



Australian -Professional Snowsport
Instructors
Association
-Incorporated

Constitution

~~Under the Association's Incorporation Act 2009~~

Contents

Part 1 – Preliminary

1a Definitions	3
1b Aims	3

Part 2 – Membership

2 Membership generally	4
3 Nomination for membership	4
4 Cessation of membership	4
5 Membership entitlements not transferable	5
6 Resignation of membership	5
7 Register of members	5
8 Fees and subscriptions	5
9 Members' liabilities	6
10 Resolution of disputes	6
11 Disciplining of members	6
12 Right of appeal of disciplined member	7

Part 3 – The Board

13 Powers of the Board	7
14 Composition and membership of Board	8
15 Election of Board members	8
16 Appointments	8
17 Administrator	9
18 Treasurer	9
19 Casual vacancies	9
20 Removal of Board members	10
21 Board meetings and quorum	10
22 Delegation by Board to sub-Board	11
23 Voting and decisions	2012

Part 4 – General meetings

24 Annual General Meetings – holding of	2012
25 Annual General Meetings – calling of and business at	2012
26 Special General Meetings – calling of	2112
27 Notice	13
28 Quorum for general meetings	2213
29 Presiding member	23143
30 Adjournment	14
31 Making of decisions	2314
32 Special resolutions	2314
33 Voting	2414
34 Proxy votes	2415
35 Postal ballots	2415

Part 5 – Miscellaneous

36 Insurance	2415
37 Funds – source	2515
38 Funds – management	2515
39 Change of name, objects and constitution	2515
40 Custody of books etc	2515
41 Inspection of books etc	2516
42 Service of notices	2516
43 Financial year	2616

Appendix 1 Nomination form for the Board of Management of APSI	27177
--	-----------------------

Appendix 2 Proxy Voting Form	18
------------------------------------	----

Contents	2
1 Preliminary	74
1.1 Definitions	74
1.2 Interpretation	84
2 Aims	84
3 Membership	95
3.1 Membership generally	95
3.2 Application for Membership	95
3.3 Discretion to Accept or Reject Application	95
3.4 Cessation of Membership	105
3.5 Membership entitlements not transferable	106
3.6 Resignation of Membership	106
3.7 Register of Members	106
3.8 Inspection of Register	116
3.9 Use of Register	116
3.10 Members' liabilities	116
3.11 Grievance Policy	127
3.12 Disciplinary proceedings	127
4 The Board	137
4.1 Powers of the Board	137
4.2 Composition and Membership of Board	147
4.3 Terms of election	148
4.4 Composition and Membership of Executive	158
4.5 Election of Board Members	158
5 Appointments and Officers	169
5.1 Appointments	169
5.2 Public Officer	169
5.3 President	169
5.4 Vice President	179
5.5 Treasurer	179
5.6 General Manager	179
5.7 Technical Director Representative	179
5.8 Removal of Board Members	1740
5.9 Casual vacancies	1740
6 Board meetings	1810
6.1 General conduct	1810
6.2 Delegation by Board to Committee	1911
6.3 Use of technology	2042
6.4 Voting and decisions	2042
7 Part 4 – General meetings	2042
7.1 Annual General Meeting - holding of	2042
7.2 Annual General Meeting - calling of and business at	2042
7.3 Special General meetings - calling of	2143
7.4 Notice	2243
7.5 Quorum for Special General Meetings	2244
7.6 Presiding Member	2314
7.7 Adjournment	2314
7.8 Making of decisions	2314
7.9 Special resolutions	2315
7.10 Voting	2415

7.11	Proxy votes	2445
7.12	Postal ballots	2445
7.13	Use of technology at general meetings.....	2445
8	Miscellaneous	2446
8.1	Insurance	2446
8.2	Funds - source.....	2516
8.3	Funds - management	2516
8.4	Change of name, objects and constitution	2516
8.5	Custody of books etc.....	2516
8.6	Inspection of books.....	2516
8.7	Service of notices	2516
8.8	Financial year	2617
8.9	Association is non-profit	2617
8.10	Distribution of property on winding up of association	2617
	Appendix 1.....	2718
	Nomination Form for the Board of the APSI.....	2718

Part 1

1 Preliminary

1.1 ~~1a.~~ Definitions

(1) — In this constitution:

~~1.1 The name of the incorporated APSI is~~ **Administrator** means an employee or employees of the APSI duly appointed to conduct the functions as set out in this Constitution;

~~APSI~~ means Australian Professional Snowsport Instructors Association Incorporated hereinafter referred to as APSI;

~~1.2 The~~ **Board of Management or Board** meeting ~~ASAA~~ means Australian Ski Areas Association;

ASAA Representative means a representative of the ASAA;

Board has the meaning given to it in clause 4.2;

Committee has the meaning given to it in clause 6.2;

Executive has the meaning given to it in clause 4.4;

General Manager has the meaning given to it in clause 5.6;

Member has the meaning given to it in clause 3.1;

President has the meaning given to it in clause 5.3;

Public Officer has the meaning given to it in clause 5.2;

Register has the meaning given to it in clause 3.7;

Special General Meeting means a general meeting of the association other than an annual general meeting of the President, General Manager (ex officio), Treasurer, Alpine Technical Director, Snow Board;

Technical Director, ~~Telemark~~ means the technical directors as employed by the APSI from time to time;

Technical Director, Nordic Technical Director, Adaptive Technical Director, one resorts representative, one snowsport schools representative.

