

Institute of Hospitality in HealthCare Limited.



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**Institute of Hospitality
in HealthCare Ltd**

ABN 640 058 875 70

FOR THE PROMOTION OF HOTEL SERVICES in HEALTHCARE

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A.C.N. 005 887 570

Revised November, 2015

ARTICLES OF ASSOCIATION

of

INSTITUTE OF HOSPITALITY IN HEALTHCARE LIMITED

1. The name of the company is **“INSTITUTE OF HOSPITALITY IN HEALTHCARE LIMITED”** (hereinafter called “the Company”).
2. The objects of the Company are:
 - 2.1. To promote encourage and provide for the advancement and regulation of health and aged care hotel services in Australia and elsewhere. To cultivate and maintain the highest possible standards of knowledge, skill, ethics, service and efficiency amongst persons engaged in health and aged care hotel services.
 - 2.2. To promote and assist in the education and training in health and aged care hotel services and other catering industries. To assist and encourage the further study and training of members and others and to furnish information on research work and new developments in the field of health and aged care hotel services.
 - 2.3. To improve the general standard of health and aged care hotel services in Australia and to promote and foster mutual confidence between hospitals, aged care facilities and hospital caterers by bringing into existence and maintaining a body of Hotel Services recognised for their high degree of skill and competence.
 - 2.4. To advance and protect the status and economic and employment conditions of persons engaged in health and aged care hotel services, and hospital catering and to liaise with and act in an advisory capacity.
 - 2.5. To admit to membership of the Company such persons as shall be eligible in accordance with the regulations thereof and shall conform thereto.
 - 2.6. To provide facilities for and to promote and assist in the holding of meetings, conventions and discussions on all matters relating to the Company’s objects.
 - 2.7. To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection with any of the Company’s objects provided that no member of the Company shall receive any prize, award or distinction of monetary value except as a successful competitor at a competition held or promoted by the Company.
 - 2.8. To issue to members certificates of competence in health and aged care hotel services and hospital catering or in connection with any of the objects of the Company provided that every certificate, on the face of it, shall show that it is merely a certificate granted on an examination by the Company or upon other qualifications prescribed by the Constitution for the time being in force and that it does not take effect under any statutory or public power.
 - 2.9. To subscribe to, become a member of and co-operate with or amalgamate with any other association organization, 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 organization 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 3 of this memorandum.

- 2.10. To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required for use by the members of the Company or other persons frequenting the Company's premises.
- 2.11. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Company provided that if the Company shall take or hold any property 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.
- 2.12. 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.
- 2.13. To appoint, employ, remove or suspend such managers, clerks, secretary, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- 2.14. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; and to grant pensions and allowance; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or any public, general or useful object.
- 2.15. To invest and deal with the money of the Company not immediately required in such manner as the Board thinks fit.
- 2.16. To borrow raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of 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.
- 2.17. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 2.18. 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.
- 2.19. To take hold mortgages, loans and charges to secure payments 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 or any money due to the Company from purchasers and others.
- 2.20. To take any gift of property whether subject to any special trust or not, for any of the objects of the Company but subject always to clause 2.11.
- 2.21. To take such steps by personal or written appeals, public meetings or otherwise for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- 2.22. To print publish and distribute any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

- 2.23. 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 authorized to amalgamate.
- 2.24. 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 authorized to amalgamate.
- 2.25. To make donations for patriotic or charitable purposes.

3. NO DISTRIBUTION TO MEMBERS

- 3.1. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company. No portion of it shall be paid or transferred, directly or indirectly, by way of dividend, bonus or other wise to the members of the Company. Provided that this shall not prevent the payment in good faith, to any officers or servants of members 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 to the Company, or being the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Board on money borrowed by the Company, or being reasonable and proper rent for premises demised or let to the Company. No member of the Board or other body of the Company shall be appointed to any salaried office of the Company or to any office of the Company paid by fees and so that no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any such member of the Committee or governing body except repayment of out-of-pocket expenses or interest at the rate aforesaid on money lent to the Company or reasonable and proper rent for premises demised or let to the Company.

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

COMPANY OF HOSPITALITY IN HEALTHCARE LIMITED

4. Interpretation:

4.1 In these regulations:

- 4.1.1. "Act" means the Corporations Act 2001 (Cth) as amended from time to time;
- 4.1.2. "Aged Care Facility" means any institution or organisation established for the purposes of housing the elderly in a nursing home, hostel, and retirement village;
- 4.1.3. "Board" refers to the Board of the Company as elected per clause 15;
- 4.1.4. "Company" means the Institute of Hospitality in HealthCare Limited;
- 4.1.5. "Financial Member" means any member of the company who pays an annual subscription;
- 4.1.6. "Healthcare Facility" includes a Hospital and an Aged Care Facility;

