

Constitution
of
RAWS ASSOCIATION

A COMPANY LIMITED BY GUARANTEE

Interpretation

1. In this Constitution:
 - "**Association**" means the RAWS Association;
 - "**Constitution**" means this Constitution as originally adopted or as from time to time duly added to or amended;
 - "**Corporation**" means a Corporation, as defined in the Corporations Law;
 - "**Director**" means a Director of the Association at the time.
 - "**Board of Directors**" means each and all of the Directors at the time and if there is one Director, that Director;
 - "**In writing**" and "**written**" includes printing and other modes or reproducing or representing words in a visible form;
 - "**Law**" means the Corporations Law;
 - "**RAW**" or "**Registered Automotive Workshop**" means a Registered Automotive Workshop as defined in the Motor vehicle Standards Act.
 - "**Registered Automotive Workshop Scheme**" means the Registered Automotive Workshop Scheme as defined in the Motor vehicle Standards Act.
 - "**Register**" means the Register of Members to be kept pursuant to the Corporations Law;
 - "**Representative**" or "**Corporate Representative**" means a person appointed to represent a Corporation;
 - "**Seal**" means the common Seal of the Association and includes any official Seal of the Association;
 - "**Secretary**" means any person elected or appointed to perform the duties of a Secretary of the Association;
 - "**Special Resolution**" shall have the meaning assigned to that expression by the Law;
 - "**Treasurer**" means any person elected or appointed to perform the duties of a Treasurer of the Association;

Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Law as in force at the date at which such interpretation is required and words importing the singular shall mean and include the plural and vice versa and each gender shall mean and include each other gender.

2. Division 10 of Part 1.2 of the Corporations Law applies in relation to this Constitution as if they were an instrument made under that Law as in force on the day when this Constitution became binding on the Association.
3. Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

Preliminary

4. The replaceable rules contained in the Law do not apply to this Association except to the extent that they are included in this Constitution.

Objectives

5. The RAWS Association is a non profit organisation instituted for the purpose of advancing and exchanging knowledge related to the compliance of motor vehicles under the Registered Automotive Workshop Scheme.

The Association's goal is to ensure that industry participants have the skills, knowledge and resources to operate efficiently and effectively, while maintaining a high level of ethical standards and customer service.

These objectives will be promoted by means including but not limited to any or all of the following:

- (a) The holding of meetings dealing with motor vehicle compliance and importing.
- (b) Encouraging other meetings between Members of the Association and exchanges with others engaged in the industry.
- (d) Encouraging and assisting the publication of documents or other works furthering the knowledge of motor vehicle compliance and importing.
- (e) Promoting professional and, as appropriate, public education relevant to the compliance and importing of motor vehicles.
- (f) Funding research and other support, and fostering the organisation of training courses in relation to motor vehicle compliance and methods and techniques, particularly to assist the Association's Members.
- (g) Acceptance and investment of sums accruing from fees, endowments, grants, funds, and bequests and their disbursement for the above purposes.

Membership

- 7. Companies that are Registered Automotive Workshops, under the Department of Transport and Regional Services administered Registered Automotive Workshop Scheme shall be eligible for Membership of the Association, so long as they retain their RAW approval.
- 8. Membership of the Association shall be restricted to Corporate Members.

Members shall be entitled to the full privileges of the Association, namely, to:

(a) nominate Corporate Representatives, who can on the Member's behalf to:

- (i) hold office, and
- (ii) vote at meetings of the Association

(b) take part in the business of the Association and to participate in its meetings and its activities.

Corporate Members shall pay joining fee (including the Guarantee) and an Annual membership fee.

Board of Directors

- 9. The business of the Association shall be conducted by a Board of Directors elected from the Corporate Representatives of the Members of the Association or appointed in accordance with Clause 13. The Board of Directors of up to five shall comprise the Officers of the Association (including the Chairman and Secretary) and up to three other Corporate Representatives. The Board of Directors shall be empowered to co-opt additional Corporate Representatives to serve on Committees for specific purposes (e.g. to assist with the arrangement of meetings). Corporate Representatives so co-opted shall not exceed three in number and shall not serve for longer than one year. No Corporate Representative may act on behalf of the Association other than members of the Board of Directors or a member specifically authorised by it for a particular purpose and then for that purpose only.
- 10. The Secretary shall in accordance with the Law be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board of Directors from appointing a Corporate Representative of the Association as Honorary Secretary and any Corporate Representative so appointed shall forthwith become a member of the Board of Directors and, if not already a member of the Board of Directors, ex-officio a

member of the Board of Directors and he shall be subject to the provisions of Clause 17.