Representative has the meaning giving to it in clause 5.7;

~~1.3 The~~ **Executive Management or Executive** meeting means a meeting of the President, General Manager (ex officio), Alpine Technical Director, Vice President and Treasurer.

~~1.4 The~~ **General Manager** will be an employee of the APSI but can, by approval of the Board, hold a technical director's role if it is deemed necessary.

~~1.5 The~~ **the Act** means the ~~General Manager~~ does have voting rights on the Board

~~1.6 The~~ **Vice President** is to be elected from the **Board of Management** and cannot include the President or the General Manager.

~~1.7 The~~ **President** and **Treasurer** are to be elected from the general membership of the APSI.

The **Public Officer** of the APSI is appointed by the APSI.

The **Act** means the ~~APSI's~~ Associations Incorporation Act 2009.

The;

the Regulation means the ~~APSI's~~ Associations Incorporation Regulation 2010 ~~2016~~.

~~ASAA means Australian Ski Areas APSIs~~

~~Interski means the International APSI of Ski Instructing which incorporates ISIA, IVSI, IVSS~~

~~Member means an individual who is a member of the APSI~~

~~(2)~~;

~~Treasurer has the meaning given to it in clause 5.5; and~~

~~Vice President has the meaning given to it in clause 5.4.~~

1.2 Interpretation

In this ~~constitution: document, unless the context requires otherwise:~~

~~(a)~~ ~~(a)~~ a reference to a function includes a reference to a power, authority and duty, ~~and~~;

~~(b)~~ ~~(b)~~ a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;

~~(c)~~ ~~(3)~~ ~~The~~the provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2 1b. Aims (Statement of Purposes)

~~(a)~~ ~~1.1 To~~To promote, develop, co-ordinate and conduct education, training, accreditation and other programs and projects related to snow sport instruction and APSI activities.-

~~1.2 To ensure the protection of the separate and collective interests of all members and affiliated bodies.~~

~~1.3 To implement policies in relation to the conduct, administration, promotion and regulation of snow sport instructor training and accreditation.~~

~~(b)~~ ~~1.4~~To raise the levels and standards of instruction in snow sports.

~~(c)~~ ~~1.5~~To provide opportunities for ~~all members~~Members to maximise their ~~individual~~potential by ~~fully~~developing their skills.

~~(d)~~ ~~1.6~~To co-operate with and assist any organisation having objects and purposes similar to those of the APSI in any manner which may further the interests and promotion of snow sportsinstruction or the APSI generally, including liaison, support and collaboration withthroughout the ISIA, Interski, IVSS, IVSI and ASAA and othercommunity, government, media, corporate sector, international snow sport organisationssports events and related activities.

~~1.7 To disseminate information to all members~~

~~1.8 To maintain relevant records of the APSI activities~~

~~1.9 To promote a greater awareness of the APSI throughout the community, government, media and corporate sector.~~

~~1.10 To select and appoint members to represent the APSI in international snow sport instruction events and related activities~~

3 Part 2 – Membership

3.1 2. Membership generally

~~(1)~~ A person is eligible to be a ~~member~~Member of the APSI if:

~~(a)~~ ~~(a)~~ the person is a natural person; and

~~(b)~~ ~~(b)~~ the person has applied and been approved for membership~~Membership~~ of the APSI ~~in accordance with clause 3.; and~~

~~(c)~~ ~~(c)~~ has met the financial requirements of ~~membership~~Membership, ~~(Member)~~.

3.2 3. Application for ~~membership~~Membership

~~(1) APSI may grant membership in the manner referred to in Sub Rule 3.1 hereunder to any individual or organisation.~~

~~(a) membership can be applied for through electronic registration on line through the APSI website or directly with the administrator of the APSI.~~

~~(a)~~ ~~(b)~~ upon approval An application for Membership must be:

~~(i)~~ from the applicant shall be advised, in writing on the form prescribed from time to time by the administrator who shall enter the applicant's name in the register of members, Board and upon the name being so entered, the applicant becomes a member of the APSI. must be lodged with the administrator of APSI; and

~~(ii)~~ accompanied by the appropriate fee as determined by the Board.

~~(b)~~ By applying for Membership an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the APSI including this Constitution.

3.3 Discretion to Accept or Reject Application

~~(a)~~ The APSI, may accept or reject an application whether the applicant has complied with the requirements in clause 3.2 or not. The APSI shall not be required or compelled to provide any reason for such acceptance or rejection.

~~(b)~~ Where the APSI accepts an application, the applicant shall become a Member. The Register shall be amended accordingly as soon as practicable.

~~(c)~~ Where the APSI rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the APSI. No reasons for rejection need be given.

