of a debenture or debentures (perpetual or redeemable) or otherwise;
- 4.20 To establish a Code of Ethics for the professional conduct of members and to make provision for the observance of such Code of Ethics;



- 4.21 Generally and in furtherance and not in limitation of the foregoing objects to do all such other things as in the opinion of the Federation may be incidental or conducive to the attainment of any of the foregoing objects or to the exercise of any of the herein mentioned powers;
 - 4.22 To purchase, take on lease or in exchange, and to hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects of the Federation;
 - 4.23 To accept any gift, whether subject to a special trust or not, for any one or more of the objects of the Federation;
 - 4.24 To take such steps from time to time as the Council or the members in general meeting may deem expedient for the purpose of raising funds for the Federation, whether by way of donations, subscriptions or otherwise;
 - 4.25 To record, print and publish such material as the Council or the members in general meeting may think desirable for the promotion of the objects of the Federation;
 - 4.26 To invest any moneys of the Federation not immediately required for any of its objects in such manner as the Council may from time to time determine or as may be approved or directed by resolution passed at a general meeting.
5. Nothing expressed or implied in this constitution shall permit the activities of this society to be carried on for the personal pecuniary profit of any member or individual, nor shall any distribution, whether by way of money, property or otherwise be made to any member or individual.

Provided always:

No member or person associated with a member of the society shall derive any income, benefit, or advantage from the society where they can materially influence the payment of the income, benefit, or advantage, except where that income, benefit or advantage is derived from:

- a Professional service to the society rendered in the course of business, charged at no greater rate than current market rates; or
- b Interest on money lent at no greater rate than current market rates."

AND all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Committee and shall take



no part whatsoever in the matter before the Committee, other than as a member of the Committee.

PROVIDED that any member may enter into any agreement or arrangement with the Federation for the sale or supply of any services or any real or personal property and may receive such remuneration in respect of any agreement or arrangement as may be reasonable and as he would be entitled to receive if he/she had not been a member.

6. MEMBERSHIP

Application for membership of the Federation can be made by those bodies corporate and persons (including members or employees of partnerships or other organisations) who are actively engaged in customs broking and/or in the international forwarding of goods by air or sea in New Zealand and maintain an office or offices and are providing customs broking and/or air or sea freight forwarding services.

7. The Council shall have an absolute discretion whether or not to approve or refuse an application for membership of the Federation and the Council shall not be bound to give any reason for such approval or refusal and shall determine all matters arising out of the classifications of memberships.
8. The Council shall have the absolute discretion whether or not to vary or waive any requirement for enrolment for membership of the Federation and shall not be bound to give any reason for such variation or waiver.
9. All applications for membership shall be made to the Council in writing in the form from time to time prescribed by the Council

ENROLMENT OF MEMBERS

10. Classes of Membership

10.1 Business who shall comprise companies, partnerships, trusts, or sole traders, each being a business which.

- permanently employs staff, including at least one qualified person in a branch of customs broking and/or freight forwarding and
- has been successful in business for at least twenty-four months prior to application to join the Federation.



Business Members shall be represented by a designated delegate who shall have ten votes at any general meeting.

Nominated representatives, if elected to Office or Council, shall hold office for the elected term conditional upon their sponsor' membership or until the Business member revokes the appointment in writing.

- 10.2 Related Services Member who shall include companies, partnerships, trusts, sole traders, Government Agencies each being a business which may be described as:

Shipping Company; Government Department; Ship Agent; Airline; Port Company; Telecommunication Company etc.

Businesses, which qualify for membership as a 'Business' member, as prescribed in Clause 10.1, shall not be eligible for membership in this category.

- 10.3 Client Partner Member who shall be a business engaged in Importing or Exporting. Businesses, which qualify for membership as a 'Business' member, as prescribed in Clause 10.1, shall not be eligible for membership in this category.
- 10.4 Associates who shall comprise individuals who have held for not less than twelve (12) months a New Zealand Diploma of Business Studies endorsed Customs Broking or Freight Forwarding, or IATA/FIATA Diploma or FIATA Diploma in Freight Forwarding or such other qualification as may be approved by the Council. Associate Members shall have two votes at any general meeting.
- 10.5 Students who shall comprise individuals who are currently engaged in formal studies leading to a qualification deemed relevant and essential to customs broking and/or freight forwarding and approved by the Council or have completed studies and do not qualify for Associate Membership.
- 10.6 Retired Members
- 10.7 Non-active Members each being a person who.
- has been a member of the Federation (either as an Associate or Affiliate); and
 - has ceased to be substantially engaged in customs broking and/or freight forwarding; and
 - fully intends to resume his/her former membership status when circumstance so permits; and
 - has satisfied the Council accordingly.