11. Periods of Office and Duties of Officers and members of the Board of Directors

Offices shall be held for the following periods:

- (a) The Chairman shall retire after three years and be eligible for immediate re-election. The Chairman shall normally preside at Board of Directors, Business and membership Meetings but shall be empowered to nominate another member of the Board of Directors to preside in his absence. The Chairman will have a casting vote at all meetings.
- (b) The Secretary shall be responsible for calling meetings of the Board of Directors, shall keep minutes of Board of Directors meetings and a record of the proceedings at meetings of the Association. The Secretary shall notify Members of the date and place of the next General Meeting at least one month in advance and shall send details of each such meeting to Members at least one week in advance. At the General Meeting, the Secretary shall report on the activities of the Association during the preceding period.
- (c) The Secretary shall be responsible for all the Association's financial matters including the collection of fees due to the Association. The Secretary shall notify to the Board of Directors the cases of any Members whose subscriptions are one year in arrears. The Secretary shall pay accounts due by the Association and shall present a statement of the Association's accounts annually. In the case of any expenditure the advisability of which is deemed doubtful, the Secretary shall seek and accept the guidance of the Board of Directors.
- (d) The (up to) three non-Officers of the Board of Directors will ordinarily serve for three years. Each year, of the (non-Officer) Ordinary Members of the Board of Directors, the two more senior in order of election shall retire and shall be eligible for re-election.

Election Procedures

12. Election of Corporate Members.

Candidates for election to Corporate Membership of the Association shall be proposed and elected as follows:

- (a) Nomination forms for Membership shall be issued by the Secretary to existing Members of the Association upon request.
- (b) Candidates must be proposed by a Member of the Association. The proposer must be fully conversant with the work of the nominee.
- (c) Voting for Membership shall take place at General Meetings or in circulation by the Board of Directors. All nominations to be considered at the meeting shall be sent to the Secretary in advance.
- (d) The Board of Directors can decide on the maximum number of Corporate Members to be elected each year, taking into account the recommendations of Members, any reviews of the prospective member by the Directors and geographical distribution, and may prepare a short list reflecting these considerations.

13. Election of Officers of the Board of Directors

- (a) The names of Corporate Representatives to replace Officers or Directors retiring from the Board of Directors, may be proposed by a Member of the Association who has obtained the written consent of the nominee. Such nominations shall be sent to the Secretary at least one month before the General Meeting. At least one full week before the meeting, the Secretary shall send to each Member a ballot-paper containing: the names of Members of the Board of Directors; the names of retiring Officers or Directors; and the names of those nominated to fill the vacancies.
- (b) The Association shall, from the names submitted, select by ballot Corporate Representatives to fill vacant places. In the event of an incidental vacancy occurring on the Board of Directors, this shall be filled at the next Board of Directors meeting by the election of another Director or Officer from among the Corporate Representatives

of the Members of the Association. This Director or Officer shall only hold office for the unexpired term of office of the Director or Officer replaced, but shall be eligible for re-election.

General Meeting

14. General Meetings shall be held each year. An organizer (usually locally based at the venue of the meeting) shall be appointed by the Board of Directors and empowered to organise the programme. Members of the Association shall be entitled to invite their Directors and Employees, where they have specialised knowledge of the topic(s) under discussion, to contribute, as guests, to a General Meeting.

Finances

15. The Association's Annual Fees for Membership shall be proposed by the Board of Directors but shall require approval and ratification by a simple majority of the Members at the next General Meeting. Any alteration in subscriptions proposed by the Board of Directors shall be notified to Members at least one month in advance of the next General Meeting and shall require approval and ratification by a simple majority of the Members.
16. The assets and properties of the Association shall be applied solely for its objectives and shall not be paid or distributed to its Members.
17. The Officers and Members of the Board of Directors, subject to Clause 10, will provide their services free of charge. They will not receive profits from their offices either specifically by way of remuneration for their services in these positions or by allowing them to function as salaried officers of the Association while remaining in office.
18. Indemnification and Insurances.

Subject to all laws and regulations applicable to the Association from time to time, every member of the Board of Directors of the Association shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation to the discharge of his duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association, and have priority over all other claims. Any Officer or member of the Board of Directors of the Association shall not be liable (except in consequence of his own dishonesty) for the acts, receipts, neglects or defaults of any other Officer or member of the Board of Directors or for any losses or expenses incurred by the Association through the insufficiency or deficiency of title to any property acquired by his order for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects of the Association shall be deposited or for any loss occasioned by any error of judgment, omission, default or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto. To the extent permitted by all applicable laws, the Association shall take out adequate insurance cover with an insurance company of repute to cover the indemnity given by the Association to the Officer or member of the Board of Directors in this Article.