~~(c) APSI retains the right to refuse membership to any natural person or body~~

~~(d) 4. There is no right of appeal where the Board rejects an application for Membership, whether a new application or a renewal application.~~

3.4 Cessation of membership

~~(a) A person ceases to be a member of the APSI if the person:~~ **Member** ~~or organisation (as applicable):~~

~~(i) (a) dies;~~ or

~~(ii) (b) resigns membership;~~ or

~~(iii) (c) is expelled from the APSI;~~ or

~~(iv) (d) has not paid membership fees within the past financial year;~~ **requirements of Membership.**

~~(b) 5. Membership of the APSI may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including failure to comply with the Regulations or any By Laws or any resolutions or determinations made or passed by the Board.~~

3.5 Membership entitlements not transferable

A right, privilege or obligation ~~which a person has by reason of being a member~~ **Member** of the APSI:

~~(a) (a) is not capable of being transferred or transmitted to another person;~~ **or organisation;** and

~~(b) (b) terminates on cessation of the person's membership~~ **or organisation's Membership.**

3.6 6. Resignation of membership

~~(a) (1) A member of the APSI may resign from membership of the APSI by first giving to the administrator written notice of 28 days at least 1 month (or any other period that the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.~~

~~(b) (2) If a member of the APSI ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the administrator must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.~~

~~(c) (3) A member is not entitled to a refund upon resignation and remains liable to APSI for any moneys owing by the member at the date of the resignation.~~

3.7 7. Register of members

~~(1) The public officer of the APSI must establish and maintain a register of members of the APSI (whether in written or electronic form) specifying:~~

- (a) ~~the full name and postal or residential address of each person who is a member~~ the Member;
 - (b) ~~the category of Membership of the APSI together with~~ Member;
 - (c) ~~the date on which the person~~ Member became a ~~member~~ Member;
- (2) ~~The register of members must be kept in New South Wales:~~
- (a) ~~at the main premises of the APSI, or~~
 - (d) ~~(b) _____ if applicable, the APSI has no premises, at the APSI's official email address: of a Member;~~
- (3) ~~The register of members must be open for inspection, free of charge, by any member of the APSI at any reasonable hour.~~
- (e) ~~(4) _____ A member of any other information determined by the Board; and~~
 - (f) ~~where applicable, the APSI may obtain date of cessation of membership of a copy~~ Member.

3.8 Inspection of Register

- (a) ~~Having regard to privacy and confidentiality considerations, inspection of any part~~ the register will only be available as required by the Act.

~~If permitted, only an extract of the register on payment of a fee of not more than \$1 for each page copied.~~

- (b) ~~(5) _____ If a member requests that any information contained on the register about, excluding the member (other than the member's name) not be available for inspection, that information must not address and other direct contact details of any Member, shall be made available for inspection (but not copying) by Members.~~

3.9 (6) _____ A member must not use information about a person obtained from Use of Register

~~Subject to the Act, confidentiality considerations and privacy laws, the register to contact or send material to the person, other than for:~~

- (a) ~~the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the may be used by the APSI or other material relating to solely to further the APSI, or~~
- (b) ~~any other purpose necessary to comply with a requirement of the Act or the Regulation.~~

8. Fees and subscriptions

~~_____ A member of the APSI must, on admission to membership, pay to the APSI an annual fee that will be determined by the as the Board each year considers appropriate.~~

3.10 9. Members' liabilities

The liability of a ~~member~~ Member of the APSI to contribute towards the payment of the debts and liabilities of the APSI or the costs, charges and expenses of the winding up of the APSI is limited to the amount, if any, unpaid by the ~~member~~ Member in respect of membership of the APSI as required by clause [8-3.1\(c\)](#).

3.11 10. Resolution of Grievance Policy

The complaints and grievance procedure set out in the APSI Complaints and Grievance Management Policy applies to all disputes

- (1) ~~A dispute arising under this Constitution between a member, on the one part Member and the Board of Management, any officer of the APSI and/or the APSI arises in which the dispute relates to a decision of the Board of Management, all parties agree to first endeavour to settle the dispute by mediation conducted in accordance to the Community Justice Centres Act 1983.~~
- (2) ~~If a dispute between a member and another member of the APSI arises then either party may request in writing, accompanied by the appropriate fee to be determined, that the APSI Board of Management settle the dispute by mediation conducted in accordance with the Community Justice Centres Act 1983. The Board of management will act as mediators in the dispute in the first instance.~~
- (3) ~~If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.~~
- (4) ~~The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.~~
- (5) ~~All details of such dispute to remain confidential.~~

11. Disciplining of members

3.12 (1) ————— Disciplinary proceedings

- (a) ~~A complaint may be made to the Board by any person that is a member Member of the APSI or if the Board is of the opinion that the member Member:~~
- (i) ~~(a) ————— has breached, failed, refused or neglected to comply with a provision or provisions of this constitution, of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or~~
 - (ii) ~~(b) ————— has wilfully acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the APSI; or~~
 - (iii) ~~(2) ————— brought themselves or the APSI into disrepute.~~
- (b) ~~The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.~~
- (3) ~~If the Board decides to deal with the complaint, the Board:~~
- (a) ~~must cause notice of the complaint to be served on the member concerned, and~~
 - (b) ~~must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection will deal with the complaint, and~~
 - (c) ~~must take into consideration any submissions made by the member in connection in accordance with the complaint.~~

- ~~(4) The Board may, by resolution, expel the member from the APSI or suspend the member from membership of the APSI if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.~~
- ~~(5) If the Board expels or suspends a member, the administrator must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.~~
- ~~(6) The expulsion or suspension does not take effect:~~
- ~~(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or~~
 - ~~(b) if within that period the member exercises the right of appeal, unless and until the APSI confirms the resolution under clause 12, whichever is the later.~~

~~12. Right of appeal of disciplined member~~

- ~~(1) A member may appeal to the APSI in writing against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Administrator a notice to that effect.~~
- ~~(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.~~
- ~~(3) On receipt of a notice from a member under subclause (1), the Administrator must notify the Board which is to convene a general meeting of the Executive management Committee of the APSI to be held within 28 days after the date on which the Administrator received the notice.~~
- ~~(c) (4) At a general meeting of the Executive Complaints and Grievance Management committee convened under subclause (3):~~
 - ~~(a) no business other than the question of the appeal is to be transacted, and~~
 - ~~(b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and~~
 - ~~(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.~~
- ~~(5) The appeal is to be determined by a simple majority of votes cast by members of the APSI.~~