- 4.1.7. "Hotel Services" means hospitality services including catering, cleaning, porters and other duties as determined by the Company.
- 4.1.8. "Hospital" means any institution or organisation established for the treatment or cure of or attention to any disease or ailment or any injury consequent on any accident or for the maintenance and provision of medical surgical and/or dental attention, medicines and surgical appliances or for the nursing of any patient or resident, and includes any aged care institution or organisation that is on the register of the Victorian Health Commission or of such other relevant statutory body which may be created by the State or Commonwealth Governments from time to time for the care of the aged or infirm or of convalescent or incurable persons or persons suffering from a chronic ailment or such other institutions as the Company shall determine from time to time;
- 4.1.9. "Hotel Services Manager" means persons who may be employed full time or part time as Catering Managers, Food Service Managers, General Service Managers, Domestic or Cleaning Supervisors, Food or Catering Distribution Managers/ Supervisors in general persons employed to provide Hotel Services to those clients within a Healthcare Facility;
- 4.1.10. "National Register" means records of the company kept by the company;
- 4.1.11. "Registrar" means the Registrar elected by the Board;
- 4.1.12. "Seal" means the common seal of the Company;
- 4.1.13. "Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- 4.1.14. "State Committee" means the State Committees elected as per clause 16.5;
- 4.1.15. "Treasurer" means the a person elected as per clause 15.5;
- 4.1.16. "President" means the person elected as per clause 15.5;
- 4.1.17. "Vice- President" means the person elected as per clause 15.5;
- 4.2. Unless the contrary intention appears expressions referring to writing shall, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, and words importing the singular number include the plural number and vice versa.
- 4.3. Words importing the masculine gender include the feminine gender.
- 4.4. Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Corporations Act as amended from time to time.

5. Membership:

- 5.1. The number of members with which the Company proposes to be registered is 1000. The Board from time to time may increase this number.
- 5.2. Except where otherwise stated members to be eligible for membership to the Company the applicant must be currently employed full or part time in a Healthcare Facility in an Administrative or Supervisory position within the areas of Hotel Services or be studying Hospitality Management or may have association with the same, refer to Healthcare Network Membership.
- 5.3. There will be nine categories of membership:
 - 5.3.1. Life Member;
 - 5.3.2. Fellow Member;
 - 5.3.3. Full Member;
 - 5.3.4. Honorary Member;
 - 5.3.5. Healthcare Network Member;
 - 5.3.6. Affiliate Member.
- 5.4. Except where otherwise stated in the definition of the category of membership:
 - 5.4.1. All members will be entitled to one vote at Company meetings;
 - 5.4.2. All categories of membership are eligible by election for membership to a State Committee except an Honorary Member;
 - 5.4.3. Executive positions (e.g. State Chairperson, Vice Chairperson and Treasurer) must only be held by a member who holds Full, Fellow or Life membership of the Company.
- 5.5. The conditions of membership are as follows:
 - 5.5.1. Life Member: the Board may elect as a Life Member such person as in its opinion is deserving of recognition for service to the Company in particular: and to the Health and Aged Care Industry in the area of Hotel Services. The service must be for a period of at least twenty years. The election must be by formal resolution passed unanimously at a meeting of the Board.
 - 5.5.2. Fellow Member: a member may be invited to take up this grading by the Board in recognition of service to Hotel Services within the Healthcare industry whilst meeting the following criteria:
 - 5.5.2.1. The member will hold a Degree or Diploma of Hospitality or Hotel Management from a recognized University, College or Company of Education or Formal Qualification (as determined by the Board) which will include study in all facets of the industry or competence in areas relevant to their current employment; and

- 5.5.2.2. The member will have been engaged in Hotel Services for a period of at least seven years and will have been a Full Member for at least five years immediately preceding any invitation.
- 5.5.3. Full Member: shall be a person:
- 5.5.3.1. who has obtained a Degree or Diploma in Hospitality or Food Services or in Hotel Management, or Business Management from a recognized University, College or Company of Education, (or such other qualification as the Board shall determine). The person is employed full-time in Hotel Services in a Managerial position within a Healthcare or Aged Care Facility; or
 - 5.5.3.2. who may have no formal qualification but are employed full-time in a position as Hotel Services Manager; or
 - 5.5.3.3. who is currently employed full-time or part time in the Hotel Services area of a Healthcare or Aged Care facility. The person will be employed in a Supervisory Position as a minimum requirement.
- 5.5.4. Honorary Member: on nomination to the Board a person by unanimous decision of the Board may be elected to Honorary Membership of the Company. The person must have rendered eminent service over a number of years to the Company in particular and to the Hotel Services area of Healthcare facilities in general. They may also have been a member who previously held Full Membership within the Company, but has since retired from the Industry: Honorary members will be entitled to attend meetings and other activities of the Company. They may also act in an advisory role to a state committee, but will not be entitled to vote in respect of any matters that are concerned with agenda items at the Annual General Meeting. They cannot be elected to an executive position on a state committee. The person will be exempt from payment of membership subscriptions.
- 5.5.5. Healthcare Network Member: shall be a person who may be employed within the Hotel Service area or provides services to the Hotel Services area of a Healthcare Facility. They will be a professional but differ from the other categories of membership in that they may not be employed full-time or part time as a Hotel Services Manager. Persons who may fill these criteria could be a Food Technologist, Dietitian, Health Surveyor or other professional persons providing services similar to a Healthcare facility.
- 5.5.6. Affiliate Member: shall be members who have previously held a Professional Category of membership within the Company for more than five years and are currently financial; they will have left the Healthcare Industry or they may have changed their role within the healthcare industry and currently not fulfill the requirements of any other professional category, but wish to remain an active member of the Company. Affiliate Members will be eligible to return to their previous category of membership on return to a fulltime or part-time managerial position within the Hotel Services area of a Healthcare facility.

