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CONSTITUTION

OF

Massage Association of Australia Ltd

A Company Limited by Guarantee

1 DATE SUBSCRIBED:

This Constitution is agreed to before registration of the company. The date it is signed is 17 November 2007.

2 NAME:

The name of the company is Massage Association of Australia Ltd

3 OBJECTS:

The Company is established to pursue the following objects:

- (a) To provide peak representation for massage practitioners in Australia;
- (b) To promote the benefits of massage therapies in all its various forms;
- (c) To promote knowledge and understanding of massage and massage techniques;
- (d) To assist members in developing and expanding their expertise and qualifications as massage therapists;
- (e) To assist members in dealing the general public, government and government institutions, insurers and other bodies;
- (f) To assist members in establishing and promoting their businesses as massage therapists;
- (g) To foster and encourage interaction between members and other individuals and organisations involved in healing professions; and
- (h) To encourage members to disseminate their knowledge and understanding of the benefits of massage therapy.

4 POWERS:

Solely for the purpose of carrying out the aforesaid objects and not otherwise the company shall have the following powers:

- (a) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the company.

PROVIDED that the company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the company under or by virtue of clause 5 of this Constitution.

- (b) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the company.

PROVIDED that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (c) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (d) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- (e) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit present or past employees of the Company or the dependants or connections of such persons; to grant pensions and allowances; to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (f) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvements, maintenance, development, working, management, carrying out, alteration or control thereof.
- (g) To invest and deal with money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds if the Company relies on public support for funds, or otherwise as the Board thinks fit if the Company does not rely on public support for funds.
- (h) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.
- (i) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- (j) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (k) To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company.
- (l) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (m) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
- (n) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (o) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (p) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (q) To make donations for charitable purposes.

PROVIDED that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Company would make it a trade union within the meaning of the Trades Unions Act 1958.

The powers set forth in Section 124(1)(d) only of the Corporations Act shall not apply to the Company except insofar as they are included in this clause 4.

5 APPLICATION OF INCOME & PROPERTY:

The income and property of the Company, whencesoever derived, 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.

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 Regulations to this Constitution on money borrowed from any member 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.

6 LIMITED LIABILITY:

The liability of the members is limited.

7 GUARANTEE BY MEMBERS:

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 (1) 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 contributories among themselves, such amount as may be required, not exceeding the amount of twenty dollars (\$20.00).

8 DISSOLUTION OF THE COMPANY:

If upon the winding-up or dissolutions of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company, fund, institution or authority approved under the provisions of the Income Tax Assessment Act, having objects similar to the objects of the Company and whose Constitution prohibits 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 clause 5 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.

9 ACCOUNTS:

True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations to this Constitution for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Act 2001.

10 SUBSCRIBERS: The subscribers are desirous of the company being registered and being governed by this Constitution, and consent to be members of the company. The subscribers hereto are:

Greg Stone of
Brian Cavill of
Deidre James of
Jenny Millar of
Brett Morrison of
Gabi Rogan of
Elaine Denton of
Nevein El-Refai of
Carl Piraino of
Corey Reddish of

SIGNED by the Subscribers on

REGULATIONS

OF

Massage Association of Australia Ltd

A Company Limited by Guarantee

1 DATE: These Regulations are part of the Constitution adopted on 17 November 2007

2 DEFINITIONS: In this Constitution:

“the Corporations Act” means the Corporations Act 2001;

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

“members” means persons giving a guarantee pursuant to clause 7 of the Constitution, and may be referred to as “Ordinary members”.

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

expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1897 and of the Corporations Act as in force at the date at which these Articles become binding on the Company.

3 MEMBERSHIP:

The subscribers to the Constitution and such other persons as the Board shall admit to membership in accordance with these Regulations and who give a guarantee pursuant to clause 7 of the Constitution shall be members of the Company.

The subscribers to the Constitution will be admitted to the Ordinary members class, which class shall not be exempt from any annual subscription.

