CONSTITUTION

OF

ESSENTIAL OIL PRODUCERS ASSOCIATION OF AUSTRALIA INCORPORATED

WHITING LAWYERS

Level 4, 180 Queen Street Melbourne 3000
GPO Box 3003 Melbourne 3001
P. 61 9672 5888 F. 61 9672 5858
E. reception@whitinglaw.com.au
www.whitinglaw.com.au

Whiting Lawyers Pty Ltd ACN 610 020 132 ABN 26 611 680 627

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PART 1 PRELIMINARY

1 DEFINITIONS

1.1 In this constitution:

associate member a person that has associate membership under clause 6(b).

Association means Essential Oil Producers Association of Australia Incorporated.

Executive Committee means the committee elected under clause 17.

full member means a person that has full membership under clause 6(a).

ordinary committee member means a member of the Executive Committee who is not an office-bearer of the Association.

president means the person holding office under this constitution as president of the Association.

secretary means:

(a) the person holding office under this constitution as secretary of the Association, or

(b) if no person holds that office - the public officer of the Association.

special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009* (NSW).

the Regulation means the *Associations Incorporation Regulation 2016* (NSW).

1.2 In this constitution:

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

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

1.3 The provisions of the *Interpretation Act 1987* (NSW) 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 COMPOSITION

The Association shall consist of Australian producers and distributors of essential oils or allied extracts.

3 OBJECTS

The objects of the Association are:

(a) to promote the production of Australian essential oils and natural plant products;

(b) to provide an organisation through which the members of the Association may be drawn into close relationship;

(c) to arrange regular meetings of the Association;

(d) to appoint committees for particular purposes as required;

(e) to provide a unified approach for the industry in such things as industrial matters, government regulations and standards;

(f) to establish funds for carrying out the objects of the Association; and

(g) to assist with the co-ordination of research into essential oils and allied natural plant extracts and to disseminate research findings to members.

PART 2 MEMBERSHIP

4 MEMBERSHIP GENERALLY

4.1 A person is eligible to be a member of the Association if:

(a) the person is a natural person or body corporate, and

(b) the person has applied and been approved for membership of the Association in accordance with clause 5; and

(c) the person supports the objects and purposes of the Association.

4.2 A person is taken to be a member of the Association if:

(a) the person is a natural person or body corporate,

(b) the person was a member of the unincorporated body that registered as the Association immediately before the registration of the Association; and

(c) the person has paid all fees due and owing in relation to maintaining a membership with the Association, as required for that class of membership.

4.3 A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6(1)(a) of the Act was made.

5 APPLICATION FOR MEMBERSHIP

5.1 An application by a person for membership of the Association:

(a) must be made in writing (including by email or other electronic means, if the Executive Committee so determines) in the form determined by the Executive Committee;

(b) must state that the applicant agrees to be bound by this constitution of the Association; and

(c) must be lodged (including by electronic means, if the Executive Committee so determines) with the secretary of the Association.

5.2 At least annually at the Association's annual general meeting the secretary must refer all applications to the voting members of the Association received since the previous annual general meeting to the membership for a vote on whether to approve or to reject those persons' membership application.

5.3 Membership of the Association is only approved when 75% of the voting members of the Association approve.

5.4 As soon as practicable after the Association holds that vote, the secretary must:

(a) notify the applicant in writing (including by email or other electronic means, if the Executive Committee so determines) that the Association approved or rejected the application (whichever is applicable), and

(b) if the Association approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription to the extent not already fully paid.

5.5 The secretary must, on payment by the applicant of the amounts referred to in clause 5.4(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

6 CLASSES OF MEMBERSHIP

There will be three classes of membership of the Association:

(a) ***full member*** Any producers and distributors of essential oils and plant extracts and to producers of plant material for the production of essential oils or plant extracts. Full members have voting rights.