10.8 Senior Members

Fellows each being an Associate who at a general meeting of the Federation has been elected on the recommendation of the Council by a majority of members, in recognition of outstanding services to the industry. Senior Members shall have two votes at any general meeting.

Members being Fellows of the New Zealand Society of Customs Brokers will automatically be accorded the grade by the Federation.

Life Members not exceeding ten persons at any time, who on the recommendation of the Council have been elected by a majority of members at a General Meeting in recognition of meritorious services to the Federation or its predecessors, the New Zealand Society of Customs Brokers Inc, and the New Zealand Institute of International Freight Forwarders Inc.

11. **SUBSCRIPTIONS**

- 11.1 The subscription or membership fee payable by each member for each year in advance shall be fixed by the Council for each classification of membership.
- 11.2 If during a financial year a member's classification is changed to one which has a higher subscription fee his or her subscription for that year may be increased to the rate applicable to his or her new classification unless the Council shall otherwise direct.
- 11.3 If during a financial year a member's classification is changed to one which has a lower subscription fee (e.g. Retired member) then his or her subscription shall change to the rate applicable to his or her new classification as from the commencement of the next financial year unless the Council shall otherwise direct.
- 11.4 In addition to the subscription or membership fee the Council may from time to time make a levy upon any member for whose benefit or upon whose behalf the Federation shall have incurred or agreed to incur any obligation. Such levy shall be payable on demand or on dates fixed by the Council.
- 11.5 The financial year of the Federation shall commence on the 1st day of January and end on the 31st day of December each and every year.
- 11.6 The annual subscription shall be payable within thirty days of the date from time to time determined by the Council for the payment of annual subscriptions and the Council shall have an absolute right to suspend all



rights and privileges enjoyed by any member who fails to pay his/her annual subscription within such period.

12.

CESSATION OF MEMBERSHIP

- 12.1 Any member may retire from membership by forwarding to the Council a written resignation. Proof of receipt of such resignation shall lie upon the member so resigning. The membership of any member may be cancelled by the Council.
 - 12.1.1 If such member shall die or become bankrupt or become of unsound mind or incapable of controlling his or her affairs or assign his or her estate for the benefits of his creditors;
 - 12.1.2 If such member be guilty of unprofessional conduct or of disgraceful conduct in the course of his or her business or of conduct prejudicial to the good name of the Federation or of Customs Brokers and Freight Forwarders generally;
 - 12.1.3 If such member shall make default for a period of six calendar months in payment of any subscription or membership fee or part thereof due by him or her on the discharge of any other obligation due by him or her to the Federation howsoever arising;
 - 12.1.4 If the Council shall be satisfied and resolve that the continued membership of such member is not in the best interests of the Federation: Provided always that a member expelled pursuant to this part of the Rule shall if he or she has paid his or her membership subscription for the current year be entitled to a refund of a proportionate part thereof in respect of the balance of the year yet to expire;
 - 12.1.5 If he or she ceases to be qualified for membership under Rule 6 (but subject to the provisions of the next succeeding Rule regarding Retired Members). Any member expelled pursuant to the provisions of Clauses 12.1.2 or 12.1.4 hereof shall have a right of appeal against such expulsion to a meeting of the Federation and the Council shall upon receipt of notice from such member of his or her intention to appear summon a General Meeting of members (to be held within one month after the receipt of such notice) for the purpose of determining the same and the decision of such meeting shall be final.
 - 12.1.6 The Council may readmit to membership any member who may have retired or resigned from the Federation or whose membership has been cancelled and shall decide the classification of membership to which such member shall be readmitted.