The subscribers to the Constitution shall each be entitled to cast one (1) vote at a meeting of members. The number of votes which may be cast at a meeting of members by Ordinary members who give a guarantee pursuant to clause 7 of the Constitution is one (1).

4 Only natural persons trained in a massage modality to the minimum level prescribed by the Board shall be eligible for General membership. Every applicant for membership of the Company shall be proposed by another member of the Company to whom the applicant shall be personally known. All applications for membership shall be in the form set out in Appendix 1, signed where required by the applicant and his proposer, and accompanied by the current application fee prescribed by the Board. The provisions of this regulation shall not apply to the subscribers to the Constitution.

5 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 thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for rejection of an applicant.

6 Deliberately not used.

7 The entrance fees and annual subscriptions payable by members of the Company shall be such as the Board shall from time to time prescribe.

PROVIDED that until the Board otherwise resolves, the entrance fees shall be the fifteen (\$15.00) and the annual subscription shall be one hundred and sixty five dollars (\$165.00), each together with all applicable goods and services and any other or similar taxes.

Unless otherwise resolved by the Board, the annual subscription payable by a member of the Company shall become due and payable yearly in advance on each anniversary of the day prior to the day on which the member became a member of the Company.

8. All rights, privileges and obligations enjoyed or undertaken by a member by reason of their membership of the Company shall not be capable of being transferred or transmitted to another person and shall instead terminate upon cessation of the member's membership

CESSATION OF MEMBERSHIP

9 If the subscription of a member remains unpaid for a period of three (3) calendar months after it becomes due then the member may, after notice of the default has been sent to him by the Secretary or Honorary Treasurer, 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.

10 A member may at any time, by giving notice in writing to the Secretary, resign his membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Company and in addition for any sum not exceeding the sum of the guarantee for which he is liable as a member of the Company under clause 7 of the Constitution of the Company.

11 If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution and Regulations 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 interest of the Company the Board shall have 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 him and of the intended resolution and that he shall, at such meeting and before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence he 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 an extraordinary 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 ballot), the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

GENERAL MEETINGS

- 12 An Annual General Meeting of the Company shall be held in accordance with the provisions of the Corporations Act.
- 13 Any four (4) members of the Board may whenever they think fit convene a general meeting. General meetings shall also be convened on the requisition of not less than twenty per cent (20 %) of the Ordinary members.
- 14 Subject to the provisions of the Corporations Act 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 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.
- 15 For the purpose of Regulation 14 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 report 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.

PROCEEDINGS AT GENERAL MEETINGS:

- 16 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 51% of members with voting rights, present in person shall be a quorum, except in the case of a meeting called on the requisition of members in which case the quorum shall be 51% of those members requisitioning the meeting.
- 17 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day 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 members present shall be a quorum.
- 18 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, or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to preside at the meeting.
- 19 The person presiding, 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.

- 20 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 person presiding; or
 - (b) by at least three members present in person.

Unless a poll is duly demanded a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, 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.

- 21 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the person presiding 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 person to preside or on a question of adjournment shall be taken forthwith.
- 22 In the case of an equality of votes, whether on a show of hands or on a poll, the person presiding at the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 23 A member may vote in person and on both a show of hands and on a poll, every person present who is an Ordinary member shall have one (1) vote.
- 24 An Ordinary member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by attorney.
- 25 An Ordinary member shall be entitled to vote at any general meeting.

THE BOARD OF DIRECTORS

- 26 The number of Directors shall, unless and until varied under Regulation 36, be ten (10).
- 27 The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors or Office-Bearers.
- 28 A President, Vice President and Treasurer may be appointed from the Directors.
- 29 All Directors and Office-Bearers shall be members of the Company, or persons nominated by corporate members.
- 30 Directors and Office-Bearers shall be elected from among the members. One half of all Directors and Office-Bearers shall retire at each Annual General Meeting, being that half who have served longest in office since their last election, but shall be eligible for re-election.

