



CONSTITUTION OF THE AMBULANCE PROVIDENT FUND LIMITED

24 October 2010
25 October 2013 (amended)

1. NAME

The name of this association shall be the "Ambulance Provident Fund Limited" hereinafter referred to as "the Fund".

2. MISSION

The Mission of the Fund is:

To provide assistance to the dependants of officers and other members attached to the Ambulance Service of New South Wales toward the immediate burden of expenses and costs should the member die through any cause while serving.

3. REGISTERED OFFICE

The registered office of the Fund shall be at such place as the directors shall from time to time determine.

4. DEFINITIONS

'The Fund' shall mean the Ambulance Provident Fund Limited.

'Member' shall mean a person approved to be a member by the Board of Directors and who comply with the rules the Fund.

'Board' shall mean the Board of Directors of the Ambulance Provident Fund Limited.

'Rules' shall mean Certified Rules made by the Board of the Fund in accordance with this Constitution.

5. OBJECTIVES

5.1 To raise contributions to be used for the provision of assistance for the dependants of members who die through any cause while serving as a member of the Ambulance Service of New South Wales. At all times this shall be seen as the primary objective.

5.2 To raise contributions to be used for the provision of assistance for the dependants of members who die through any cause while eligible for retired membership.

6. POWERS

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

6.1 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 Fund provided that the Fund 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 Fund under or by virtue of clause 3 of this memorandum.

6.2 To purchase, take on lease or in exchange, hire and other acquire any lands, building, easement or property, real and personal, and any right 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 Fund. Provided that in case the Fund shall take or hold any property which may be subject to any trusts the Fund shall only deal with that property in such manner as is allowed by law having regard to those trusts.

6.3 To enter into any arrangements with any government or authority of any kind that may seem conducive to the Fund's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Fund may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

6.4 To appoint, employ, remove or suspend such employees as may be necessary or convenient for the purposes of the Fund.

6.5 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit members or past members of the Fund or the dependants or connections of any such person and to make payment contributions in the event of death.

6.6 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground, works or conveniences which may seem calculated directly or indirectly to advance the Fund's interests and to contribute, to subsidise or otherwise assist and to take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

6.7 To invest and deal with the money of the Fund not immediately required in such manner as may be permitted by law for the investment of trust funds'.

6.8 To borrow or raise or secure the payment of money in such manner as the Fund may think fit and to secure that money or the repayment or performance of any debt, liability contract guarantee or other engagement incurred or to be entered into by the Fund in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Fund's property (both present and future) and to purchase, redeem or pay off such securities.

6.9 To make, draw, accept, endorse, discount, bills of exchange, bills of lading and other negotiable or transferable instruments.

6.10 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 Fund.

6.11 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 Fund's property of whatsoever kind sold by the Fund or any money due to the Fund from purchasers and others.

6.12 To take any gift of property whether subject to any special trust or not for anyone or more of the objects of the Fund but subject always to the proviso in sub-paragraph (ii) of this clause 2.

6.13 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 Fund in the shape of donations, annual subscriptions or otherwise.

6.14 To print and publish any newspaper, periodical book or leaflet that the Fund may think desirable for promotion of its objects.

6.15 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of anyone or more of the Fund's institutions, societies or associations with which the Fund is authorised to amalgamate.

6.16 To transfer all or any part of the property, assets, liabilities and engagements of the Fund to anyone or more of the companies, institutions, societies or associations with which the Fund is authorised to amalgamate.

6.17 The income and property of the Fund whencesoever derived, shall be applied solely towards the promotion of the objects of the Fund as set forth in the 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 Fund.

6.18 Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Fund or to any member of the Fund in return for any services actually rendered to the Fund or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any members of the Fund or reasonable and proper rent for premises demised or let by any member to the Fund but so that no member of the Committee or Board of the Fund shall be appointed to any salaried office of the Fund or any office of the Fund paid by fees no remuneration or other benefit in money or money's worth shall be paid or given by the Fund to any member of such committee or governing body 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 Fund.

6.19 The liability of the members is limited. To the maximum extent permitted by law, every member of the Board, Secretary or other office bearer, committee member or officer of the Fund, or any person employed by the fund as auditor shall be indemnified out of the funds of the Fund against personal liability arising in circumstances outlined in the Rules.

