

CONSTITUTION OF HIRE & RENTAL INDUSTRY ASSOCIATION LIMITED

NAME

1. The name of the company is "Hire & Rental Industry Association Limited" ("the Company").

OBJECTS

2. The objects for which the Company is established are:
 - (a) To promote and support the hire and rental industry throughout Australia by all lawful means.
 - (b) To develop, promote and advance an efficient and stable hire and rental industry and to foster and support goodwill among its members and suppliers.
 - (c) To establish standards, conditions of trading and codes of ethics in the industry in the segments of it in which members are involved.
 - (d) To promote, encourage and support self-regulation in the industry, including adherence to the safety, educational, business and ethical standards of the Company.
 - (e) To collate, prepare and disseminate information on training, education and safety for its members.
 - (f) To secure for its members all of the advantages of unity of action in order to protect and represent them in matters affecting their interests.
 - (g) To collaborate with any other organisation whose objects are similar to those of the Company.
 - (h) To hold meetings and to provide a forum for co-operation and co-ordination between the Company and other organisations on matters of interest to them and the Company.
 - (i) To effect amicable settlement of disputes as requested by members.
 - (j) To make known and advertise the interests and activities of the Company and to disseminate information to the members and the public and to print, publish, issue and circulate such papers, periodicals, books, circulars and other information as may seem conducive to the objects of the Company.
 - (k) To foster and encourage technical advancement in the industry.

LIABILITY

3. The liability of the members is limited.
4. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of the debts and liabilities of the

Company (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up the Company, such amount as may be required by the Board, not exceeding \$100.00.

5. (a) The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company. Any member of the Company may be appointed to any salaried office of the Company or any office of the Company paid by fees but except as aforesaid no remuneration or other benefit in money or money's worth shall be given by the Company to any member except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

(b) If on the winding up or dissolution of the Company there remains, after satisfaction of all the debts and liabilities of the Company, any property whatsoever, then that property will not be paid to or distributed among the members of the Company, but shall be given or transferred to such other institution or institutions having similar objects to the objects of the Company and whose constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5(a) hereof, such institution or institutions to be determined by the members of the Company at or before the time of winding up or dissolution, and in default thereof by any Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

6. A person is qualified to be a member of the Company if his principal business is hiring or supplying goods or services to the hire and rental industry. The Board of Directors of the Company ("the Board") shall admit to membership those applicants as the Board shall in its discretion approve for membership. Membership and rights pertaining to membership are not transferable.

Application for Membership

7. Every application for membership shall be made to the Secretary in writing on a form approved by the Board. The Board will consider such application and, if approved, the applicant shall be entitled to the privileges of membership, provided that the Board may accept or refuse to accept any such application for membership or adjourn from time to time any such application or may reject any such application without having to give any reason for so doing. All applications for membership of the Company shall be subject to the approval by the majority of members present at a Board meeting and voting on the admission of that applicant. Each member by

joining the Company agrees to pay an entrance fee in advance which will be determined from time to time and to be bound by this Constitution.

8. The entrance fee and annual subscription payable by members of the Company shall be such as the Board shall from time to time prescribe.
9. All annual subscriptions shall be due and payable by members in advance on the 1st July in every year or such other day as the Board shall prescribe.

Cessation

10. A person ceases to be a member of the Company if the person dies; resigns; is expelled; becomes bankrupt or is wound up; fails to pay any amount payable to the Company within thirty (30) days after that amount has become due (or such other period as determined by the Board from time to time); or ceases to be eligible to be a member of the Company for any other reason.

Resignation

11. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other monies due by him to the Company under this Constitution.

Disciplining Of Members

- 12.1 A complaint may be made by any member of the Company that another member of the Company;
 - (a) has persistently refused or neglected to comply with the provision or provisions of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Company.
- 12.2 On receipt of such a complaint, the Board;
 - (a) must serve notice of the complaint on the member concerned; and
 - (b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 12.3 The Board may by resolution expel the member from the Company or suspend the member from the Company if, after considering the complaint and any considerations made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proven.

- 12.4 If the Board expels or suspends a member, the Secretary must within seven (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 Rule 13.
- 12.5 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 under Rule 13 (a); or
 - (b) if within that period the member exercises the right of appeal, unless and until the Company confirms the resolution under Rule 13 (e),
- whichever is the later.