General Rules

19. Any Member shall be entitled to introduce visitors to the meetings of the Association after prior notification to and approval by the Organizer or Board of Directors and shall also be entitled to arrange with the Organizer for communications or demonstrations to be given by visitors.
20. A Member shall not be entitled to make representations or carry out business under the auspices of the Association without the prior agreement of the Board of Directors.

21. Any Member whose subscription is six months in arrears and who has been duly notified of the fact shall, if the Board of Directors sees fit, be removed from Membership of the Association.
22. The Board of Directors shall be empowered to invite representatives of any other Association or organization to join in the work of a meeting.

General Meetings

23. The Board of Directors may whenever they think fit convene a General Meeting and General Meetings shall also, in accordance with the provisions of the Law, be convened on such requisition or in default may be convened by such requisitionists as provided by the said Law.
24. (a) Subject to the provisions of the Law relating to Special Resolutions, the Association shall provide at least 21 days' notice of any General Meeting (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given) specifying the place day and hour of meeting and in the case of special business the general nature of such business shall be given in the manner hereinafter mentioned to the Members or such persons as are entitled under this Constitution to receive notices from the Association.
 - (b) With the consent of all the Members entitled to attend and vote thereat in the case of an Annual General Meeting, or in the case of any other General Meeting, with the consent of a majority in number of the Members having the right to attend and vote thereat, such meeting may be convened on less than 21 days' notice.
 - (c) It is not necessary for a notice of an Annual General Meeting to state that the business to be transacted at the meeting includes the consideration of accounts or the reports of the Board of Directors and auditors.
 - (d) The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member shall not invalidate the proceedings at any such meeting or any resolution passed thereat.

Proceedings at General Meetings

25. (a) No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
 - (b) The number of Members required to be present at a General Meeting of the Association shall be determined from time to time by the Members of the Association at a General Meeting, but where the Association has 1 member entitled to vote, the presence of that member shall constitute a quorum or where there are 2 or more Members entitled to vote, the presence of 2 of those Members shall constitute a quorum.
 - (b) For the purpose of determining whether a quorum is present, a person attending as a proxy or as an attorney of a member or as Representative a Corporation that is a member, shall be deemed to be a member.
26. If a quorum is not present within 30 minutes after the time appointed for the meeting:
 - (a) where the meeting was convened upon the requisition of Members – the meeting must be dissolved; or
 - (b) in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Board of Directors determine or, if no determination is made by the Board of Directors, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the adjourned meeting, then the meeting must be dissolved.
27. (a) The Chairman, if the Members have elected one of their number as Chairman of their meetings, shall preside as Chairman at every general meeting.
 - (b) Where a General Meeting is held and:
 - (i) a Chairman has not been elected as provided by Clause 35(a); or

- (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is present within that time, but is not willing to act; the Members present shall elect one of their number to be Chairman of the meeting.
 - 28. (a) 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.
 - (b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (c) Except as provided by Clause 36(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
29. (a) A resolution put to the vote of a general 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:
- (i) by the Chairman, or
 - (ii) by at least 3 Members present in person or by proxy or by a Representative, having the right to vote at the meeting, or
 - (iii) by a member or Members present in person or by proxy or by a Representative and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting, or
- (b) Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.
30. (a) If a poll is duly demanded, it shall be taken in such manner and (subject to clause 38(b)) 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.
- (b) A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith.
31. 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 demanded, in addition to a deliberative vote (if any), has a casting vote.
32. The demand for a poll may be withdrawn.
33. (a) An instrument appointing a proxy shall be in writing under the hand of the appointer or, if the appointer is a Corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- (c) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (d) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

RAWS ASSOCIATION

I/we, _____, of _____, being a member/Members of the above named Association, hereby appoint _____ of _____ or, in the absence of the appointee, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the *annual general / *general meeting of the Association to be held on the _____ day of _____, 19____ and at any adjournment of that meeting.

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

Signed _____

this _____ day of _____, 19____.

*Strike out whichever is not desired.

**To be inserted if desired.

34. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notorially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the Association or at such other place in Australia as is specified for that purpose in the notice convening the meeting.
35. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, or if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
36. (a) If all the Members or the Member's attorney or Representative have signed a document containing a statement that they are in favour of a resolution or Special Resolution in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a General Meeting of the Members held on the day on which the document was signed and at the time at which document was last signed by a Member or the Member's attorney or Representative or, if the document was signed on different days, on the day on which, and at the time at which, the document was last signed by a Member or Member's attorney or Representative. The documents may be received by the Association by post or facsimile transmission.
- (b) For the purposes of clause 44(a), 2 or more separate documents containing statements in identical terms each of which is signed by one or more Members or Member's attorney or Representative shall together be deemed to constitute one document containing a statement in those terms signed by those persons on the respective days on which they signed the separate documents.
- (c) A reference in clause 43(a) to all the Members does not include a reference to a member who, at a meeting of the Members, would not be entitled to vote on the resolution.