- 5.6. A member who is placed in the position whereby he/she does not formally comply with his/her current category of membership as described; should apply formally to the National Register through the Board for recognition as an Affiliate Member. An Affiliate Member will not have voting rights but can be elected to a state committee, but will not hold an executive position.
- 5.7. Every applicant for membership of the Company or for a change in the category of his membership of the Company, except the categories in which membership is determined by the Board, shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership or for a change in the category of membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.
- 5.8. At the next meeting of the Board after the receipt of any application for membership, or for a change in the category of membership such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.
- 5.9. When an applicant has been accepted for membership or for a change in the category of his membership the National Registrar shall forthwith send to the applicant written notice of his acceptance and in the case of a new member a request for payment of his entrance fee and first annual subscription or in the case of a member accepted for a change in the category of his membership, a request for payment of the amount of his new subscription as from the date when annual subscriptions next become due. Upon payment of his entrance fee and first annual subscription the applicant for new membership shall become a member of the Company provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.
- 5.10. The entrance fee and annual subscription paid by the members of the Company shall be such as the Company members agree to at the Annual General Meeting. This fee may from time to time be altered, in accordance with recommendations made by the Board.
- 5.11. Annual subscriptions will become due and payable in advance of the 1st day of July in each year.
- 5.12. Membership is based on the State in which the member resides. If a member moves to another state their membership will be deemed to be based in that State.

6. CESSATION OF MEMBERSHIP

- 6.1. If the subscription of a member shall remain unpaid for a period of two calendar months, or a period as the Board may determine, after it becomes due; the member may after notice of default by the Secretary or Honorary Treasurer, be debarred by resolution of the Board from all privileges of membership provided then that the Board may reinstate the member after payment of all arrears if the Board thinks fit to do so.
- 6.2. A member at any time by giving notice in writing to the Secretary may resign his membership of the Company. Notwithstanding resignation the member shall continue to be liable for any annual subscription 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 fifty dollars for which he is liable as a member of the Company upon the winding up of the company.

- 6.3. If any Member resigns from or no longer works in the Hospital/Aged Care field as a Hotel Services Manager his membership of the Company will be down-graded to that of an Affiliate Member. If he should be reappointed as a Hotel Services Manager within a period of two years then the member may reapply for Membership as set out in clause 6.4 for the grade held prior to down-grading.
- 6.4. The Board may re-admit to membership any person who has been expelled from membership or whose membership was terminated provided he satisfies the Board that he is worthy of readmission and pays such amount in respect of arrears of subscriptions as the Board may determine. On such an application for readmission the Board will not review, annul or amend the decision of the Disciplinary Committee or the decision (if any) of the Disciplinary Tribunal which led to the expulsion of the member. The Board will not consider any such application until the expiration of five years from the date of the Board's expulsion resolution.
- 6.5. Subject to this Constitution the Board may by resolution:
 - 6.5.1. Expel a member from the Company;
 - 6.5.2. Suspend a member from membership of the Company for a specified period; or
 - 6.5.3. Censure and/or fine a member if the Board is of the opinion that the member:
 - 6.5.3.1. Has willfully refused or neglected to comply with the provisions of this Constitution; or
 - 6.5.3.2. Has been guilty of conduct unbecoming of a member of the Company or prejudicial to the interests of the Company.
 - 6.5.4. A resolution of the Board under clause 6.5:
 - 6.5.4.1. Does not take effect unless the Board has considered the recommendation of the Disciplinary Committee under clause 8 prior to passing the resolution; and
 - 6.5.4.2. Does not take effect until the Member's rights under clause 10 have been exhausted.

7. COMPLAINTS AGAINST MEMBERS

- 7.1. The President upon receipt of a complaint from any person ("the Complainant") made against a member of the Company ("the Respondent") shall refer such complaint to the Disciplinary Committee provided:
 - 7.1.1. the member against whom the complaint is made shall be given written notice of the complaint requesting that he provide his written reply to it within seven days of the date of the notice; and
 - 7.1.2. the President having considered the complaint and the member's written reply considers that the complaint ought to be referred to the Disciplinary Committee; and
 - 7.1.3. written notice of the President's decision is given to the Complainant and Respondent.
- 7.2. The President in deciding whether to refer a complaint to the Disciplinary Committee shall at all times act in a confidential manner.