- 12.2 If any member of the Federation shall, in the opinion of the Council, have broken any of the member's undertakings to the Federation or any of the by-law's rules or regulations of the Federation or shall be guilty of unprofessional or discreditable conduct or conduct prejudicial to the interest of the Federation the Council may at any time:
- (i) issue such cautions, warnings or reprimands as it may consider necessary and/or;
 - (ii) require from such member any specific or general undertaking as to such member's future conduct, and/or;
 - (iii) terminate the membership of any such member.

13. COUNCIL AND OFFICERS

- 13.1 The Council shall consist of:

The Immediate Past President (who shall serve in that capacity for no more than one year).

Up to ten and not less than five (5) elected members representing members on a regional basis. The elected members shall serve a two-year term and will be eligible for re-election.

- 13.2 The method of election or appointment of nominated representatives of Business members or Associate members or Senior Members (Fellows) as Council members shall be by nomination from Business Members or Associate Members or Senior Members (Fellow) and received by the Secretary at least seven days prior to the Annual General Meeting of the Federation. From nominations, an election shall occur at the Annual General Meeting of the Federation.
- 13.3 Following election or appointment of Council Members in accordance with Rule 13.2 they shall:
- (i) During an adjournment of the Annual General Meeting, elect from their number a President and two Vice-Presidents.
 - (ii) After resumption of the Annual General Meeting, announce the names of the President, Vice Presidents and the Councillors.
 - (iii) Effective on such announcement, assume office and (subject to these Rules) hold office until the announcement of their successors at the next Annual General Meeting.



13.4 The Council and the Chief Executive Officer shall be the Officers of the Federation.

13.5 The duties of the Officers are:

- (i) Act in good faith and in the best interests of the Federation
- (ii) Exercise powers for proper purposes only
- (iii) Comply with the Act and the constitution
- (iv) Exercise reasonable care and diligence
- (v) Not create a substantial risk of serious loss to creditors
- (vi) Not incur an obligation the officer doesn't reasonably believe the Federation can perform.

14. GOVERNANCE

14.1 The Administration of the Federation shall be vested in:

- (a) The Federation in General Meeting
- (b) The Council

14.2 The Federation in General Meeting shall be the supreme governing body of the Federation.

14.3 Members of the Council shall not be entitled to any remuneration for their services as such but such members and their alternates shall be entitled to reimbursement for reasonable expenditure by way of travelling and accommodation expenses and other outlays incurred in attending meetings of the Council or any committees thereof or while otherwise engaged on the business of the Federation.

14.4 The office of President, Vice President, Councillor, or Immediate Past President shall become vacant if that office holder:

- (i) Dies, resigns, becomes bankrupt, becomes of unsound mind, becomes incapable of controlling his or her affairs, or assigns his or her estate for the benefit of creditors; or
- (ii) Ceases to be an Associate member, or becomes disqualified from membership of the Federation; or
- (iii) Is the subject of a resolution passed by the Federation in general meeting declaring his or her seat vacant or appointing some other nominated representative of Business members or Associate member in his or her place.

14.5 If any office on the Council becomes vacant:



- (i) The remaining Council Members shall have full power and authority to carry on the business of the Council.
- (ii) The Council shall, in respect of the office of President or Vice President, fill the vacancy by election from the Councillors until the next Annual General Meeting.
- (iii) At the discretion of the Council, it may fill any other vacant office by appointment of a nominated representative of Business members or Associate member from the same region as the Councillor leaving the vacancy; or leave such office vacant until the next Annual General Meeting.

15.

POWERS OF THE COUNCIL

- 15.1 Subject to directions from time to time by the Federation in general meeting the policy, management and administration of the affairs and funds of the Federation shall be vested in the Council.
- 15.2 The Council may make such rules, regulations and by-laws (not inconsistent with these rules) for the conduct of its business, the general management and control of the affairs of the Federation, the custody and protection of the assets of the Federation, and the disciplining of members; provided always that any such rule, regulation or by-law may be rescinded or over-ruled by a General Meeting of the Federation.
- 15.3 The Council may with authority first given at a General Meeting borrow any money for any of the objects of the Federation in any form which may be thought proper.
- 15.4 The Council may if it thinks necessary, appoint, or authorise the appointment of Branch Councils or Committees in any part of New Zealand and make whatever conditions and arrangements deemed advisable for their proper conduct.
- 15.5 The Council is empowered to establish or consent to the establishment of local Associations or Branches of members and the appointment of local Executives for the management thereof and to make or to consent to the making of rules for the management and functioning of such Associations and Branches.
- 15.6 The Council may refund or rebate to local Branches or Associations such proportion of the annual subscriptions paid by members constituting such Branch or Association or such other amounts as it from time to time decides, such refund or rebate to be entirely



within the use and control of the local Branch and Association for expenses usual thereto in furthering the objects of the Federation subject only to these Rules and any by-laws made by the Council for the management of local Branches or Associations or by the local Branch or Association and approved by the Council.