(b) ***associate member*** (Institute or Individual) Any consultants, non-commercial institutes, researchers and other parties with involvement in the Australian essential oils industry. Such members will receive all information, attend meetings but will not have voting rights (except where they are appointed to the Executive Committee as secretary in accordance with clause 17).

(c) ***honorary member*** Any persons who have contributed significantly to the development of the Australian essential oils industry. Honorary membership will be by invitation only and subject to approval of 75% of the voting members of the Association. Honorary members will receive all information, attend meetings but will have no voting rights (except where they are appointed to the Executive Committee as secretary in accordance with clause 17). Their membership will be exempt from annual fees.

7 CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person:

(a) dies, or

(b) is a body corporate, upon being wound up in accordance with the legislation under which it was incorporated; or

(c) is an unincorporated association or business partnership, upon the dissolution of that association or partnership; or

(d) resigns membership, or

(e) is expelled from the Association, or

(f) where the member is a full member or associate member, fails to pay the annual membership fee under clause 11.2 within 12 months after the fee is due.

8 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association:

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

9 RESIGNATION OF MEMBERSHIP

9.1 A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least three months (or any other period that the Executive Committee 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.

9.2 If a member of the Association ceases to be a member under clause 9.1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 REGISTER OF MEMBERS

10.1 The secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Association together with the date on which the person became a member.

10.2 The register of members must be kept in New South Wales:

(a) at the main premises of the Association, or

(b) if the Association has no premises, at the Association's official address.

10.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

10.4 A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than $1 for each page copied.

10.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

10.6 A member must not use information about a person obtained from 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 Association or other material relating to the Association, or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10.7 If the register of members is kept in electronic form:

(a) it must be convertible into hard copy, and

(b) the requirements in clauses 10.2 and 10.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

11 FEES AND SUBSCRIPTIONS

11.1 Subscription fees for each class of membership shall be determined by the Executive Committee and ratified at a general meeting.

11.2 A member of the Association must pay to the Association an annual membership fee (which will vary depending on their membership class) as determined by the Executive Committee and ratified at a general meeting:

(a) except as provided by paragraph (b), before the first day of the financial year of the Association in each calendar year, or

(b) if the member becomes a member on or after 1 July (being the first day of the financial year of the Association in any calendar year) — on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

11.3 The Association may from time to time make a levy or levies on members to meet exceptional expenditure. Any such levy or levies must be approved by 75% of the members present at a general meeting. The secretary of the Association shall notify every member of the Association in writing of the imposition of any levy and the amount thereof and every member shall pay the amount of such levy to the Association within 30 days of the issue of such notice.

12 MEMBERS' LIABILITIES

12.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 11.

13 RESOLUTION OF DISPUTES

13.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* (NSW).

13.2 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.

13.3 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

14 DISCIPLINING OF MEMBERS

14.1 A complaint may be made to the Executive Committee by any person that a member of the Association:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the Association.

14.2 The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

14.3 If the Executive Committee decides to deal with the complaint, the Executive Committee:

(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 Executive Committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in

connection with the complaint.

14.4 The Executive Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association 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.

14.5 If the Executive Committee expels or suspends a member, the secretary must, within seven 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 Executive Committee for having taken that action and of the member's right of appeal under clause 15.

14.6 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 Association confirms the resolution under clause 15,

whichever is the later.

15 RIGHT OF APPEAL OF DISCIPLINED MEMBER

15.1 A member may appeal to the Association in general meeting against a resolution of the Executive Committee under clause 14, within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

15.2 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.

15.3 On receipt of a notice from a member under clause 15.1, the secretary must notify the Executive Committee, which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

15.4 At a general meeting of the Association convened under clause 15.3:

(a) no business other than the question of the appeal is to be transacted, and

(b) the Executive Committee 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.