- 7.3. Where the President considers that the complaint shall not be referred to the Disciplinary Committee written notice of the decision shall be sent to the Complainant and to the Respondent.
- 7.4. The decision of the President referred to in clause 7.3 is final and can not be appealed against.

8. DISCIPLINARY COMMITTEE

- 8.1. Complaints against members of the Company referred by the President under clause 7.3 shall be considered by the Disciplinary Committee constituted as in clause 8.4.
- 8.2. The Disciplinary Committee:
 - 8.2.1. Shall determine whether a complaint made against a member of the Company and referred to it by the President has been proved or not;
 - 8.2.2. If a complaint against a member has been found to be proved, shall recommend to the Board what sanction or sanctions is or are appropriate to be levied on the Respondent;
 - 8.2.3. Shall recommend to the Board the findings and decision of the Disciplinary Committee and whether the name of the Respondent be published.
- 8.3. Without limiting the generality of clause 8.2.2 the sanctions the Disciplinary Committee may recommend include:
 - 8.3.1. Termination of membership;
 - 8.3.2. Suspension of membership for a defined period;
 - 8.3.3. Downgrading of membership categorisation;
 - 8.3.4. Suspension from any office holding position be it regional or national for a defined period;
 - 8.3.5. Reprimand;
 - 8.3.6. Caution.
- 8.4. The Disciplinary Committee shall consist of:
 - 8.4.1. The President;
 - 8.4.2. The Secretary;
 - 8.4.3. A Fellow Member appointed by the Committee;
 - 8.4.4. A Fellow Member not being one of the above, chosen by the respondent; and
 - 8.4.5. One or more persons (not being one of the above) chosen by the Board to provide specialist knowledge relevant to the complaint. All members of the Disciplinary Committee (excepting all members appointed under clause 8.4.5 who shall not be entitled to vote) will have one vote each.

9. PROCEEDINGS OF THE DISCIPLINARY COMMITTEE

- 9.1. The Disciplinary Committee shall meet in such place and at such times as the Disciplinary Committee may determine.
- 9.2. Notice of a hearing before the Disciplinary Committee shall be given to the Respondent and to the Complainant within 14 days of the referral to the Disciplinary Committee.
- 9.3. A quorum of the Disciplinary Committee shall consist of all persons outlined in clauses 8.4.1, 8.4.2, 8.4.3, 8.4.4 and, if chosen, the person appointed under clause 8.4.5.
- 9.4. No hearing of the Disciplinary Committee shall be conducted unless a quorum is present.
- 9.5. The President of the Company shall preside as Chairman at hearings of the Disciplinary Committee.
- 9.6. All hearings before the Disciplinary Committee are to be confidential and conducted in private.
- 9.7. At hearings of the Disciplinary Committee Fellow Members (not being persons referred to in clause 8.4) chosen by the Committee and the Respondent will present submissions against and for the Respondent respectively.
- 9.8. At the close of submissions for and against the Respondent the members of the Disciplinary Committee entitled to vote shall retire to determine the decision of the Disciplinary Committee.
- 9.9. A transcript of all proceedings before the Disciplinary Committee shall be made and forwarded at no cost to the Respondent, the Complainant and to each voting member of the Disciplinary Committee.
- 9.10. Non voting members of the Disciplinary Committee (if any) shall, upon the request of any voting member of the Disciplinary Committee provide an opinion within the area of expertise of that non voting member in relation to the complaint the hearing of which the non voting member sat as a member of the Disciplinary Committee.
- 9.11. Whether or not a case has been proved against a Respondent shall be determined by a majority of voting of members of the Disciplinary Committee. In the event of an equality of vote, the President of the Company as Chairman of the Disciplinary Committee may exercise a second or casting vote.
- 9.12. If a case is found by the Disciplinary Committee to be proved against the Respondent the voting members of the Disciplinary Committee shall determine the appropriate sanction to be recommended to the Board.
- 9.13. When the decision and, if applicable, the recommended sanction or sanctions of the Disciplinary Committee is or are arrived at in accordance with this Constitution the President as Chairman shall by confidential written notice inform the Secretary.
- 9.14. Upon receipt of the written notice by the Secretary pursuant to clause 9.13 the Secretary shall by notice in writing inform the Respondent and the Complainant of the date the Disciplinary Committee is to hand down its decision, such date not being less than fourteen days after the date of service of the notice to the Respondent.

- 9.15. The decision, and all recommendations (if any) of the Disciplinary Committee shall be in writing and copy be given to the Respondent.
- 9.16. Recommendations of the Disciplinary Committee shall not be implemented until the expiration of the fourteen day period referred to in clause 10.1.