~~Part 3 – The Board~~

~~4 13. The Board~~

~~4.1 Powers of the Board~~

Subject to the Act, the Regulation Regulations and this constitution and to any resolution passed by the APSI in an Annual General Meeting or Special General Meeting, the Board may:

- (a) control and manage the affairs of the APSI as defined within the Constitution and By Laws subject only to the overriding powers of the Annual General Meeting;

- (b) ~~to~~ make and repeal By Laws at any time as it may deem necessary for the proper conduct and administration of APSI;
- (c) ~~to~~ delegate all or any of its power to the Executive ~~Management Committee~~, or to any ~~sub~~ committee of the APSI. Such delegation may be made generally or for a particular purpose and may at any time be withdrawn;
- (d) ~~to~~ consider declaring vacant the position of any ~~Officer~~ Board Member who is reported to be in breach of attendance requirements and to fill that or any office becoming vacant before the expiration of the office; ~~or~~
- (e) ~~to~~ reinstate a person who has been expelled or suspended.

4.2 ~~14.~~ **Composition and ~~membership~~ Membership of Board**

- (a) ~~(1)~~ ————— The Board is to consist of:
 - (i) ~~(a)~~ ————— the ~~president~~ President;
 - (ii) ~~(b)~~ ————— the ~~general manager~~ Vice President;
 - (iii) ~~the Treasurer~~;
 - (iv) ~~the ASAA Representative Member~~;
 - (v) ~~three ordinary Members (who is an employee must not be employees of the APSI (ex-officio))~~;
 - (vi) ~~the General Manager (APSI employee with no voting rights)~~; and

- ~~(e) alpine technical director~~
- ~~(f) snowboard technical director~~
- ~~(g) nordic technical director~~
- ~~(h) telemark technical director~~
- ~~(i) adaptive technical director~~

~~(2) At least two ordinary members who will be the mountain resort representative and the snow sport school director's representative, each of whom is to be elected annually at the Annual General Meeting of the APSI under clause 15.~~

- (vii) ~~(3)~~ ————— the ~~Technical Director Representative (APSI employee with no voting rights)~~.

- (b) ~~The total number of Board members~~ Members is to be 9.
- (c) ~~(4) The vice president is to be elected from the Board~~ A Board Member may not hold more than 1 office.
- (d) ~~Each Member of the Board holds office, subject to this constitution, until their tenure expires or they retire, resign or are otherwise removed from their office.~~

4.3 **Terms of election**

- (a) ~~of Management and cannot include the President or General Manager~~ four years.
- ~~(a) the role of treasurer is to be elected from the general membership of the APSI.~~
- (a) ~~(5)~~ ————— Vice President – two year.

- (b) Treasurer – four years.
- (c) Technical Director Representative – one year.
- (d) ASAA Representative Member – two year.
- (e) ordinary members – one years.
- (f) There is no maximum number of consecutive terms for which a Board Member may hold office.

4.4 Composition and Membership of Executive

The Executive of the APSI ~~are~~is as follows:

- (a) ~~_____~~ ~~(a) the president~~President;
- (b) ~~_____~~ ~~(b) the vice president~~Vice President;
- ~~_____~~ ~~(c) the treasurer~~
- ~~_____~~ ~~(d) the general manager~~
- ~~_____~~ ~~(e) the alpine technical director~~
- (c) ~~_____~~ ~~(6) _____~~ ~~A Board member may hold up to 2 offices (other than the president~~Treasurer; and the general manager.
- (7) ~~Each member of the Board is, subject to this constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election and is eligible for re-election.~~

1.1 ~~(8) Terms of election~~

- ~~_____~~ ~~(a) President – four years~~
- ~~_____~~ ~~(b) Technical directors – four years~~
- ~~_____~~ ~~(c) Ordinary members – one year~~
- ~~_____~~ ~~(d) Treasurer – four years~~

- (d) ~~_____~~ ~~15. one ordinary member of the Board.~~

4.5 Election of Board ~~members~~Members

- (a) ~~_____~~ ~~(1) _____~~ ~~Nominations of candidates for election as Board~~membersMembers ~~of the APSI;~~
- (i) ~~_____~~ ~~(a) _____~~ ~~must be made in writing, signed by two~~membersMembers ~~of the APSI and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);~~; and
- (ii) ~~_____~~ ~~(b) _____~~ ~~must be delivered to the Administrator of the APSI at least 7 days before the date fixed for the holding of the Annual General Meeting~~ ~~in writing~~ ~~at which the election is to take place.~~
- (b) ~~_____~~ ~~(2) _____~~ ~~If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected.~~
- (c) ~~_____~~ ~~(3) _____~~ ~~If insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.~~

(d) ~~(4)~~ — If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(e) ~~(5)~~ — If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(f) ~~(6)~~ — The ballot for the election of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

(g) ~~(7)~~ — A person nominated as a candidate for election for the Board must be a ~~member~~Member of the APSI.

5 ~~16.~~ Appointments and Officers

5.1 ~~(1)~~ Appointments

(a) ~~The following officer~~Auditor may be appointed at the Annual General Meeting.