Right Of Appeal Of Disciplined Member

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- (a) A member may appeal to the Company in general meeting against a resolution of the Board under Rule 12, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect;
 - (b) 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;
 - (c) On receipt of a notice from the member under sub-clause (a), the Secretary must notify the Board which is to convene a general meeting of the Company to be held within twenty-eight (28) days after the date on which the Secretary received the notice;
 - (d) At a general meeting of the Company convened under sub-clause (c), no business other than the question of the appeal is to be transacted; the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked;
 - (e) If, at this general meeting the Company passes the resolution, the resolution is confirmed.

GENERAL MEETINGS

14. An Annual General meeting of the Company shall be held in accordance with the provisions of the Law, within the period of five (5) months after the expiration of each financial year of the Company. General Meetings may be held anywhere in Australia in the discretion of the Board.
15. The Board may at any time, and shall on the request of at least 5% of the number of members of the Company, convene an extraordinary general meeting. If the Board fails to convene an extraordinary general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one (1) or more of the members who made the requisition may convene an extraordinary general meeting to be held not later than three (3) months after that date.

16. Subject to the provisions of the Law relating to shorter notice, twenty-one (21) days notice shall be given of general meetings, such notice to be in writing and in accordance with the provisions of the Law.
17. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of consideration of the accounts, balance sheets, and the report of the Board and auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment of auditors if necessary.

Quorum and Procedure

18. The quorum for a meeting of the Company's members is five (5) members present in person. For the purpose of this clause "member" includes a person attending as proxy or representing a corporation.
19. If within half (1/2) 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 or to such other time and place as the Committee may determine and if at the adjourned meeting a quorum is not present within half (1/2) an hour from the time appointed for the meeting, the members present (being not less than three (3)) shall be a quorum.
20. The President shall preside as Chairperson at every General meeting of the Company or if there is no President or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-President shall be Chairperson, or if he or she is not present or is unwilling to act, then the members shall elect one of their number to be Chairperson of the meeting.
21. The Chairperson may, with the consent of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
22. At general meetings, each member shall have one (1) vote. Any resolution put to the vote at a meeting shall be decided on a show of hands unless (before the show of hands) a poll is demanded either by the Chairperson or at least three (3) members present in person or by proxy. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has been on the show of hands carried or not carried, shall be conclusive evidence of the result of the vote once entered into the Minute Book. The demand for a poll may be withdrawn.
23. If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be the resolution of the meeting. A poll demanded on the election of a Chairperson or on the question of adjournment shall be taken immediately.
24. In the case of equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

25. A member shall 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 (1) vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote.

Proxies

26. A member or proxy is not entitled to vote at any general meeting unless all money due and payable by the member or proxy to the Company has been paid, other than the amount of the annual subscription payable in respect of the then-current year.
27. Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
28. The notice appointing the proxy is to be in the following form.

HIRE AND RENTAL INDUSTRY ASSOCIATION LTD

I, _____ of _____

being a member of the HIRE AND RENTAL INDUSTRY ASSOCIATION LTD hereby appoint _____ of _____

or failing him _____ of _____

as my proxy to vote for me on my behalf at 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 authorised to vote *in favour of / *against the following resolutions:

Signed this _____ day of _____ 20__

*Strike out whichever is not desired.

BOARD OF DIRECTORS ("THE BOARD")

29. The Board shall consist of the President from time to time of each validly constituted State Branch (or their alternates), plus one representative elected by the members of the Party and Event Hire Division, plus the Immediate Past President of the Company, plus the President and Vice President of the Company who shall each be elected in accordance with Clause 32. Each member of the Board shall be a member of the Company or an employee or officeholder of a member of the Company.
30. Each member of the Board shall be a director of the Company.

31. At the annual general meeting of the Company, the members of the Board shall be installed and shall then hold office until the next annual general meeting when they shall retire but shall be eligible for re-election.