15.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

PART 3 THE EXECUTIVE COMMITTEE

16 POWERS OF THE EXECUTIVE COMMITTEE

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the Executive Committee:

(a) is to control and manage the affairs of the Association, and

(b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a

general meeting of members of the Association, and

(c) has power to perform all the acts and do all things that appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

17 COMPOSITION AND MEMBERSHIP OF EXECUTIVE COMMITTEE

17.1 The Executive Committee is to consist of:

(a) the office-bearers of the Association, and

(b) at least 2 ordinary Executive Committee members,

each of whom must be a full member, other than the secretary which may be an associate or honorary member, and be elected at the annual general meeting of the Association under clause 18.

17.2 The total number of Executive Committee members is to be no more than 7.

17.3 The office-bearers of the Association are as follows:

(a) the president;

(b) the vice-president;

(c) the secretary; and

(d) the treasurer.

17.4 An Executive Committee member may hold up to 2 offices (other than both the offices of president and vice-president).

17.5 There is no maximum number of consecutive terms for which an Executive Committee member may hold office.

17.6 The president shall act as Chairperson of all General Meetings and shall be an ex officio member of all committees, including the Executive Committee.

17.7 In the president's absence, the vice-president will assume the president's responsibilities.

17.8 In the absence of both the president and vice-president, the president's responsibilities will be assumed by the secretary.

17.9 The president is, subject to this constitution, to hold office until immediately before the election of president at the annual general meeting next following the date of the president's election, and is eligible for re-election.

17.10 Each other member of the Executive Committee is, subject to this constitution, to hold office until immediately before the election of Executive Committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

18 ELECTION OF EXECUTIVE COMMITTEE MEMBERS

18.1 Nominations of candidates for election as office-bearers of the Association or as ordinary Executive Committee members:

(a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

18.2 If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

18.3 If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.

18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

18.6 The ballot for the election of office-bearers and ordinary Executive Committee members of the Executive Committee is to be conducted at the annual general meeting in any usual and proper manner that the Executive Committee directs.

18.7 A person nominated as a candidate for election as an office-bearer or as an ordinary Executive Committee member of the Association must be a full member of the Association.

19 SECRETARY

19.1 The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of their address

19.2 It is the duty of the secretary to:

(a) keep minutes (whether in written or electronic form) of:

(i) all appointments of office-bearers and members of the Executive Committee, and

(ii) the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting, and

(iii) all proceedings at Executive Committee meetings and general meetings; and

(b) generally act on the direction of the Association or its president.

19.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19.4 The signature of the chairperson may be transmitted by electronic means for the purposes of clause 19.3.

20 TREASURER

20.1 It is the duty of the treasurer of the Association to ensure:

(a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and

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

21 CASUAL VACANCIES

21.1 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

21.2 A casual vacancy in the office of a member of the Executive Committee occurs if the member:

(a) dies, or

(b) ceases to be a member of the Association, or

(c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

(d) resigns office by notice in writing given to the secretary, or

(e) is removed from office under clause 22, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the Executive Committee from 3 consecutive meetings of the Executive Committee, or

(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

(i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

22 REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

22.1 The Association in general meeting may by resolution remove any member of the Executive Committee 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.

22.2 If a member of the Executive Committee to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association 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.

23 COMMITTEE MEETINGS AND QUORUM

23.1 The Executive Committee must meet at least three times in each period of 12 months at the place and time that the Executive Committee may determine.

23.2 Additional meetings of the Executive Committee may be convened by the president or by any member of the Executive Committee.

23.3 Oral or written notice of a meeting of the Executive Committee must be given by the secretary to each member of the Executive Committee at least 48 hours (or any other

period that may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.

23.4 Notice of a meeting given under clause 23.3 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 Executive Committee members present at the meeting unanimously agree to treat as urgent business.

23.5 Any three members of the Executive Committee constitutes a quorum for the transaction of the business of a meeting of the Executive Committee.

23.6 No business is to be transacted by the Executive Committee 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 the same place and at the same hour of the same day in the following week.

23.7 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.