31 Election of Board of Directors

- (1) Nominations of candidates for election of Directors of the Board must be:
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 day before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated as a Director, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Board the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election Directors of the Board must be conducted at the annual general meeting in such manner as the Board may direct.
- (7) The Executive Officers are elected by the new Directors at the first Board Meeting following the Annual General Meeting.

32 Deliberately not used.

33 Deliberately not used.

34 Deliberately not used.

35 Deliberately not used.

36 The Board shall have power at any time, and from time to time, to appoint any member of the Company or nominee of a member 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 Directors shall not at any time exceed the number fixed in accordance with Regulation 26. Any Office-Bearer or other Director so appointed shall hold office only until the next following Annual General Meeting.

37 The Ordinary members of 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.

38 The office of an Office-Bearer or other Director shall become vacant if the Director:

- (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 Corporations Act;
- (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 three (3) 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 a member of the Company or a nominee of a member; or
- (i) is directly or indirectly interested, within the meaning the provisions of the Corporations Act, in any contract or proposed contract with the Company. PROVIDED always that nothing in this sub-Regulation shall affect the operation of clause 5 of the Constitution of the Company.

POWERS AND DUTIES OF THE BOARD:

- 39 The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registered the Company, and may exercise all such powers of the Company as are not, by the Corporations Act or by these Regulations, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Regulations, the provisions of the Corporations Act, and such directions, not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by the Ordinary members of the Company in general meeting; PROVIDED that any rule, regulation or by-law of the Company issued or made by the Board may be disallowed by the Ordinary members of the Company in general meeting; and PROVIDED FURTHER that no resolution passed by the Ordinary members of the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed.
- 40 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation or the Company.
- 41 For the purposes of clause 5 of the 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.
- 42 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.
- 43 The board shall cause minutes to be made:
 - (a) of all appointments of officers and servants;

- (b) of names of the Directors present at all meetings of the Company and of the Board; and
- (c) of all proceedings at all meetings of the Company and of the Board.

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

PROCEEDINGS OF THE BOARD OF DIRECTORS:

- 44 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the Secretary shall on the requisition of a Director, summon a meeting of the Board.
- 45 Subject to these Regulations, questions arising at any meeting of the Board shall be decided by a majority of votes and 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 person presiding shall have a second or casting vote.
- 46 The quorum necessary for the transaction of the business of the Board shall be four (4) Directors (including Office-Bearers), or such greater number as may be fixed by the Board.
- 47 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 or pursuant to these Regulations as the quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
- 48 The President shall preside 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, the Vice-President shall preside, or if the Vice-President is not present at the meeting then the Directors may choose one of their number to preside at the meeting.
- 49 The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the directors of the Company by the Corporations Act 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 imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company or any other persons and all members of such committees shall have one vote at meetings of that committee.
- 50 The Board may appoint one or more advisory committees consisting of such members of the Board and such other members of the Company and any other persons as the Board thinks fit. Such advisory committees shall act in an 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 other members of the Company and all members of such advisory boards shall have one vote at meetings of that advisory committee.
- 51 Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and in the case of an equality of votes the person presiding shall have a second or casting vote.

- 52 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.
- 53 A resolution in writing signed by all Directors and agreed to by a majority of them shall be as valid and effectual as if it has 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.

SECRETARY:

- 54 The Secretary shall in accordance with the Corporations Act be appointed by the Board for such term and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an Office-Bearer of the Company and, if not already a member of the Board, ex officio a member of the Board and any member so appointed shall be subject to the provisions of Regulation 3.

COMMON SEAL

- 55 The Board shall provide for the safe custody of the Common 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 Common Seal is affixed shall be signed by a Director and countersigned by the Secretary or a second Director or some other person appointed by the Board for that purpose.