~~— Patron~~
~~— Auditor~~

(b) ~~(2)~~ The Board shall appoint:

(i) ~~— Any~~any employee;

(ii) ~~— Public officer~~, Officer; or

(iii) ~~— Honorary solicitor.~~

~~— Financial and accounting services~~

5.2 ~~17.~~ Public Officer

~~(1) The public officer will be appointed by the Board and reside in NSW.~~

(a) ~~(2)~~ — It is the duty of the Public Officer to keep minutes of:

(i) ~~(a)~~ — all appointments of the Board; and

(ii) ~~(b)~~ — the names of ~~members~~Members of the Board present at a Board meeting or ~~a in a general meeting,~~at an Annual General Meeting or Special General Meeting; and

(iii) ~~(c)~~ — all proceedings at Board meetings ~~and in general meetings,~~Special General Meeting or Annual General Meeting.

(b) ~~(3)~~ It is the duty of the ~~public officer~~Public Officer to undertake the annual returns as required by the NSW Department of Fair Trading.

(c) ~~(4)~~ — Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting. ~~(or approved as the Board may direct).~~

5.3 ~~18.~~ President

The President is elected from the general Membership of the APSI.

5.4 Vice President

The Vice President is elected from the general Membership of the APSI.

5.5 Treasurer

(a) The Treasurer is elected from the general Membership of the APSI.

(b) It is the duty of the ~~treasurer~~Treasurer of the APSI to oversee the ~~administrator~~Administrator to ensure:

(i) ~~(a)~~ that all money due to the APSI is collected and received and that all payments authorised by the APSI are made; and

(ii) ~~(b)~~ that correct books and accounts are kept showing the financial affairs of the APSI, including full details of all receipts and expenditure connected with the activities of the APSI.

5.6 General Manager~~19.~~

The General Manager is:

(a) an employee of the APSI;

(b) appointed by the Board;

(c) with no voting rights on the Board.

5.7 Technical Director Representative

(a) The Technical Director Representative on the Board is to be appointed by the Technical Directors from time to time.

(b) If the Technical Directors do not appoint a representative, the Board may appoint the Technical Director Representative.

5.8 Removal of Board Members

(a) The APSI in Special General Meeting or Annual General Meeting may by resolution remove any Member of the Board from the office before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.

(b) If a Member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the President or Vice President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the APSI, the President or the Vice President may send a copy of the representations to each Member of the APSI or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

5.9 Casual vacancies

(a) ~~(1)~~ In the event of a casual vacancy occurring in the ~~membership~~Membership of the Board, the Board may appoint a ~~member~~Member of the APSI to fill the vacancy and the ~~member~~Member so appointed is to hold office, subject to this constitution, until the ~~conclusion~~earlier of:

(i) The commencement of the Annual General Meeting the next following year after the date of the appointment; or

- (ii) ~~(2)~~ the re-election of the office.
- (b) A casual vacancy in the office of a ~~member~~Member of the Board occurs if the ~~member~~Member:
- (i) ~~(a)~~ dies; or
- (ii) ~~(b)~~ ceases to be a memberMember of the APSI; or
- (iii) ~~(c)~~ becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or
- (iv) ~~(d)~~ resigns office by notice in writing given to the Administrator; or
- (v) ~~(e)~~ is removed from office under clause 19.5.8; or
- (vi) ~~(f)~~ becomes a mentally incapacitated person; or
- (vii) ~~(g)~~ is absent without the consent of the Board from 3 consecutive meetings of the Board; or
- (viii) ~~(h)~~ is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (ix) ~~(i)~~ is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

20. Removal of Board members

- ~~(1) The APSI in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.~~
- ~~(2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Administrator or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the APSI, the Administrator or the president may send a copy of the representations to each member of the APSI or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.~~

6 ~~21. Board meetings and quorum~~

6.1 ~~(1)~~ General conduct

- (a) The Board must meet at least twice in each period of 12 months at such place and time as the Board may determine.
- (b) ~~(2)~~ Additional meetings of the Board may be convened by the president or by any memberMember of the Board.
- (c) ~~(3)~~ Oral or written notice of a meeting of the Board must be given by the Administrator to each memberMember of the Board at least 48 hours (or such other period as may be unanimously agreed on by the membersMembers of the Board) before the time appointed for the holding of the meeting.

- (d) ~~(4)~~ — Notice of a meeting given under ~~subclause (3)~~ clause (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board ~~members~~ Members present at the meeting unanimously agree to treat as urgent business.
- (e) ~~(5)~~ — Any five ~~members~~ Members of the Board with voting rights constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) ~~(6)~~ — Any three ~~members~~ Members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (g) ~~(7)~~ — No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time agreed upon by the Executive.
- (h) ~~(9)~~ — If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (i) ~~(10)~~ — At a meeting of the Board:
- (i) ~~(a)~~ — the ~~president~~ President or, in the ~~president's~~ President's absence, the ~~vice-president~~ Vice-President is to preside; or
- (ii) ~~(b)~~ — if the ~~president~~ President and the ~~vice-president~~ Vice-President are absent or unwilling to act, such one of the remaining ~~members~~ Members of the Board as may be chosen by the ~~members~~ Members present at the meeting is to preside.