- 15.7 The Council shall appoint a Chief Executive Officer as it sees fit to carry out all or any of the duties of Secretary and/or Treasurer hereinafter set out and such appointment shall not require to be approved by the Federation in General Meeting and may (subject to any agreement made with any such officer) terminate his/her appointment.
- 15.8 The Council shall have the power to appoint and discharge other paid officers reporting to the Chief Executive Officer whose duties are of a specialised nature upon such terms as it deems advisable.

16. EXECUTIVE OFFICE AND ADMINISTRATION

- 16.1 The Chief Executive Officer shall be the statutory secretary in terms of the Incorporated Societies Act 1908 and its amendments and any legislation affecting the Federation in its conduct and relationships. The person appointed shall, on assuming the position, apply for and maintain membership of the New Zealand Society of Association Executives Inc if applicable.
- 16.2 The Chief Executive Officer, in consultation with the Council, shall be the appointed spokesperson and negotiator on behalf of the Federation.
- 16.3 Subject to budgeted provisions and the approval of the Council, the Chief Executive Officer may delegate or out-contract routine functions and special assignments falling outside his/her competence and experience depending on cost efficient performance criteria.
- 16.4 The Chief Executive Officer shall be an ex-officio member of Council and any sub-committee appointed by the Council.

17. PROCEEDINGS OF THE COUNCIL

- 17.1 The Council may meet together for the despatch of business adjourn or otherwise regulate its meetings and procedures as it thinks fit. A quorum for all meetings of the Council shall be 50% of those elected (rounded up in the event of the number elected being odd). Subject to the next succeeding clause of these Rules no business of the Council shall be conducted at any time when less than a quorum is present. The Council



- shall meet at least twice in any year and the Chief Executive Officer shall upon request of the President or any three (3) members thereof convene a special meeting of the Council.
- 17.2 The President shall be the Chairman of any meeting of the Federation at which he/she is present. If he/she shall not be present, or being present shall be unwilling to take the chair, then a Vice-President shall be Chairman of such meeting of the Council and if he/she shall not be present, or being present shall be unwilling to take the chair, those members of the Council who are present shall choose one of their number to be Chairman of such meeting.
- 17.3 Resolutions of the Council shall be passed by simple majority of those members present and voting at the time when a quorum is present. In the event of a tie in votes the Chairman of the meeting shall have a casting vote. Notwithstanding anything here in before contained a resolution in writing signed by all the members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted.
- 17.4 All acts properly done by any meeting of the Council or by any person acting as a member of the Council shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment or continuance in office of any such 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 or have duly continued in office and was qualified to be a member of the Council.
- 17.5 The Council may appoint and dissolve subcommittees to examine the matters relating to any of the objects of the Federation and report to it thereon. Persons appointed to such subcommittees need not be members of the Council nor members of the Federation. The Council shall regulate the proceedings of all such subcommittees. A representative of such subcommittees may be admitted to the Council as a non-voting observer.

18

DISPUTE RESOLUTION

- 18.1 The Council shall appoint the following Committees to administer the Federation's Code of Ethics and resolve internal disputes:
- 18.2 The Investigating Committee - which shall comprise three members of the Council. The Committee shall investigate disputes brought to the attention of the Council, meet with all parties involved and make every effort to resolve the dispute, report to Council and if it is not possible to resolve, make recommendations to Council.