Office Bearers

32. The office bearers of the Company are the Immediate Past President, and the President and the Vice-President, who shall be members of the Board and shall be elected by the members of the Company. Nomination for candidates for election as the President and Vice President must be made in writing, signed by at least two financial members of the Company, and accompanied by the written consent of the candidate and delivered to the secretary of the Company by a date to be advised by the Company Secretary each year. If more than one candidate who meets the selection criteria is received for either position, a ballot for the election of the President and Vice President as the case may be shall be conducted as a postal ballot by the Secretary of the Company by a date to be advised by the Company Secretary each year. The newly elected President and Vice President shall be installed at the Annual General Meeting.

The following selection criteria shall also apply in relation to the President and Vice President:

1. Neither may be the president of a State Branch;
 2. Each must be a financial member of the Company, or an employee or officeholder of a member of the Company, whose membership is based on a principal business of hiring goods or services, rather than supplying goods or services to hire and rental industry.
33. (a) The Board shall appoint a Chief Executive Officer ("CEO") who shall not be a Director or member of the Company, who shall act as Secretary and Treasurer and Public Officer of the Company.
 - (b) The CEO shall attend all meetings of the Board and may attend any meeting of any sub-committee and is not to be considered a member of the Board or any sub-committee and shall have no vote in respect of votes taken at any meeting of the Board or of any sub-committee.
 - (c) The CEO as Treasurer must ensure that all money due to the Company is collected and received and that all payments authorised by the Company are made, and that correct books and accounts are kept showing the financial affairs of the Company including full details of all receipts and expenditure connected with the activities of the Company.
34. Where a member of the Board is a representative of a corporate member of the Company, if that corporate member of the Company has given written notice to the Secretary that its representative has ceased to represent the corporate member then that representative shall be deemed to have resigned as a member of the Board on and from the date of receipt by the Secretary of that notice.

35. The Company may from time to time by ordinary resolution passed at a general meeting, increase or reduce the number of office bearers of the Board.
36. The Board may from time to time have power to fill a casual vacancy on the Board. Any office bearer so appointed shall hold office only until the next annual general meeting.
37. The Company may by ordinary resolution of which special notice has been given, remove any member of the Board before the expiration of his term of office, and may by ordinary resolution appoint any other person in his stead. The person so appointed shall hold office only until the next annual general meeting.
38. The office of a member of the Board shall become vacant in the following circumstances.
 - (a) if the member becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) if the member becomes prohibited from being a director of the Company by reason of any order made under the Law;
 - (c) if the member dies or becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) if the member resigns by notice in writing to the Company;
 - (e) if the member for more than six (6) months is absent without permission of the Board for meetings of the Board held during that period;
 - (f) if the member is removed from office pursuant to the terms of this Constitution.

Powers of the Board

39. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting the Company and may exercise all such powers of the Company as are not, by the Law or by this Constitution, required to be exercised by the Company in general meeting; provided that any rule or regulation 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.
40. The Board may exercise all of 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.
41. All cheques or other negotiable instruments and all receipts for money paid to the Company and all orders for the operation of bank accounts shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two of the following;

The President, Vice-President or CEO
OR by such other members or officers of the Company as are authorised in writing by the Board.

42. The CEO as Secretary shall keep Minutes of all appointments of officers and servants, of all members of the Board and of the Company, and of all proceedings at all meetings of the Board and of the Company. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.
43. The Board may meet together anywhere in Australia for the conduct of its business and may regulate its meetings as it thinks fit. The Board shall usually meet twice per year, but the President or Secretary may at any time and the Secretary shall on the requisition of two members of the Board, summon a meeting of the Board. The Company shall pay the reasonable expenses of the members of the Board in attending validly constituted meetings.
44. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of members of the Board present at the meeting for all purposes shall be deemed a determination of the Board. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

Quorum and Procedure

45. The quorum necessary for a meeting of the Board shall be three (3) or such greater number as may be fixed by the Board.
46. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number required for a quorum, the continuing member or members may act for the purposes of increasing the number of members of the Board to that required number, or of summoning a general meeting of the Company but for no other purpose.
47. The President shall preside as Chairperson at every meeting of the Board or if there is no President or if at any time he is not present within ten (10) minutes after the time appointed for holding the meeting, the members may choose one of their number to be Chairperson of the meeting.
48. The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and all members of such advisory boards shall have one (1) vote each.