6.20 Each member of the Fund undertakes to contribute to the property of the Fund in the event of the Fund being Round Up during the time that he/she is a member of the Fund or within a period of one (1) year after he/she ceases to be a member of the Fund for payment of the debts and liabilities of the Fund contracted before he/she ceased to be a member of the Fund and of the costs charges and expenses of winding up and for the adjustment of the rights of contributories amongst themselves such amount as may be required not exceeding one hundred dollars (\$100.00).

6.21 If upon the winding up or dissolution of the Fund there remains, after satisfaction of all debts and liabilities, any property it shall not be paid to or distributed among the members of the Fund but shall be given to a charity to be determined by the Board and insofar as effect cannot be given to this provision then that property shall be given to such other Fund or Organisation with similar objects to those of the Fund and whose Memorandum of Association or constitution shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Fund under or by virtue of clause 3 hereof, such institution to be determined by the

members of the Fund at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

6.22 The accounts shall be kept of the sums of money received and expended by the Fund and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Fund and, subject to any restrictions as to time and manner of inspecting those accounts that may be imposed in accordance with this Constitution for the time being in force, shall be open for inspection by the members. The accounts to be subject to the applicable provisions of the Code as they apply to the company, the extent of those provisions applied to be determined by the Board, for the time being, in accordance with the Code.

6.23 The full names, addresses and other necessary details of the Board of Directors will be provided to the auditor as required by ASIC.

7. MEMBERSHIP

7.1 The Board may at any time and from time to time admit any person to membership upon application if he/she agrees to be bound by the Constitution and if he/she otherwise qualifies for membership in accordance with this Constitution and Rules.

7.2 Any qualified person wishing to become a member of the Fund shall make application for membership in writing in such form as shall be prescribed by the Board from time to time and shall with that application supply evidence of qualification in accordance with the Rules.

7.3 The Board may decline to accept any application for membership without assigning any reason therefore.

7.4 In order to be qualified to apply for membership of the Fund a person must meet the requirements of the rules of the Fund applicable at the time of application.

8. CESSATION OF MEMBERSHIP

8.1 Any member may by notice in writing to the Secretary resign their membership with immediate effect or with effect from a particular date subsequent to, but not later than six (6) months from the date of that notice.

8.2 Unless otherwise exempted by the Constitution or Rules, a member will cease to be a member 1 month to the day from when they resigned from the Service, medically retire or accept a voluntary redundancy package.

9. GENERAL MEETINGS

9.1 Annual General Meetings of the Fund shall be held each year at a time set down by the Board provided it is no later than 18 months after the holding of the last preceding Annual General Meeting

9.2 The Board shall on the requisition of not less than thirty (30) per centime in number of the members of the Fund call an extraordinary general meeting to be held in accordance with the provisions of the Code but not earlier than twenty-one (21) days after the date of receipt by the Board of the requisition and not more than ninety (90) days.

9.3 The requisition for an extraordinary general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the Fund's nominated address with the secretary.

9.4 Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, twenty-one (21) days notice at least 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 the hour of the meeting and in the case of special business the general nature of that business, shall be given to such persons as are entitled to receive notices from the Board.

9.5 All business shall be special that is transacted at an extraordinary general meeting and all business that is transacted at an annual general meeting with the exception of the consideration of accounts, balance sheets, the report of the Board and the Auditor and the fixing of their remuneration (if any).

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 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 five (5)

members present in person or by duly appointed representative or by proxy and entitled to vote shall constitute a quorum.

10.2 If within thirty (30) minutes after 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 until the same day in the next week at the same time and place or to such other day in the next week at the same time and place or to such other day and such other time as the Board may determine and if at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present (being not less than three (3) shall constitute a quorum.

10.3 The Chairman of the Board shall preside as Chairman at every general meeting or in the event of their absence, or if there is no Chairman or if they are not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act the members present shall elect one of their number to be the Chairman of the meeting.

10.4 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 business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned-meeting.

10.5 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 either by the Chairman or by any member present in person or by proxy;

10.6 Unless a poll is 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 or not carried by particular majority and an entry to that effect in the book containing the minutes of proceedings of the meeting 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;

10.7 The demand for a poll may be withdrawn.

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

10.9 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 on which the poll is demanded shall be entitled to a casting vote in addition to a deliberative vote.