10. APPEALS FROM DECISIONS OF THE DISCIPLINARY COMMITTEE

- 10.1. Where the Disciplinary Committee decides that the case against the Respondent is proved and recommends that a sanction be levied against the Respondent, the Respondent may, within fourteen days commencing on the day after the decision and the recommendation or recommendations is or are handed down, by notice in writing sent to the Secretary, appeal against either, all or any of:
 - 10.1.1. the decision;
 - 10.1.2. the appropriateness of any sanction or sanctions recommended;
 - 10.1.3. the harshness of any sanction or sanctions recommended.
- 10.2. The only grounds on which an appeal can be based are:
 - 10.2.1. that the Disciplinary Committee erred in finding that the complaint was proved in that the weight of the evidence supplied did not support the complaint;
 - 10.2.2. that the sanction or sanctions or any of them recommended by the Disciplinary Committee was or were inappropriate and/or excessive.

11. DISCIPLINARY TRIBUNAL

- 11.1. The Secretary upon receipt of a notice in accordance With clause 10 (“the Notice of Appeal”) shall convene the sitting of the Disciplinary Tribunal and refer the appeal to the Disciplinary Tribunal forwarding to each member thereof:
 - 11.1.1. a copy of the complaint and the Respondent’s reply;
 - 11.1.2. a copy of the transcript of the Disciplinary Committee hearing;
 - 11.1.3. a copy of the decision and recommendation or recommendations of the Disciplinary Committee; and
 - 11.1.4. a copy of the Notice of Appeal.
- 11.2. The Disciplinary Tribunal shall review the decision, the recommendation or recommendations appealed against to determine whether the appeal of the Respondent is justified.
- 11.3. For the purpose of reviewing a decision, the Disciplinary Tribunal may exercise all the powers of the Disciplinary Committee and shall make a decision in writing:
 - 11.3.1. affirming decision under appeal;
 - 11.3.2. varying the decision under appeal;
 - 11.3.3. setting aside the decision under appeal and making a decision in substitution for the decision so set aside;
 - 11.3.4. affirming any recommendation under appeal;

- 11.3.5. varying any recommendation under appeal;
- 11.3.6. setting aside any recommendation under appeal and making a recommendation or recommendations in substitution for the recommendation or recommendations so set aside.
- 11.4. Subject to clause 11.5 the Disciplinary Tribunal shall consist of:
 - 11.4.1. a Fellow Member of the Company chosen by the Board;
 - 11.4.2. a Fellow Member of the Company chosen by the Respondent;
 - 11.4.3. a Fellow Member of the Company chosen by the persons referred to in clauses 11.4.1 and 11.4.2.
- 11.5. A Fellow Member previously involved in any capacity in the Disciplinary Proceedings the subject of the Appeal shall not be chosen as a member of the Disciplinary Tribunal to sit in relation to those same proceedings.
- 11.6. The person appointed to the Disciplinary Tribunal pursuant to clause 11.4.1 shall reside as Chairman of the Disciplinary Tribunal.
- 11.7. Each member of the Disciplinary Tribunal shall be entitled to one vote only.

12. PROCEEDINGS OF THE DISCIPLINARY TRIBUNAL

- 12.1. The Disciplinary Tribunal shall meet in such place and at such times as the Board may determine.
- 12.2. Notice of a sitting of the Disciplinary Tribunal shall be given to the Respondent and to the Complainant within fourteen days of the referral referred to in clause 11.
- 12.3. A quorum of the Disciplinary Tribunal shall consist of all persons outlined in sub-clause 11.4.
- 12.4. No Disciplinary Tribunal shall be properly constituted unless a quorum is present.
- 12.5. A member of the Disciplinary Tribunal shall call any persons relevant to the proceedings to give written or oral evidence to the Disciplinary Tribunal.
- 12.6. A transcript of all proceedings before the Disciplinary Tribunal shall be taken.
- 12.7. At the close of the final sitting the Disciplinary Tribunal shall retire to determine the recommendation (if any) of the Disciplinary Tribunal.
- 12.8. The decision and recommendation (if any) of the Disciplinary Tribunal shall be that of a majority of its members.
- 12.9. When the decision and recommendation (if any) of the Disciplinary Tribunal is one derived at in accordance with this Constitution the Chairman of the Disciplinary Tribunal shall by confidential written notice inform the Secretary.
- 12.10. Upon receipt of the written notice by the Secretary pursuant to clause 12.9 the Secretary shall by notice in writing inform the Respondent and the Complainant of the date the Disciplinary Tribunal is to hand down its decision, such date not being less than fourteen days after the date of the notice to the Respondent.

- 12.11. The decision and recommendation (if any) of the Disciplinary Tribunal shall be in writing and a copy given to the Respondent.

13. GENERAL MEETINGS

- 13.1. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.
- 13.2. Any member of the Board may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act
- 13.3. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days notice at 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.

14. PROCEEDINGS AT GENERAL MEETINGS

- 14.1. 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 six (6) members present in person shall be a quorum, or 50% of the Board. For the purpose of this article "member" includes a person attending as proxy but does not include a Healthcare Network Member.
- 14.2. The President shall preside as Chairman at every general meeting of the Company, or if he is not present or unwilling to act within fifteen minutes after the time appointed for the meeting, then the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
- 14.3. 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 chair of the meeting may determine, and if at the time appointed for the adjourned meeting, the members present (being not less than three) shall be a quorum.
- 14.4. 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 to 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 notice of any adjournment or the business to be transacted at an adjourned meeting.
- 14.5. 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:
- 14.5.1. by the Chairman; or
- 14.5.2. by at least three members present in person or by proxy.