ACCOUNTS, AUDIT & NOTICE OF MEETINGS:

- 56 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 Corporations Act, 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 six (6) months before the date of the meeting.
- 57 The Board shall from time to time determine in accordance with Regulation 9 at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.
- 58 A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Corporations Act.
- 59 Any notice required by law or by or under these Regulations to be given to any member shall be given 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.
- 60 Notice of every general meeting shall be given in any manner hereinbefore authorised to the Auditor or Auditors for the time being of the Company, and to every member

except those members for whom the Company has no registered address or an address for the giving of notices to them.

No other person shall be entitled to receive notices of general meetings.

WINDING UP:

- 61 The provisions of clause 8 of the Constitution relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Regulations.

INDEMNITY:

- 62 Every officer or auditor of the Company shall be indemnified against any liability to third parties incurred by him in good faith in his capacity as officer or auditor. Such indemnity includes a liability for costs and expenses incurred by the officer or auditor in defending proceedings, civil or criminal, in which judgement is given in favour of the officer or auditor or in connection with an application in relation to such proceedings in which the Court grants relief to the officer or auditor under the Corporations Act.

ASSOCIATE MEMBERS:

- 63 The Company in general meeting may set down rules governing the admission of various classes of Associate members. Such members:
- (a) shall not be required to give the guarantee required of other members under clause 7 of the Constitution, and
 - (b) shall not be entitled to be appointed to the offices of Director, President, Vice-President or Honorary Treasurer.

Such classes of Associate membership may be created for minors and other persons (including corporations) generally interested in the objects of the Company and for whom it is considered that the giving of a guarantee is inappropriate.

- 64 If classes of Associate members are created, the number of votes which each member of such is entitled to cast at a general meeting of members is zero.
- 65 If classes of Associate members are created, the Board may set such entrance fees, annual subscriptions and other terms for such classes as they deem appropriate from time to time.
- 66 Unless provided otherwise, either at the time such classes of Associate membership are created or subsequently, the general rules in these Regulations governing payment of annual subscriptions, cessation of membership and the giving of notices shall also apply to such classes of Associate members.
- 67 If classes of Associate members are created which are not required to give the guarantee required under clause 7 of the Constitution, the company shall indicate such in all published accounts and other relevant material.

Massage Association of Australia Ltd

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A.B.N. 51.817.244.197

APPLICATION FOR MEMBERSHIP.

APPENDIX 1

Office use only.

Membership No.

Joined

Date Received

I..... hereby apply for membership in the *Massage Association of Aust Ltd*

My (home) address is:state.....post code:

tel: (home): In compliance with the Privacy Act, this information is for internal Company records only.

The following information is required for the members listing on the website and/or contact details for our records:

Address of Practice:

Postal Address:

Suburb: State: Postcode:

Name of Centre / Business - if applicable:

Tel. at work: Mobile: Fax:

E-mail: website:

I **DO NOT** wish to be listed on the Massage Association of Australia Ltd website.

The modality/modalities I am qualified to practise and use regularly:

(You are required to submit photocopies of your qualifications mentioned above.)

This is how I would like my name to appear on the Certificate of Membership. (Please print clearly - no business name.)

Before signing this form please make sure that you have read the following statements:

- ⇒ I acknowledge having read and understood the Rules of the Company, its Code of Ethics and its Code of Conduct.
- ⇒ I undertake to accept and abide by the Rules of the Company, its Code of Ethics and its Code of Conduct.
- ⇒ I have not had my membership of any other Massage or Allied Health Association cancelled. If I fail to disclose such information, I agree to instant cancellation of my membership in the Company.
- ⇒ In the event of cancellation of membership I will return to the Company the following documents:
(i) Membership Certificate; (ii) Accreditation Certificate if issued; (iii) the Rules and (iv) The Membership Information Booklet - NO LATER THAN THREE (3) WEEKS FROM THE DATE OF CANCELLATION.

Signed: on this day:

To prevent delays, please check the current fee structure.

Method of payment: Cheque Money order (Payable to 'Massage Association of Australia Ltd.')

Charge my: Visa card Master card with the total of A. \$.....

Account No / / / **Expiry Date** /

Card Holder's name: **Card Holder's signature:**