10.10 At any general meeting each member may vote in person or by proxy or by Attorney. On a show of hands every member present shall subject to any contrary provision in this Constitution have one (1) vote. On a poll, every member present in person or by proxy-or by Attorney shall, subject to any contrary provision in these Articles, be entitled to cast one (I) vote on their own behalf and one (I) vote for every member whom he represents by proxy, by Attorney or by any other method authorised by this Constitution or by 'the Code. Notwithstanding anything to the contrary herein contained or implied no person shall be appointed or be entitled to act as a member's proxy or Attorney unless that person is then a member of the Fund.

10.11 No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered and every vote not, disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

10.12 The instrument appointing a proxy shall be in writing or in the common or usual form under the hand of the appointee or their attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

10.13 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be on the form provided on the website for such purposes.

10.14 The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed shall be deposited with the Secretary not less than one hour before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than one hour before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid unless the meeting otherwise decides.

10.15 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation has been received by the Secretary before the commencement of the general meeting or adjourned general meeting at which the instrument is used, Subject to the provisions of the Code and in particular Section 248 thereof a resolution in writing signed by all the members shall be as valid and effectual as if it had been passed at a general meeting duly convened and held. Any such resolution may consist of several documents in like - form, each signed by one or more members.

11. MANAGEMENT

11.1 The control management and conduct of the Fund shall be vested in the Board of Directors,

11.2 The Board may exercise all such powers and do all such acts and things as the Fund is by its Constitution or otherwise authorized to do and are not hereby or by law directed or required to be exercised or done by the Fund in General Meeting but subject nevertheless to the provisions of the Code and this Constitution and to any regulations not inconsistent with this Constitution from time to time made by the Fund in General Meeting; provided that no such regulation shall invalidate any prior act of the Board which would have been valid if the regulation had not been made

12. APPOINTMENT OF DIRECTORS

12.1 There shall be not less than three (3) and not more than seven (7) directors each of whom shall be a member of the Fund.

12.2 A maximum of one (1) retired member may be eligible for election to the Board.

12.3 Associate members (spouse/partners) are not eligible for election to the Board.

12.4 At the annual general meeting one-third of the directors shall retire but shall be eligible for re-election.

12.5 Any eligible member may be nominated for election to the Board by any two (2) other members. The nomination shall be in writing, shall be consented to by the nominee, and shall be lodged with the Secretary at least seven (7) days before the annual general meeting.

12.6 Should there be insufficient nominations received, the Chair of the Annual General Meeting may ask for, and accept, nominations from the floor, if the members present at the Annual General Meeting so resolved.

12.7 If there are no more nominations than the places to be filled, those nominees shall be declared elected.

12.8 If there are more nominations than places to be filled, a ballot of the members present at the annual general meeting shall be held in such manner as the Chairman of the meeting shall decide and the successful candidates will be declared elected.

12.9 The Directors to retire at each annual general meeting shall be those who have been longest in office. Where two or more directors have held office for the same length of time, those to retire shall be decided by agreement and failing agreement, by the drawing of lots.

13. DISQUALIFICATION OF DIRECTORS

13.1 A member of the Board of Directors shall cease to be a member thereof:

If they become bankrupt or suspend payment or compounds with their creditors generally,

If they become prohibited from being a Director by reason of any order made against them,

If by notice in writing to the Fund they resign their office,

If they become of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health,

If they are convicted of a felony or misdemeanour punishable by imprisonment for twelve months or upward,

If they are removed by an ordinary resolution of the members,

If they cease to be a Member of the Fund,

Upon their decease,

If they are absent without the consent of the directors from meetings of the directors held during a period of six months,

If they are directly or indirectly interested in any Contract or proposed contract with the Fund.

14. CASUAL VACANCIES

14.1 A member chosen by the Directors may fill a casual vacancy in the Board. A person so appointed shall hold office until the next annual general meeting but shall be eligible for re-election.

15. OFFICERS

15.1 The Officers of the Fund shall be a Chairman, a Vice Chairman, a Secretary/Treasurer, together with such other elected Directors.

15.2 The Chairman, Vice Chairman and Secretary/Treasurer shall form the executive members of the Board of Directors.

15.3 The Board shall meet within two weeks after the date of the Annual General Meeting in each year and shall from amongst its members elect a Chairman and a Vice-Chairman, Secretary/Treasurer and such other officers as the Board from time to time shall think fit.