- 14.6. 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 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.
- 14.7. 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 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 a question of adjournment shall be taken forthwith.
- 14.8. 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 shall be entitled to a second or casting vote.
- 14.9. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.
- 14.10. Notwithstanding clause 14.9, no Healthcare Network member shall be entitled to vote at a general meeting of the Company.
- 14.11. A 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 proxy or attorney.
- 14.12. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than 6 months in arrears at the date of the meeting.
- 14.13. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of any officer or attorney duly authorized. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- 14.14. The instrument appointing a proxy may be in the following form or in a common or usual form.

..... Company

I,of.....

being a member of the Company hereby appoint

..... or failing him of

..... as my proxy to vote for me on my behalf

t the (annual or extraordinary, as the case may be) general meeting of the Company, to be held on the

..... day of.....20.....

and at any adjournment thereof.

My proxy is hereby authorized to vote *in favour of / *against the following resolutions:

Signed this day of20.....

- 14.15. In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit in accordance with the Act.
- 14.16. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within the state of Victoria as specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 14.17. 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 as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

15. THE BOARD

- 15.1. The office-bearers of the Company shall consist of a President, Vice President and a Treasurer, all of whom must be full members of the Company. Affiliate members and Healthcare Network Members shall not be entitled to be office-bearers.
- 15.2. All Members of the National Board must be full time employees currently employed as Hotel Services Managers, or as defined.
- 15.3. The Board of the Company shall consist of a minimum of seven persons:
 - 15.3.1. three members from the combined Victorian State Branch and Regional Branch in Tasmania and New Zealand;
 - 15.3.2. two members from the combined State Branch of Queensland and Regional Branch of New South Wales;
 - 15.3.3. two members from the combined State Branch of South Australia and Regional Branch of West Australia.
- 15.4. The nominated person/s from each State Committee may be the State Chairperson or other members of the committee selected by the State Chairperson.
- 15.5. At the Annual General Meeting of the Company in each year thereafter the members of the Board excepting the President and the Secretary who shall alternate retirements each two years, shall be elected from among the full members. Persons shall hold office until the next Annual General Meeting when they shall retire but be eligible for re-election/nomination to the Board.

16. STATE COMMITTEES

- 16.1. There shall be three State Committees:
 - 16.1.1. The Victorian, Tasmanian and New Zealand Committee;
 - 16.1.2. The New South Wales and Queensland Committee;
 - 16.1.3. The South Australian and Western Australian Committee.
- 16.2. A member falls under the jurisdiction of the State Committee if they reside in the areas covered by that committee. If a member moves to the jurisdiction of another State Committee they fall under that State Committees jurisdiction.
- 16.3. Each State committee shall hold an Annual General Meeting at a time determined by the members of each Committee.
- 16.4. No meeting of the Committee shall take place unless a quorum of more than 50% of Committee members are present.
- 16.5. The election of members of the each State Committee shall take place in the following manner:
 - 16.5.1. Any two members of the Company shall be at liberty to nominate any Life, Fellow or Full Member to serve as a member of a State Committee provided that such nominee shall have been a continuously financial member of the Company for not less than 12 Months immediately preceding this nomination;
 - 16.5.2. The nomination, which shall be in writing and signed by the member and his proposer and seconder must be lodged with the National Secretary at least fourteen days before the Annual General Meeting of the state members at which the election is to take place;
 - 16.5.3. A list of the candidates' names in alphabetical order, with the proposers and seconders' names, shall be posted in a conspicuous place in the registered office of the Company for at least seven days immediately preceding the annual general meeting.
- 16.6. Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 16.7. In case there shall not be sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.
- 16.8. The Company may from time to time by ordinary resolution passed at the Annual General Meeting increase or reduce the number of members required to form the State Committee.
- 16.9. The Board shall have power at any time, and from time to time, to appoint any fellow member or full member to a State Committee, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the State Committee but so that the total number of office-bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with this Constitution. Any office-bearer or other members of the committee so appointed shall hold office only until the next following annual general meeting.

- 16.10. The Company may by ordinary resolution of which special notice has been given remove any office-bearer or other member of a State Committee before the expiration of their period of office, and may by an ordinary resolution appoint another person to this position; the person so appointed shall hold office only until the next following general annual meeting.
- 16.11. The office of a member of a State Committee shall become vacant if the member:
- 16.11.1. becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 16.11.2. becomes prohibited from being a director of a company by reason of any order made under the Law;
 - 16.11.3. ceases to be a member of a Committee by operation of the Act;
 - 16.11.4. 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;
 - 16.11.5. resigns his office by notice in writing to the Company;
 - 16.11.6. for more than six months is absent without permission of the relevant State Committee from meetings held during that period;
 - 16.11.7. ceases to be a fellow member or full member of the Company.
 - 16.11.8. Any State Committee member who moves into the jurisdiction of another State Committee must step down from his position as a committee member.