6.2 22. Delegation by Board to sub-BoardCommittee

- (a) ~~(1)~~ — The Board may, by instrument in writing, delegate to one or more ~~sub-Boards~~ committees (consisting of such ~~member~~ Member or ~~members~~ Members of the APSI as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- (i) ~~(a)~~ — this power of delegation; and
- (ii) ~~(b)~~ — a function which is a duty imposed on the Board by the Act or by any other law. (Committee).
- (b) ~~(2)~~ — A function the exercise of which has been delegated to a ~~sub-Board~~ Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the ~~sub-Board~~ Committee in accordance with the terms of the delegation.
- (c) ~~(3)~~ — A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) ~~(4)~~ — Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (e) ~~(5)~~ — Any act or thing done or suffered by a ~~sub-Board~~ Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

(f) ~~(6)~~ — The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(g) ~~(7)~~ — A ~~sub-Board~~Committee may meet and adjourn as it thinks proper.

6.3 ~~23.~~ Use of technology

(a) ~~The Board and any Committee meetings may be held at 2 or more venues using any technology approved by the Board or Committee that gives each of the Board's and Committee's Members a reasonable opportunity to participate.~~

(b) ~~A Board or Committee Member who participates in a Board or Committee meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.~~

6.4 Voting and decisions

~~(1) Questions arising at a meeting of the Board or of any sub-Board~~committee appointed by the Board are to be determined by a majority of the votes of ~~members of the Board or sub-Board present at the meeting.~~

(a) ~~(2) — Each member present at a meeting~~Members of the Board or ~~of any sub-Board~~Committee present at the meeting.

(b) ~~Each Member present at a meeting of the Board or of any Committee~~ appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(c) ~~(3) — Subject to clause 21 (5),~~6.1(e), the Board may act despite any vacancy on the Board.

(d) ~~(4) — Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-Board~~committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any ~~member~~Member of the Board or ~~sub-Board~~Committee.

7 Part 4 – General meetings

7.1 ~~24.~~ Annual General Meeting - holding of

~~(1) The APSI must hold its first Annual General Meeting within 18 months after its registration under the Act.~~

(a) ~~(2) — The APSI must hold its Annual General Meetings:~~

(i) ~~(a) — within 6 months after the close of the APSI's financial year;~~ or

(ii) ~~(b) — within such later time as may be allowed by the Director-General or prescribed by the Regulation.~~

7.2 ~~25.~~ Annual General Meeting - calling of and business at

(a) ~~(1) — The Annual General Meeting of the APSI is, subject to the Act and to clause 24,~~this Constitution, is to be convened on such date and at such place and time as the Board thinks fit.

(a) ~~(2)~~ ————— In addition to any other business which may be transacted at an Annual General Meeting the business of an Annual General Meeting ~~is~~ to include the following:

(i) ~~(a)~~ ————— to confirm the minutes of the last preceding ~~annual~~ Annual General Meeting ~~and of any special general meeting~~ Special General Meeting held since that meeting~~;~~

(ii) ~~(b)~~ ————— to receive from the Board reports on the activities of the APSI during the last preceding financial year~~;~~

(iii) ~~(c)~~ ————— to elect Board ~~members~~Members of the APSI;

(iv) ~~(d)~~ ————— to receive and consider any financial statement or report required to be submitted to ~~members~~Members under the Act.

(b) ~~(3)~~ ————— An Annual General Meeting must be specified as such in the notice convening it.

7.3 ~~26~~ Special General meetings - calling of

(a) ~~(1)~~ ————— The Board may, whenever it thinks fit, convene a ~~special general meeting~~Special General Meeting of the APSI.

(b) ~~(2)~~ ————— The Board must, on the requisition in writing of at least ~~40~~5 per cent of the total number of ~~members~~Members, convene a ~~general meeting~~Special General Meeting of the APSI.

(c) ~~(3)~~ ————— A requisition of ~~members~~Members for a ~~special general meeting~~Special General Meeting:

(i) ~~(a)~~ ————— must be in writing;

(ii) ~~(b)~~ ————— must state the purpose or purposes of the meeting, ~~and~~;

(iii) ~~(c)~~ ————— must be signed by the ~~members~~Members making the requisition, ~~and~~;

(iv) ~~(d)~~ ————— must be lodged with the Administrator~~;~~ and

(v) ~~(e)~~ ————— may consist of several documents in a similar form, each signed by one or more of the ~~members~~Members making the requisition.

(d) ~~(4)~~ ————— If the Board fails to convene a ~~general meeting~~Special General Meeting to be held within one month after that date on which a requisition of ~~members~~Members for the meeting is lodged with the Administrator, any one or more of the ~~members~~Members who made the requisition may convene a ~~special general meeting~~Special General Meeting to be held not later than 3 months after that date.

(e) ~~(5)~~ ————— A ~~special general meeting~~Special General Meeting convened by a ~~member~~Member or ~~members~~Members as referred to in ~~subclause (4)~~clause 7.3(d) must be convened as nearly as is practicable in the same manner as ~~general meetings~~Annual General Meetings are convened by the Board.

(f) ~~27.~~ For the purposes of clause 7.3(c):

(i) a requisition may be in electronic form; and

(ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

7.4 Notice

- (a) ~~(1)~~ Except if the nature of the business proposed to be dealt with at a ~~special general meeting~~Special General Meeting requires a special resolution of the APSI, the Administrator must, at least 14 days before the date fixed for the holding of the ~~general~~ meeting, give a notice to each ~~member~~Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) ~~(2)~~ If the nature of the business proposed to be dealt with at a ~~special general meeting~~Special General Meeting requires a special resolution of the APSI, the Administrator must, at least 21 days before the date fixed for the holding of the ~~special general meeting~~Special General Meeting, cause notice to be given to each ~~member~~Member specifying, in addition to the matter required under ~~subclause (1)~~clause 7.4(a), the intention to propose the resolution as a special resolution.
- (c) ~~(3)~~ No business other than that specified in the notice convening a ~~special general meeting~~Special General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause ~~25~~(7.2(b)).
- (d) ~~(4)~~ A ~~member~~Member desiring to bring any business before a ~~special general meeting~~Special General Meeting may give notice in writing of that business to the Administrator who must include that business in the next notice calling a ~~special general meeting~~Special General Meeting given after receipt of the notice from the ~~member~~Member.