15.4 A member of the Board who is a retired member of the Fund shall not be eligible for election to the position of Chairman.

16. PROCEEDINGS OF BOARD *of DIRECTORS*

16.1 The members of the Board shall meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum they think necessary for the transaction of business. Until otherwise determined three (3) Directors shall be a quorum.

16.2 The Secretary upon the request of the Chairman, the Vice Chairman, or any two Board Members acting in concert, shall convene a meeting of the Board.

16.3 Questions arising at any meeting shall be decided by a majority of votes. Each member of the Board shall have one vote. The Chairman shall have a casting vote.

16.4 Any such resolution may consist of several documents in like form, each signed by one or more Directors. Any such resolution shall be noted in the minutes relating to the meeting of the Board next to occur after the passing of that resolution.

16.5 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 the regulations of the Fund for the time being vested in or exercisable by the Board of Directors generally.

17. AUDIT and AUDITORS

17.1 Once at least in every year the accounts of the Fund shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the auditor. The accounts to be subject to the applicable provisions of the Code as they apply to the company, the extent of those provisions applied to be determined by the Board, for the time being, in accordance with the Code.

17.2 The accounts shall be kept at the office of the Fund, or at such other place as the Board thinks fit, and shall be open for inspection during normal business hours by any member of the Board of Directors.

18. NOTICES

18.1 The Fund may give a notice or document to any member either personally or by sending it by post in a prepaid letter envelope or wrapper or by facsimile transmission, or by e-mail addressed to the registered address or facsimile number, or e-mail address shown in the Register of Members.

18.2 Each member whose registered address is not within Australia may from time to time notify in writing to the Fund an address within Australia, which shall be deemed to be the registered address within the meaning of the last preceding article. As regards those members who have no registered address within Australia a notice posted up in the office shall be deemed to be served on them at the expiration of twenty-four (24) hours after it is so posted up.

18.3 Any notice sent by post shall be deemed to have been served on the third day following that on which the letter envelope or wrapper containing it was posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed stamped and put in the post.

18.4 A certificate in writing signed by the Chairman, secretary/treasurer or other officer of the Fund that a letter envelope or wrapper containing a notice was properly addressed stamped and posted or sent to a member by facsimile transmission or by e-mail (or in the case of a member who has failed to notify the Fund an address within Australia that the notice was posted up in the office) shall be conclusive evidence thereof.

18.5 Any notice or document sent by post or facsimile transmission or e-mail to or left at the registered address of any member in pursuance of this Constitution shall, notwithstanding that the member is deceased or bankrupt and whether or not the Fund has notice of the decease or bankruptcy, be deemed to have been duly served until some other person is registered in their stead and that service shall for all purposes of this Constitution be deemed sufficient service.

18.6 The signature to any notice to be given by the Fund may be written or printed.

18.7 Notice of every General Meeting shall be given in the manner herein authorised to:

- every member;
- a nominee or attorney of a member otherwise entitled to receive notice of the meeting where the member has requested the Fund to give such notice to the nominee or attorney and has supplied the Fund with the address of that nominee or attorney;
- the auditor of the Fund.

18.8 No other person shall be entitled to receive notice of General Meetings.

19. SECRETARY

19.1 At least one Secretary shall be appointed by the Board and for such term at such remuneration and upon such conditions as it thinks fit and any Secretary, so appointed, may be removed by the Board.

19.2 Nothing herein shall prevent the Board of Directors from appointing a member of the Fund as Honorary Secretary in satisfaction of its obligation to appoint a Secretary.

20. INDEMNITY

20.1 Every Board Member's, Secretary and other officer for the time being shall be indemnified out of the assets of the Fund against any liability arising out of the execution of the duties of their office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

21. RULES

21.1 Subject to compliance with the Corporations Law and the general law the Board of Directors may from time to time and at any time determine Rules for the operation of the Fund not otherwise provided for in this Constitution. The Rules adopted by the Board of Directors shall be readily available to all members.

21.2 We the several persons whose names are subscribed being subscribers to the Constitution of The Ambulance Provident Fund Limited hereby agree to the foregoing Constitution.

DATED this 22 day of October 2010

Warren Boon

Timothy Collins

Warren Goodall

Ray Herring

Carpet Hughes

Susan Webster

Jeffrey Woods

Witness to Signatures: Rev Raymond Green