Sub-Committees

49. The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the directors of the Company by the Law or the general law) to one or more sub-committees consisting of such member or members of the Board 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 any

member or members of the Company. All members of each sub-committee shall have one (1) vote each.

50. A sub-committee may meet and adjourn as 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 Chairperson of the sub-committee shall have a second or casting vote.
51. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as mentioned above, or that the members of the Board 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 Board.
52. A resolution in writing signed by all members of the Board in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

STATE BRANCHES

53. The Board may establish a State Branch of the Company in each state or Territory of Australia as it thinks fit.
54. The minimum number of members of the Company normally resident in a State or Territory to entitle that State or Territory to have a State Branch shall be six (6) or such other number as is decided by the Board.
55. Each State Branch shall be a sub-committee of the Board and shall consist of a President, Vice-President and Treasurer, and up to three (3) other members or such other number as is decided by the Board. That sub-committee shall (subject to the approval of the Board) manage the business of the Company in the relevant State or Territory. The State Branch committee members shall be elected by those members of the Company normally resident in the relevant state or Territory at a meeting of those members in accordance with similar rules as apply to election of members of the Board. Meetings of the State Branch committee shall be conducted in accordance with similar rules as apply to meetings of the Board.
56. Each State Branch shall be established to further the objects of the Company within its relevant State or Territory.
57. Each State Branch may liaise with Government and other statutory authorities to further the interests of the Company, but shall only do so with the prior knowledge and written consent of the Board.
58. The State Branches shall comply with any directions of the Board in relation to the conduct of the Company's affairs within that State Branch's State or Territory, including in relation to the conduct of the State Branch committee. The Board and the

State Branches shall liaise with each other for the effective carrying out of the Company's objects but decisions of the Board shall be final.

59. All funds previously received as contributions from the State Branches, in their role as previous State organisations, following incorporation of the Company shall be consolidated into the main funds of the Company.
60. The State Branches shall have no power to collect any fees from members of the Company and the only income of the State Branches shall be such funds as are distributed from time to time to each State Branch by the Board for the purposes of conducting projects within the relevant State or Territory. The State Branches and their committees shall have no authority to enter any contract on behalf of the Company including employment contracts, and shall not be entitled to legally bind the Company without the prior written authority of the Board.
61. Each State Branch shall nominate for election at the Annual General Meeting of the Company its President to be the representative of that State Branch on the Board.
62. The Board shall be entitled to disband any State Branch where the Board decides that it is in the best interests of the Company to do so, subject to ratification by the Company in general meeting. If a State Branch is disbanded, the representative of that State Branch on the Board shall be deemed to have resigned from the Board.

ACCOUNTS

63. The Board and each State Branch and each other sub-committee or advisory board shall cause proper accounting and other administrative records to be kept of business under its control. Each State Branch and sub-committee or advisory board must account to the Board and provide copies on request of all financial and other administrative records. The Board shall distribute copies of the Company's profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of an auditor's report thereon as required by the Law.
64. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting or other records of the Company shall be open for the inspection of members.
65. A properly qualified auditor or auditors shall be appointed to the Company and his or their duties regulated in accordance with the Law.

NOTICES

66. Any notice required by law or by or under this Constitution to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address) to the address, if any, supplied by him to the Company for the giving of notices to him; or at a member's request by facsimile or email to such address as is provided by the member to the Secretary. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected the second business day after the date of its posting. Where a notice is sent by facsimile or email

it shall be deemed served the day after sending provided that for facsimile transmissions a confirmation of transmission is received by the sender.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address) have not supplied to the Company an address for the giving of notices to them and no other person shall be entitled to receive notices of general meetings.

INDEMNITY

68. Every member of the Board, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

INTERPRETATION

69. In this Constitution;
- (a) "Law" means the Corporations Act as amended from time to time;
 - (b) Words importing the singular include the plural, and vice versa, words importing the masculine gender include the feminine gender.

DISPUTE RESOLUTION

70. Disputes between members (in their capacity as members) of the Company, disputes between members and the Company and disputes between State Branches and the Board are to be referred to a centre for mediation as agreed by the parties to the dispute, or, failing agreement, as nominated by the President of the Law Society of New South Wales or his nominee.