7.5 ~~28.~~ Quorum for ~~special general meetings~~Special General Meetings

- (a) ~~(1)~~ No item of business is to be transacted at a ~~special general meeting~~Special General Meeting unless a quorum of ~~members~~Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) ~~(2)~~ ~~Fifteen members~~Thirty Members present (being ~~members~~Members entitled under this constitution to vote at a ~~special general meeting~~Special General Meeting) constitute a quorum for the transaction of the business of a ~~special general meeting~~Special General Meeting.
- (c) ~~(3)~~ If within half an hour after the appointed time for the commencement of a ~~special general meeting~~Special General Meeting a quorum is not present, the meeting:
- (i) ~~(a)~~ if convened on the requisition of ~~members~~Members, is to be dissolved; and
- (ii) ~~(b)~~ in any other case, is to stand adjourned to a time to be confirmed by the Executive and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to ~~members~~Members given before the day to which the meeting is adjourned) at the same place.
- (d) ~~(4)~~ If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the ~~members~~Members present (being at least 5) are to constitute a quorum.

7.6 ~~29.~~ Presiding memberMember

- (a) ~~(1)~~ — The ~~president~~President or, in the ~~president's~~President's absence, the ~~vice-president~~Vice-President, is to preside as chairperson at each ~~general meeting~~Annual General Meeting or Special General Meeting of the APSI.
- (b) ~~(2)~~ — If the ~~president~~President and the ~~vice-president~~Vice-President are absent or unwilling to act, the ~~members~~Members present must elect one of their number to preside as chairperson at the meeting.

7.7 ~~30.~~ Adjournment

- (a) ~~(1)~~ — The chairperson of a ~~general meeting~~Special General Meeting or Annual General Meeting at which a quorum is present may, with the consent of the majority of ~~members~~Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) ~~(2)~~ — ~~If a general meeting~~If a Special General Meeting or Annual General Meeting is adjourned for 14 days or more, the Administrator must give written or oral notice of the adjourned meeting to each ~~member~~Member of the APSI stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) ~~(3)~~ — Except as provided in ~~subclauses (1)~~clauses 7.7(a) and ~~(27.7(b))~~, notice of an adjournment of a ~~general meeting~~Special General Meeting or Annual General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

7.8 ~~31.~~ Making of decisions

- (a) ~~(1)~~ — A question arising at a ~~general meeting~~Special General Meeting or Annual General Meeting of the APSI is to be determined by either:
- (i) ~~(a)~~ — a show of handsⁱ or
 - (ii) ~~(b)~~ — if on the motion of the chairperson or if 5 or more ~~members~~Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (b) ~~(2)~~ — If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the APSI, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) ~~(3)~~ — If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

7.9 ~~32.~~ Special resolutions

A special resolution may only be passed by the APSI in accordance with section 39 of the Act.

7.10 ~~33.~~ Voting

- (a) ~~(1)~~ On any question arising at a ~~general meeting~~ Special General Meeting or Annual General Meeting of the APSI a ~~member~~ Member has one vote only.
- (b) ~~(2)~~ In the case of an equality of votes on a question ~~at~~ a in writing, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) ~~(3)~~ A ~~member~~ Member is not entitled to vote at any ~~general meeting~~ Special General Meeting or Annual General Meeting of the APSI unless all money due and payable by the ~~member~~ Member to the APSI has been paid.

7.11 ~~34.~~ Proxy votes

~~(1) Proxy voting must not~~ A Member shall be ~~undertaken at or~~ entitled to appoint in respect of a ~~general meeting~~.

- (a) ~~(Note: Schedule 1 of the Act provides that an APSI's constitution~~ writing a natural person who is to address whether members also a Member of the APSI ~~are entitled to vote by~~ be their proxy at general meetings and attend and vote at any Annual General Meeting or Special General Meeting of the APSI.
- (b) ~~(2)~~ Proxy ~~Votes~~ votes must be recorded on the APSI Proxy Vote form as amended from time to time and available on the APSI website or office and be delivered to the Administrator two clear business days before ~~the~~ AG ~~Many~~ meeting.

7.12 ~~35.~~ Postal ballots

- (a) ~~(1)~~ The APSI may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal ~~(other than an appeal under clause 12).~~.
- (b) ~~(2)~~ A postal or electronic ballot is to be conducted in accordance with Schedule ~~3~~ to the Regulation.

7.13 ~~Part 5 – Use of technology at general meetings~~

- (a) ~~A Special General Meeting or Annual General Meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's Members a reasonable opportunity to participate.~~
- (b) ~~A Member of an association who participates in a Special General Meeting or Annual General Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.~~

8 Miscellaneous

8.1 ~~36.~~ Insurance

The APSI may effect and maintain insurance.