23.8 At a meeting of the Executive Committee:

(a) the president or, in the president's absence, the vice-president is to preside, or

(b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Executive Committee chosen by the members present at the meeting is to preside.

24 APPOINTMENT OF ASSOCIATION MEMBERS AS EXECUTIVE COMMITTEE MEMBERS TO CONSTITUTE QUORUM

24.1 If at any time the number of Executive Committee members is less than the number required to constitute a quorum for an Executive Committee meeting, the existing Executive Committee members may appoint a sufficient number of full members of the Association as Executive Committee members to enable the quorum to be constituted.

24.2 A member of the Executive Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

24.3 This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

25 USE OF TECHNOLOGY AT EXECUTIVE COMMITTEE MEETINGS

25.1 An Executive Committee meeting may be held at 2 or more venues using any technology approved by the Executive Committee that gives each of the Executive Committee's members a reasonable opportunity to participate.

25.2 An Executive Committee member who participates in an Executive 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.

26 DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

26.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Executive Committee thinks fit) the exercise of any of the functions of the Executive Committee that are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the Executive Committee by the Act or by any other law.

26.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

26.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

26.4 Despite any delegation under this clause, the Executive Committee may continue to exercise any function delegated.

26.5 Any act or thing done or suffered by a sub-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 Executive Committee.

26.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

26.7 A sub-committee may meet and adjourn as it thinks proper.

27 VOTING AND DECISIONS

27.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee are to be determined by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.

27.2 Each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (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.

27.3 Subject to clause 23.5, the Executive Committee may act despite any vacancy on the Executive Committee.

27.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

PART 4 GENERAL MEETINGS

28 ANNUAL GENERAL MEETINGS - HOLDING OF

28.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.

28.2 The Association must hold its annual general meetings:

(a) within 6 months after the close of the Association's financial year, or

(b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

29 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

29.1 The annual general meeting of the Association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the Executive Committee thinks fit.

29.2 The annual general meeting of the Association will be the first meeting after 30 June in each year.

29.3 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:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

(b) to receive from the Executive Committee reports on the activities of the Association during the last preceding financial year,

(c) to elect office-bearers of the Association and Executive Committee members,

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

29.4 An annual general meeting must be specified as that type of meeting in the notice convening it.

30 SPECIAL GENERAL MEETINGS - CALLING OF

30.1 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.

30.2 The Executive Committee must, on the requisition of at least 5% of the total number of members (being members entitled under this constitution to vote at a special general meeting), convene a special general meeting of the Association.

30.3 A requisition of members for a special general meeting:

(a) must be in writing, and

(b) must state the purpose or purposes of the meeting, and

(c) must be signed by the members making the requisition, and

(d) must be lodged with the secretary, and

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

30.4 If the Executive Committee fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.

30.5 A special general meeting convened by a member or members as referred to in clause 30.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee.

30.6 For the purposes of clause 30.3:

(a) a requisition may be in electronic form, and

(b) a signature may be transmitted, and a requisition may be lodged, by

electronic means.

31 NOTICE

31.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

31.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 31.1, the intention to propose the resolution as a special resolution.

31.3 No business other than that specified in the notice convening a 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 29.2.

31.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32 QUORUM FOR GENERAL MEETINGS

32.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

32.2 Half of all members plus one member present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

32.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members—is to be dissolved, and

(b) in any other case—is to stand adjourned to the same day in the following week at the same time 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 given before the day to which the meeting is adjourned) at the same place.

32.4 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 entitled to vote present (being at least 3) are to constitute a quorum.

33 PRESIDING MEMBER

33.1 At each general meeting of the Association:

(a) the president; or

(b) in the president's absence or unwillingness to act, the vice-president; or

(c) in the president's and vice-president's absence or unwillingness to act, the secretary,

is to preside as chairperson.

33.2 If the president, the vice-president and the secretary are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34 ADJOURNMENT

34.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of 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.