- 18.3 The Disciplinary Committee - which shall comprise four members, at least two of whom shall be members of the Council and the other two may be past Presidents, Life Members or former members of the Council of the Federation, none of whom shall be a member of the Investigating Committee or the Appeals Committee; The Committee shall consider the work of the Investigating Committee and its report and recommendations and meet with the parties involved and determine an appropriate discipline to be applied by the Federation. The Committee shall report to the Council.
- 18.4 The Appeals Committee - which shall comprise three persons two of whom shall be past Presidents or Life Members of the Federation and the third person (who shall chair the Committee) shall be nominated by the New Zealand Law Society. The Committee shall hear any appeal which may be presented to the Federation in respect of the work of either the Investigating Committee or the Disciplinary committee. The Committee shall report to the Council.
- 18.5 Disputes must be lodged with the Federation no later than six (6) months after the alleged event.
- 18.6 Each Committee must achieve a decision not later than three (3) months after the dispute is referred to it.
- 18.7 The decision of the Appeals Committee shall be final.

19.

GENERAL MEETINGS

- 19.1 The Annual General Meeting of the Federation shall be held not later than 30 May in any year on a date appointed by the Council.
- 19.2 The business of such Annual General Meeting shall be to receive and consider the annual statement of accounts and Auditor's report thereon, the report of the Council and any matters incidental thereto, to elect officers for the ensuing year, to appoint an Auditor, and to transact any other business which shall be brought forward by the Council or which lies within the objects of the Federation or is provided to be done by the Rules.
- 19.3 Special general meetings of the Federation may be convened by the President or at the request of three members of the Council or on the requisition of not less than five members of the Federation, and notice calling such special meetings shall indicate the business for which the meeting has been called.
- 19.4 Ten members present in person shall form a quorum at all general meetings.



19.5 Notice of all meetings of the Federation shall be given at least fourteen days before the date fixed for the meeting to each member by facsimile, e-mail or other electronic method prepaid ordinary post to the last place of business or residence in New Zealand of that member recorded in the Federation's register **PROVIDED THAT:**

19.5.1 each notice so posted shall be deemed to have been duly given 48 hours after the time of its posting; and

19.5.2 any accidental or inadvertent error or omission in giving notice to any member of any annual or special meeting of the Federation shall not invalidate the meeting or any proceedings or decisions of the meeting.

20. QUALIFICATION FOR ELECTION

No person (not being a student, non-active or retired member) shall be eligible for election to an Office and Council by the General Meeting unless some member has nominated him/her for election.

21. VOTING AND PROXIES

At any meeting of the Federation or of any Branch of the Federation the following Rules shall apply:

21.1 Voting: Any member except business members shall be entitled to exercise one vote provided that:

21.2 A member appointed to act as proxy under these Rules may exercise any proxy vote(s) in addition to the vote of that member.

21.3 Voting shall be in the first instance by voice or by show of hands or by ballot or by electronic means at the Chairman's discretion but immediately after declaration of the result a poll may be demanded by the Chairman or any three members present.

21.4 Any such poll shall be conducted in such manner as the Chairman directs and the result of the poll shall be declared, recorded and shall be the resolution of the meeting.

21.5 In the case of an equality of votes (whether on a poll or otherwise) the Chairman shall have a casting vote in addition to any deliberative vote as a member.

21.6 If these Rules require that a decision be made by special majority then for the proposal to be passed it must be supported by a majority of two thirds



- of the votes cast.
- 21.7 In any other case a proposal shall be passed if supported by a simple majority of the votes cast.
- 21.8 Unless passed unanimously by voice a decision requiring a special majority shall be voted on by a show of hands, ballot or poll and the number of votes cast for and against shall be declared and recorded.
- 21.9 Notwithstanding any provisions to the contrary in these Rules, the Council may from time to time suspend the voting rights and the right to appoint or be appointed a proxy of any member whose subscription is in arrears at the time of the meeting.
- 21.10 Proxies: Any member may vote by proxy, and a business member may only vote by proxy, in accordance with the following rules:
- 21.10.1.1 Only a member may be appointed as proxy (unless the Council determines otherwise in any particular case).
 - 21.10.1.2 There shall be no restriction on the number of proxies a member may hold.
 - 21.10.1.3 A member may appoint a proxy by giving to the Federation a Proxy Notice in such form and in such manner as the Council may prescribe.
 - 21.10.1.4 A Proxy Notice may be restricted as to nominated meetings or proposals or may be unrestricted in which case it shall continue until revoked by written notice to the Federation.
 - 21.10.1.5 If any Proxy Notice contains any direction as to voting, then such direction is a matter between the member and the proxy holder. The Federation shall not be affected by any such direction nor shall any vote be challenged by reason of non-compliance with any such direction.
 - 21.10.1.6 If, notwithstanding the appointment of a proxy, a member votes on a proposal, then any proxy vote cast on behalf of that member on that proposal shall not be counted.