8.2 ~~37.~~ Funds - source

- (a) ~~(1)~~ — The funds of the APSI are to be derived from course fees, sales of merchandise ~~and,~~ annual subscriptions of ~~members~~ Members, donations and, subject to any resolution passed by the APSI in ~~special general meeting~~ Special General Meeting, such other sources as the Board determines.
- (b) ~~(2)~~ — All money received by the APSI must be deposited as soon as practicable and without deduction to the credit of the APSI's bank or other authorised deposit-taking institution account.
- (c) ~~(3)~~ — The APSI must, as soon as practicable after receiving any money, issue an appropriate receipt.

8.3 ~~38.~~ Funds - management

- (a) ~~(1)~~ — Subject to any resolution passed by the APSI in ~~special general meeting~~ a Special General Meeting or Annual General Meeting, the funds of the APSI are to be used in pursuance of the objects of the APSI in such manner as the Board determines.
- (b) ~~(2)~~ — All cheques, electronic banking transactions, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the ~~president, the treasurer or the general manager of the APSI~~ Executive.

8.4 ~~39.~~ Change of name, objects and constitution

An application to the Director-General for registration of a change in the APSI's name, objects or constitution in accordance with section 10 of the Act is to be made by the ~~public officer~~ Public Officer or a Board ~~member~~ Member.

8.5 ~~40.~~ Custody of books etc

Except as otherwise provided by this constitution, the ~~public officer~~ Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the APSI.

8.6 ~~41.~~ Inspection of books etc

- (a) ~~(1)~~ — The following documents must be open to inspection, free of charge, by a ~~member~~ Member of the APSI at any reasonable hour:
- (i) ~~(a)~~ — records, books and other financial documents of the APSI_i;
 - (ii) ~~(b)~~ — this constitution_i;
 - (iii) ~~(c)~~ — minutes of all Board meetings and in writings of the APSI.
- (b) ~~(2)~~ — A ~~member~~ Member of the APSI may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

8.7 ~~42.~~ Service of notices

- (a) ~~(1)~~ — For the purpose of this constitution, a notice may be served on or given to a person:
- (i) ~~(a)~~ — by delivering it to the person personally_i; or

~~(ii) (b)~~ by sending it by pre-paid post to the address of the person~~;~~ or

~~(iii) (c)~~ by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

~~(b) (2)~~ For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

~~(i) (a)~~ in the case of a notice given or served personally, on the date on which it is received by the addressee~~;~~ and

~~(ii) (b)~~ in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post~~;~~ and

~~(iii) (c)~~ in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

8.8 43. Financial year

The financial year of the APSI is:

~~(a) (a)~~ the period of time commencing on the date of incorporation of the APSI and ending on the following 31 December~~;~~ and

~~(b) (b)~~ each period of 12 months after the expiration of the previous financial year of the APSI, commencing on 1 January and ending on the following 31 December.

~~Note: Schedule 1 of the Act provides that an APSI's constitution is to address the APSI's financial year.~~

8.9 Association is non-profit

~~(a) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its Members.~~

8.10 Distribution of property on winding up of association

~~(a) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual Members.~~

~~(b) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.~~

Appendix 1

Nomination Form for ~~the~~ Board of ~~Management for~~ the APSI

(incorporated under the *Associations Incorporation Act 2009*)

I,

[full name of proposer]

of

[address]

being a ~~member~~Member of the abovenamed incorporated association hereby nominate

.....(Insert Name of Nominee) for the

(Position Title)..... of the APSI
Board ~~of Management~~

for the elections to be held at the Annual General Meeting -of the APSI

.....
Signature of nominee *Date*

I,

[full name]

.....
Signature of proposer *Date*

I,

[full name]

I,a ~~member~~Member of the APSI, second the
nomination of the applicant for nomination to the -Board of ~~Management~~-the APSI.

.....

Signature of seconder *Date*

~~Appendix 2~~
~~Proxy Voting Form for the APSI~~

-

.....

 _____ (Insert name)
 _____ (Insert Address)
 Of _____ (Insert Address)
 being a member of APSI Inc
 appoint _____ (Insert Name)
 of _____
 _____ (Insert Address)
 or failing the person named above, or if no person is named, the Chairperson
 of the meeting as my proxy to vote for me on my behalf at the Annual General
 Meeting / general meeting (delete as appropriate) of APSI to be held on
 _____ and at any adjournment of that meeting.

-
 -
 Signed _____ Date _____

-
 If you wish to instruct your proxy how to vote, please tick or otherwise mark
 the appropriate box opposite each item. Unless otherwise instructed to the
 contrary, proxies in favour of the Chairperson will be used in support of the
 specific matters set out in the notice of meeting.

_____ For _____ Against

- 1. _____ [Insert brief description]
 -
 2. _____ [Insert brief description]
 -
 3. _____ [Insert brief description]
 -
 4. _____ [Insert brief description]
 -

NOTES:

- 1. _____ Any instrument appointing a proxy in which the name of the appointee is not filed is
 deemed to be given in favour of the Chairperson of the meeting.
 -
 2. _____ A member entitled to attend and vote is entitled to appoint only one proxy to attend
 and vote instead of the member.
 -
 3. _____ Only members entitled to vote under the Constitution may be appointed proxies.
 -
 4. _____ The proxy form and authority (if any) under which it is signed must be deposited at
 the address of APSI not less than two clear Business Days before the time for holding the
 meeting. Unless this is done the proxy will not be valid.
 -
 5. _____ Proxies must be confirmed by the representing member when registering their
 attendance at the Annual General Meeting or general meeting.
 -