34.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

34.3 Except as provided in clauses 34.1 and 34.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35 MAKING OF DECISIONS

35.1 A question arising at a general meeting of the Association is to be determined by:

(a) a show of hands or, if the meeting is one to which clause 40 applies, any appropriate corresponding method that the Executive Committee may determine, or

(b) if on the motion of the chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

35.2 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 Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

35.3 Clause 35.2 applies to a method determined by the Executive Committee under clause 35.1(a) in the same way as it applies to a show of hands.

35.4 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.

36 SPECIAL RESOLUTIONS

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

37 VOTING

37.1 On any question arising at a general meeting of the Association a member has one vote only.

37.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

37.3 A member is not entitled to vote at any general meeting of the Association unless:

(a) the member is a full member and

(b) all money due and payable by the member to the Association has been paid.

37.4 A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

37.5 A motion shall be passed and adopted on more than 50% of the full members present at the meeting and proxies voting in favour of the motion.

38 PROXY VOTES PERMITTED

38.1 Proxy voting is permitted at or in respect of a general meeting.

38.2 The absent member should advise the secretary in writing of their inability to attend and name the proxy to vote in their stead.

39 POSTAL OR ELECTRONIC BALLOTS

39.1 The Association may hold a postal or electronic ballot (as the Executive Committee determines) to determine any issue or proposal (other than an appeal under clause 15).

39.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40 USE OF TECHNOLOGY AT GENERAL MEETINGS

40.1 A general meeting may be held at 2 or more venues using any technology approved by the Executive Committee that gives each of the Association's members a reasonable opportunity to participate.

40.2 A member of an Association who participates in a 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.

PART 5 MISCELLANEOUS

41 ALTERATIONS TO CONSTITUTION

41.1 Any provision of this constitution may be repealed or amended or a new provision introduced by a special resolution a motion agreed to by 75% of the members present and voting at any General Meeting.

42 INDEMNITY

Subject to the Act and the Regulation, every office bearer, member, secretary or other officer of the Association shall be indemnified out of the fund of the Association against (and it shall be the duty of the Association to pay out of the funds available) any costs, losses or expenses which any such office bearer, member, secretary or other officer of this Association may incur or become liable to, by reason of any contract entered into or act or thing done by them, in any way discharging their duty, while acting in good faith and in accordance with the instructions of the Association.

43 INSURANCE

The Association may effect and maintain insurance.

44 FUNDS - SOURCE

44.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the Executive Committee determines.

44.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

44.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

45 FUNDS - MANAGEMENT

45.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Executive Committee determines.

45.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

45.3 The accounts of the Association shall be prepared and audited annually every financial year.

46 ASSOCIATION IS NON-PROFIT

46.1 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.

46.2 Clause 46.1 should not prevent the payment in good faith or remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association or reasonable and proper rent for premises let by any member to the Association.

47 WINDING UP OF ASSOCIATION

The Association shall only be voluntarily wound-up at a general meeting specially convened for the same purpose. The special resolution at such a meeting must be decided by an 80% majority of the votes recorded in respect of the same.

48 DISTRIBUTION OF PROPERTY ON WINDING UP

48.1 Subject to the Act and the Regulation, 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.

48.2 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.

49 CHANGE OF NAME, OBJECTS AND CONSTITUTION

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive Committee member.

50 CUSTODY OF BOOKS ETC

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

(a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Executive Committee determines), or

(b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

51 INSPECTION OF BOOKS ETC

51.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

(a) records, books and other financial documents of the Association,

(b) this constitution,

(c) minutes of all Executive Committee meetings and general meetings of the Association.

51.2 A member of the Association may obtain a copy of any of the documents referred to in clause 51.1 on payment of a fee of not more than $1 for each page copied.

51.3 Despite clauses 51.1 and 51.2, the Executive Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

52 SERVICE OF NOTICES

52.1 For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

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

(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.

52.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

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

(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

(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.

53 FINANCIAL YEAR

The financial year of the Association is:

(a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and

(b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.