17. POWERS AND DUTIES OF THE BOARD

- 17.1. The business of the Company shall be managed in the first instance by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, subject, nevertheless, to any of this Constitution and to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Company in general meeting: provided that any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in general meeting and provided further that no resolution or regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
- 17.2. 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 of the Company.
- 17.3. 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 members of the Board or in the case whereby the transaction is a State Committee matter any two office bearers of such committee or in such other manner as the Board/Committee from time to time determines.
- 17.4. Both the Board and State Committees must provide minutes:
- 17.4.1. of all appointments of board /committee members;

17.4.2. of names of the members of the Board/Committee present and absent from all meetings of the Company ; and

17.4.3. of proceedings at all meetings held by the Board and/or State Committee.

17.4.4. 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.

18. PROCEEDINGS FOR MEETINGS of the BOARD and STATE COMMITTEES

18.1. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. But it must meet at least four times annually. An elected State Committee must meet a minimum of eleven times annually, a member of the Board/Committee may at any time with the Secretary summon a meeting of the Board/Committee.

18.2. A Board/Committee meeting may be held with one or more of the members of the Board/Committee taking part by telephone, audiovisual link up or other instantaneous communication medium, if the meeting is conducted so that the members of the Board/Committee are able to hear the proceedings of the entire meeting and to be heard by all others attending the meeting. Such a meeting shall be deemed to be held at such a place is agreed upon by the members of the Board/Committee being a place at which at least one member of the Board/ Committee was present for the duration of that meeting.

18.3. Subject to this Constitution questions arising at any meeting of the Board/Committee shall be decided by a majority of votes and a determination by a majority of the members of the meeting shall for all purposes be deemed a determination of the Board/Committee. In the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

18.4. A member of the Board/Committee who has a material personal interest in any matter that is being considered at a meeting must not vote on the matter and must not be present while the matter is being considered at the meeting, unless the members of the Board/Committee have passed a resolution on which the interested member has not voted and in respect of which the interested member of the committee has not been present when it was passed and that specifies the interested member of the Board/Committee, the interest of the matter states that the members of the meeting voting for the resolution are satisfied that the interest should not disqualify the interested member of the Board/Committee from considering or voting on the matter.

18.5. The President shall preside as Chairman at every meeting of the Board, or if there is no President or if at any meeting the elected person is not present within ten minutes after the time appointed for the holding of the meeting, the Vice - President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the Meeting. The same ruling shall apply to State Committee meetings where-by if the State Chairperson is not present to preside over a state convened meeting.

18.6. The Board may delegate any of its powers and/or functions not being duties imposed on the members as the directors of the company by the Act or the general law to one or more sub-committees consisting of such member or members of the Company as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt the assistance of any member or members of the association and all members of such sub-committees shall have one vote at any meetings of their respective sub-committees.

19. ADVISORY COMMITTEE SO APPOINTED

- 19.1. The Board may appoint one or more advisory committees consisting of such member or members of the Company as the board appoints. Advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto, shall have power to co-opt the assistance of any member or members of the Company and all members of such advisory committees shall have one vote at any meetings of their respective advisory committees.
- 19.2. An advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 19.3. All acts done by any meeting of an advisory committee or by any person acting as a member of the advisory committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the advisory committee or person acting as aforesaid, or that the members of the committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the committee.
- 19.4. A resolution in writing signed by all the members of the advisory committee shall be as valid and effectual as if it has been passed at a meeting of the Board or State Committee, duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the advisory committee. This resolution must then be presented as general business in accordance with clause 14.5 and be passed by a majority of members at that meeting.

20. SECRETARY

- 20.1. The National Secretary shall be appointed by or removed by the Board for a minimum two year term, upon such conditions as they think fit. Nothing herein shall prevent the Board from appointing a member of the Company as Secretary and any full 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 Committee and he shall be subject to the provisions of clause 3. A prerequisite to appointment as Secretary of the Company shall be fellow membership or full membership of the Company.

21. REGISTRAR

- 21.1. The National Registrar shall be appointed by the Board for such term and upon such conditions as it thinks fit. It may be the requirement of the Board to summon the Registrar to attend Board meetings and if not already a member of the Committee; ex officio a member of the Committee and he/she shall then be subject to the provisions of clause 3. A prerequisite to appointment as Registrar of the Company shall be at least Full Membership.

22. SEAL

- 22.1. The Registrar shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee of the Board authorised on its behalf. Every instrument to which the seal is affixed shall be signed by the President and shall be countersigned by the Vice President or the National Secretary or otherwise as the Board directs.
- 22.2. Notwithstanding this provision, documents may be signed on behalf of the Company may be executed in any manner authorised in the Act.

23. BADGE/LOGO

- 23.1. The registered badge or company logo as accepted by the members and used as an identifying sign of the Company will not be used without the unanimous approval of the Board for any purpose other than to provide recognition of membership to the Company.