Powers and Duties of the Board of Directors

37. (a) Subject to the Law and to any other provision of this Constitution, the business of the Association shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and forming the Association, and may exercise all such powers of the Association as are not, by the Law or by this Constitution, required to be exercised by the Association in General Meeting.

- (b) Without limiting the generality of Clause 45(a), the Board of Directors may exercise all the powers of the Association to borrow money, to charge any property or business of the Association and to issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person.
38. (a) The Board of Directors may, appoint or employ any person to be an officer or agent of the Association or by power of attorney, appoint any person or persons to be the attorney or attorneys of the Association for such purposes, with such powers, authorities, duties and discretions (being powers, authorities, duties and discretions vested in or exercisable by the Board of Directors), for such period and subject to such conditions as they think fit.
- (b) The Board of Directors may remove or dismiss an officer, agent or attorney of the Association, with or without cause, at any time, subject to the Law and to any agreement which may have been entered into with the relevant officer, agent or attorney.
39. A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the Board of Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.
40. The Board of Directors may determine how all cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Association.

Proceedings of the Board of Directors

41. (a) The Board of Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) An Officer or member of the Board of Directors at any time, and a Secretary shall on the requisition of an Officer or member of the Board of Directors, convene a meeting of the Board of Directors.
42. (a) Subject to this Constitution, questions arising at a meeting of Board of Directors shall be decided by a majority of votes of the Officers and members present and voting and any such decision shall for all purposes be deemed a decision of the Board of Directors.
- (c) In case of an equality of votes, the Chairman of the meeting, in addition to a deliberative vote (if any), has a casting vote.
43. (a) No Officer or member of the Board of Directors shall become disqualified from office by contracting with the Association, either as a vendor, purchaser or otherwise nor shall any such contract or arrangement entered into by the Association in which any Officer shall be in any way interested be avoided, nor shall any Officer be liable to account to the Association for any profit arising from such contract or arrangement, but the Officer shall be bound to declare the nature of the Officer's interest in any such contract or arrangement as required by the Law, at the meeting of the Board of Directors where the contract or arrangement is considered or determined.
- (b) An Officer or member of the Board of Directors may vote in respect of the contract or arrangement in which the Officer's interest has been so declared.
- (c) A subsequent requirement to affix the Association's Seal to a document evidencing such a contract or arrangement may be made by the Officer or member of the Board of Directors without adverse effect to the document.
44. At a meeting of Board of Directors, the number of Board of Directors whose presence is necessary to constitute a quorum is:
- (a) Where the Association has 2 or more Board of Directors, Officers and or members, such number as is determined by the Board of Directors and unless so determined, is 2.
- (b) Where the Association has 1 Officer, 1.

45. (a) In addition to any other method by which a meeting of the Board of Directors may be conducted, any meeting of the Board of Directors may be held by conference telephone or any technology or audio communication equipment, provided that all the Board of Directors Officers and members participating in the meeting can hear or communicate with each other at the same time.
 - (b) Each Officer and member shall have the right to so participate in any meeting.
 - (c) Each person so participating shall be deemed to be present in person at the meeting.
46. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under this Constitution for the time being vested in or exercisable by the Board of Directors generally.
47. In the event of a vacancy or vacancies in the office of an Officer or member of the Board of Directors or offices of Board of Directors, the remaining Board of Directors may act but, if the number of remaining Board of Directors Officers and members is not sufficient to constitute a quorum at a meeting of Board of Directors, they may act only for the purpose of:
 - (a) increasing the number of Board of Directors to a number sufficient to constitute such a quorum; or
 - (b) convening a General Meeting of the Association.
48. (a) If a majority of the Board of Directors and the number of Board of Directors required to constitute a quorum at a meeting of the Board of Directors (or where the Association has 1 Officer, that Officer), have signed a document containing a statement that they are in favor of a resolution of the Board of Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board of Directors held on the day on which the document was signed and at the time at which document was last signed by an Officer of the Board of Directors or, if the Board of Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by an Officer of the Board of Directors.
 - (b) For the purposes of clause 56(a), 2 or more separate documents containing statements in identical terms each of which is signed by one or more Board of Directors shall together be deemed to constitute one document containing a statement in those terms signed by the Board of Directors on the respective days on which they signed the separate documents.
 - (c) A reference in clause 56(a) to all the Board of Directors does not include a reference to an Officer or member of the Board of Directors who, at a meeting of Board of Directors, would not be entitled to vote on the resolution.
 - (d) The documents may be received by the Association by post or facsimile transmission.
49. All acts done by any meeting of the Board of Directors or by any person acting as an Officer of the Board of Directors are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be an Officer of the Board of Directors or a member of the committee, or to act as, an Officer of the Board of Directors, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be an Officer or member of the Board of Directors or to be a member of the committee.