21.10.1.7 A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or the revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received at the registered office of the Federation.

23. ACCOUNTS

23.1 The Council shall cause proper books of accounts to be kept with respect to:

23.1.1 All sums of money received and expended by the Federation and the matters in respect of which the receipts and expenditure take place.

23.1.2 Any sales and purchase of goods by the Federation and

23.1.3 The assets and liabilities of the Federation.

23.2 The books of accounts shall be kept secured by the Chief Executive Officer in his/her capacity as Treasurer or such other person as may from time to time be designated by the Chief Executive Officer who shall produce them to the Council or any member thereof on demand.

23.3 The Chief Executive Officer in his/her capacity as Treasurer shall cause to be prepared and to be laid before the Council such income and expenditure accounts, balance sheets and reports as are from time to time required by it and shall in any event cause to be prepared and laid before the Federation an annual income and expenditure account, balance sheet and report.

23.4 A copy of every financial report as required by Law is to be laid before the Federation in General Meeting, together with a copy of the Auditor's Report shall, not less than seven (7) days before the date of the Annual General Meeting be available to every member.

24. AUDIT

An Auditor who shall be a member of Chartered Accountants of Australia and New Zealand or CPA Australia shall be appointed and shall hold office until he/she resigns or is replaced at an Annual General Meeting of the Federation.



25. COMMON SEAL

The Council shall obtain a common seal for the use of the Federation and shall provide for the safe custody thereof by the Chief Executive Officer. The Seal shall not be used except by the authority of the resolution of the Council and every instrument to which the seal is affixed shall be signed by two (2) members of the Council.

26. FINANCIAL TRANSACTIONS

All payments shall be authorised for and on behalf of the Federation by two (2) members of the Management Committee or by two (2) other officers authorised by the Council and in such other manner as it may from time to time determine.

27. BORROWING POWERS

The borrowing powers of the Federation under these Rules may be exercised by the Council in accordance with the Objects clause.

28. BY-LAWS

The Council may as required make by-laws not repugnant to these Rules by a resolution of the majority of two-thirds of the members present and voting that such by-laws be adopted. Such by-laws shall be binding on all members and be of immediate effect.

29. LIABILITY OF MEMBERS

No member shall be under any liability in respect of any contract or other obligation made or incurred by the Federation.

30. ALTERATION OF RULES

These Rules shall not be amended added to or rescinded except by resolution in that behalf passed by a majority of not less than two-thirds of the members present and voting at an Annual General Meeting or a General Meeting convened for the purpose and unless written notice of the proposed amendment addition or rescission shall have been given to members in accordance with these Rules. No such amendment addition or rescission shall be valid unless and until accepted by the Registrar of Incorporated Societies.



Provided that

“No addition, alteration or rescission of the Rules shall be permitted if it affects either the pecuniary profit winding up rules.”

31. WINDING UP

The Federation may be wound up in accordance with The Incorporated Societies Act 2022 or amendments thereof. If upon such winding up there remains after satisfaction of all debts and liabilities of the Federation any property or assets whatsoever such property shall be assigned to a kindred society with similar objectives to the Federation, as directed by the resolution to wind up the Federation: or failing that to a registered charitable organisation, provided that under no circumstances shall any funds or assets of the Federation be disposed of to any member or members. No alteration or replacement of Rules aforesaid shall be made if the effect overall would be to enable any part of the assets or funds of the Federation to be applied other than to kindred or charitable purposes or objectives.

32. INDEMNITY

The office bearers, members of Council, Chief Executive Officer and other employees shall be indemnified by the Federation from all losses or expenses incurred by them in or about the discharge of their respective duties, except such as happen from their own respective incompetence or wilful default.

33. CODE OF ETHICS

Every member in joining the Federation, undertakes to abide by the Federation's Code of Ethics which shall be binding on all members from the date of inception.