24. ACCOUNTS

- 24.1. 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 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 date not more than six months before the date of the meeting.
- 24.2. The Board shall from time to time determine in accordance with clause 26 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.
- 24.3. The appointment of the Auditor will take place after the Treasurer has advised the Board and gained a majority vote by the members.

25. FINANCE

- 25.1. The financial year shall be from 1st July to 30th June.
- 25.2. An annual budget shall be prepared each year by the Board for consideration at the last Directors meeting before the end of the financial year.
- 25.3. The Company's financial transactions shall be through a financial institution approved by the Board and the signatories for any cheque accounts shall be in a manner as the Directors determine from time to time.
- 25.4. Directors shall not, by reason only of being such a Director, be liable to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company.

26. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 26.1. The Secretary must keep in their custody or control all books, documents and securities of the Company.
- 26.2. All accounts, books, securities and any other relevant documents of the Company must be available for inspection free of charge to any member upon request subject to provisions relating to privacy as defined in relevant legislation.
- 26.3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Company subject to provisions relating to privacy as defined in relevant legislation.

27. AUDITOR

- 27.1. An auditor must be appointed at the Annual General Meeting.
- 27.2. If there is a vacancy in the office of auditor, the Board shall appoint a person to this office until the next Annual General Meeting.

27.3. Any auditor so appointed must be:

27.3.1. A registered auditor; and

27.3.2. A person who is a member of the Australian Society of Certified Practising Accountants; or

27.3.3. A person who is a member of the Institute of Chartered Accountants in Australia.

27.4. and the auditor must not be:

27.4.1. A Director or former Director of the Board; or

27.4.2. An employee or employer of a Director of the Board; or

27.4.3. A member of the same partnership as a Director of the Board; or

27.4.4. An employee of the Company.

27.5. The auditor must carry out such auditing as is required by the Board and government authorities.

28. NOTICE

28.1. Notice of every general meeting shall be given to:

28.1.1. Every member;

28.1.2. The Auditor (if any) for the time being of the Company.

28.2. Notice may be given by the Company to a person entitled thereto either:

28.2.1. Personally; or

28.2.2. By posting it to the address shown in the Register by pre-paid mail.

28.3. A notice posted as aforesaid shall be deemed to have been served on the day after it was posted in the case of a notice of a meeting and in any other case service will be deemed to be effected at the time at which the letter would be delivered in the ordinary course of post.

28.4. The Company may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

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

29. BY LAWS

29.1. Save in so far as otherwise determined by Statute or this Constitution the Board shall have full power to make regulations or by-laws not inconsistent with the Constitution on all matters relating to the affairs of the Company and the conductor management of its business or otherwise for the purpose of carrying out its objects and also on all matters relating to the rights and obligations of members and any category thereof and all regulations or by-laws so

made and for the time being in force shall be binding on the members of the Company as if they formed part of this Constitution and shall have full effect accordingly provided however that a copy of any regulation or by-law so made is sent to each member of the Company with in fourteen days from the date it is made and provided further that any regulation or by-law so made may be rescinded or amended by resolution of the Committee or of any General Meeting of the Company.

30. RECOGNITION

30.1. All members may use the letter of the category of their membership in front of the letters IHC to signify their professional classification within the Company, as follows:

30.1.1. Honorary Member	H.I.H.H.C.
30.1.2. Life Member	L.I.H.H.C.
30.1.3. Fellow Member	F.I.H.H.C.
30.1.4. Full Member	M.I.H.H.C.
30.1.5. Affiliate Member	A.F.F.I.H.H.C.
30.1.6. Healthcare Member	H.C.I.H.H.C.

31. DISSOLUTION

31.1. The Company may only be wound up and its assets disposed of by Special Resolution of members at a meeting summoned for such purpose.

31.2. In the event of the Company being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association:

31.2.1. With similar purposes or objectives; and

31.2.2. Is not carried on for the profit or gain of its individual members; and

31.2.3. Is a fund, authority or institution approved by the Commissioner of Taxation under an item in section 30-2(1) of the Income Tax Assessment Act 1997.

31.3. If the members are unable to decide or determine which institution or institutions are to receive the sold property then the same may be given or transferred or applied to or for such public charitable institutions or purposes as determined by the members at or before the time of the dissolution. In default of both of the above, application shall be made to the Supreme Court of Victoria for determination on the disposal of the said property.

32. INADVERTENT OMISSIONS

32.1. If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced the member financially. The decision of the directors is final and binding on all members.

33. LIABILITY OF MEMBERS

33.1. The liability of members is limited.

33.2. If the Company is wound up, every member who:

33.2.1. Was a member of the Company when winding up commenced; or

33.2.2. Had been a member of the Company within 12 months of the commencement of winding up;

Must contribute to the property of the Company such sums up to \$50.00 as may be required for:

33.2.3. Payment of debts and liabilities of the Company contracted before the member ceased to be a member; and

33.2.4. Payment of costs, charges and expenses of winding up; and

33.2.5. The adjustment of rights of contributors amongst themselves.