Seal

50. (a) The Board of Directors must provide for the safe custody of the Seal.
 - (b) The Seal shall be used only by the authority of the Board of Directors and every document to which the Seal is affixed must be either:
 - (i) signed by an Officer or member of the Board of Directors and be countersigned by another Officer or member, a Secretary or another person appointed by the Board of Directors to countersign that document or a class of documents in which that document is included; or
 - (ii) where the Association has one Officer and that Officer may also hold the office of Secretary, signed by the Officer in that sole capacity, together with a statement "Signed in the capacity of sole Officer and Secretary of the Association".

Inspection of Records

51. The Association shall from time to time cause proper accounting and other records of the Association's business to be prepared as the Board of Directors may determine or as required by the Law.
52. The Board of Directors must cause minutes of all proceedings of general meetings and of meetings of the Board of Directors and of the Council to be entered in books kept for that purpose.
53. The Board of Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Association or any of them will be open to the inspection of Members other than Board of Directors, and a member other than an Officer or member of the Board of Directors does not have the right to inspect any document of the Association except as provided by Law or this Constitution or authorised by the Board of Directors or by the Association in general meeting.

Notices

54. (a) A notice may be given by the Association to any Member either by serving it on the Member personally or by sending it by post to the Member at the address as shown in the Register of Members or the address supplied by the Member to the Association for the giving of notices to the Member, or by facsimile to such number as the Member has advised.
(b) 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
 - (i) to have been effected, in the case of a notice of a meeting, on the day after the date of its posting; and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
(c) Where a notice is sent by facsimile, service of the notice shall be deemed to be effected by receipt of a report confirming the successful transmission.
55. (a) Notice of every general meeting shall be given in the manner authorised by clause 61 to:
 - (i) every Member;
 - (ii) the auditor for the time being of the Association.
(b) No other person is entitled to receive notices of general meetings.

Liability and Guarantee

56. The liability of the Members is limited.
57. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the Association being wound up while he is a Member, or within one year of after he ceases to be a Member, for payment of the debts and liabilities of the Association 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 Ten Dollars (\$10.00)

Winding up

58. The Association, subject to the Law, can only be wound up with the agreement of two thirds of its Members. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Association, but shall be given or transferred to some other charitable organisations, institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as is imposed

on the Association under or by virtue of Clause 66 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

Alterations and Amendments

59. Any alteration, addition or amendment to the above Constitution and Regulations of the Association shall be made by Special Resolution. Voting may be conducted either at a General Meeting or by postal ballot.

Transitional Provisions

60. The RAWS Association as an un-incorporated Association has empowered the Member or Members whose names appear below to act on behalf of the Association for the purposes of Registration of the Association under the Corporations Law in Australia.
61. In the (6) six months following Registration, the Member or Members listed below are authorised to appoint the Secretary, in accordance with Clause 10, and accept on behalf of the Association nominations for the remaining positions as Officers and Members of the Board of Directors and Members of the Association as existed in the un-incorporated Association at the date of Registration without the membership or election requirements as required by Clauses 7 to 20 inclusive being required, provided that each person appears in the records of the un-incorporated Association in a similar position to that which is nominated for in the Registered Association and that each person so nominated provides a written agreement to be bound by the terms of this Constitution.
61. The provisions of Clauses 60 and 61 shall become severable from the Constitution and have no further effect at a date (6) months after Registration.

The Members whose signatures are below prescribe the above Constitution as regulations for the Association in accordance with the Corporations Law.

Full names of Members

Signatures

Carmen (WA) Pty Ltd
14/50 Kremzow Road
Brendale, Queensland 4500

RAW ID 10136

GT AUTO Compliance Pty Ltd
Unit 6
17 Railway Crescent
Croydon, Victoria 3136

RAW ID 10289

Import Access Pty Ltd
15 Virginia Street
Virginia, Queensland 4014

RAW ID 10101

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Dated: 15 October 2004

Signed by the above Members in the presence of:

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