

**AUSTRALIAN WOOD PANELS ASSOCIATION INC****CONSTITUTION AND RULES**

The several Entities executing these presents DO HEREBY AGREE to join together in association and to constitute an Incorporated Association under the name of AUSTRALIAN WOOD PANELS ASSOCIATION INC with the objects and subject to the rules and provisions hereinafter set out, that is to say:-

**1. DEFINITIONS**

In this Constitution and Rules except where inconsistent with the context, the following definitions and provisions shall apply:-

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 23/05/2002

- (a) Organisation means the Australian Wood Panels Association Incorporated hereby constituted.
- (b) Member means an entity who or which is a member of the Organisation.
- (c) The Committee of Management is the Executive Committee constituted as hereinafter provided.
- (d) Financial Member means a member who or which is not in default in the due payment of any subscription or any levy or any instalment of any subscription or levy which shall for the time being be payable by him or it under any of the rules of the Organisation.
- (e) Wood Panels means particleboard, hardboard, medium density fibreboard, softboard and oriented strandboard.
- (f) Agent/Distributor means an entity acting as a direct distributor of a producer.
- (g) Entity includes a person, firm, company, incorporated body, corporation of any type, Government Department or statutory body. Words importing the singular shall include the plural and vice versa, words importing male shall include or extend to female, words importing an individual shall extend to any other entity (as herein defined).
- (h) Sub-committee means a committee appointed by the Executive Committee of the Association to carry out specific tasks at the Executive Committee's direction and will consist of special appointees as are nominated by the Executive Committee as more particularly hereinafter specified.
- (i) N.A.F.I. means the National Association of Forest Industries.
- (j) Wood Panel Manufacturer is an organisation manufacturing reconstituted wood panels to conventional or recognised standards.
- (k) Resin Manufacturer is an organisation manufacturing resins used as adhesives in the manufacturing of wood panel products.

- (l) Quality Council is an independent impartial body established to govern and oversee certification activities of the Association. Any Quality Council advice or decisions unacceptable to the AWPA Executive Committee shall be immediately notified by the Quality Council to JAS-ANZ.
- (m) Forest Owner is an organisation which owns or controls forests and grows wood for supply to panel manufacturers for the production of wood panels.

## **2. NAME**

The name of the Organisation shall be the Australian Wood Panels Association Incorporated.

## **3. CONSTITUTION**

The Organisation shall consist of the Foundation Members (being those Entities executing these presents) and such other members as may subsequently be admitted to membership in accordance with these Rules.

## **4. OBJECTS**

The Organisation is not formed for profit. The Organisation has not for any of its Objects the acquiring of gain by the Organisation or any of the individual members thereof. The following are declared to be the Objects of the Organisation namely:-

- (i) To promote the development of agricultural and forestry resources of Australia for export development and import substitution, and for the development of manufacturing and industrial resources of Australia applicable to Wood Panels, and to promote the use application and sale of Australian manufactured wood panels both within Australia and abroad.
- (ii) To promote the interests of all entities engaged or concerned in manufacturing, merchandising, importing, exporting, utilising or otherwise dealing with Wood Panels or engaged in the study and application of wood technology in its application to Wood Panels or interested in any way in the production, sale or use of Wood Panels.
- (iii) To give to legislative and public bodies and other facilities for conferring with and ascertaining the views of members and other persons engaged in the production, sale or use of Wood Panels as regards matters directly or indirectly affecting the same.
- (iv) To maintain liaison with the Standards Association of Australia, The Commonwealth Scientific and Industrial Research Organisation, N.A.F.I., The Australian Institute of Management, The Forest and Wood Products Research and Development Corporation or any other body or institution of any kind whatsoever, to whatever extent the Organisation may, from time to time, consider desirable to further all or any of the objects of the Association.
- (v) To represent the views and interests of members and for that purpose to issued statements to the Press, Radio and Television or otherwise howsoever; to make representations, prepare petitions or send deputations to persons, firms, companies, public or private bodies, corporations or institutions whose conduct or action may, in any way, affect the fulfilment of any of the objects of the

Association; to appear and give evidence by representation before any body, judicial or otherwise, where such representation may conduce to the fulfilment of any of the objects of the Association and generally, to watch observe and collect information concerning legislation or any other activity affecting the production, use or sale of Wood Panels and to take steps in relation thereto as may be deemed expedient.

- ( vi ) To support and protect the integrity, character, status and interest of all members and others engaged in the production, sale or use of Wood Panels and to combat by any lawful means any dishonourable conduct or practice amongst such members and other entities.
- ( vii ) To originate and promote alterations or amendments in the law so far as the same shall affect or concern the Association and to support or oppose alteration or amendments thereto and to effect alterations or improvements in the law or its administration in matters connected with or affecting the Wood Panels Industry and for those purposes to take such steps and proceedings as may be deemed expedient or conducive to the attainment of such purposes.
- ( viii ) To collect and circulate statistics and other information relating to the Wood Panels Industry; to print, publish, issue, circulate and/or assist and support the publication, issue and circulation of newspapers, periodicals, books, papers, circulars and other literary productions; to produce cinematographic films, and also provide for lectures, demonstrations, cinematographic, television and other exhibitions in relation to the Wood Panels Industry, and to adopt such other means of publicity as may seem expedient for promoting the objects of the Association.
- ( ix ) To advertise Wood Panels in any manner and by means of any publication, particularly any publication circulating amongst Architects, Builders, Contractors, Furniture Manufacturers and other users of the same.
- ( x ) To hold or promote competitions of any description authorised by law which may be calculated to assist the objects of the Association or to advertise or promote the sale, distribution or circulation of any publication issued or sold by it or in which it is interested and to give prizes in connection therewith of any description.
- ( xi ) To promote, conduct or contribute to research upon the use of Wood Panels, prevention of degeneration or breakdown of the material or any other matter affecting the production, treatment, use or sale of Wood Panels in any way.
- ( xii ) To establish testing facilities and conduct product quality testing, audits and certification activities and be recognised and accredited by appropriate bodies as having the competence to perform such activities.
- ( xiii ) To acquire by purchase, taking on lease or otherwise lands, buildings and all other property, real and personal, which the Association for the purpose thereof may from time to time think proper to acquire and which may lawfully be held by it

and to re-sell, under-lease or sub-let, surrender, turn to account or dispose of such property or any part thereof and to erect upon any such land any house or other buildings for the purposes of displaying the advantages of Wood Panels or for any other of the purposes of the Association and to alter or add to or demolish any building erected upon any such land, always within the requirements of any local by-law or other planning authority.

- (xiv) To acquire for the use of members by purchase, donation or otherwise a technical, industrial and statistical library and collection of models, designs, drawings, and other articles of interest having reference to the Wood Panels Industry and to maintain and improve such library and collection.
- (xv) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for control, to manage, superintend, lend monetary assistance to or otherwise assist any associations and institutions incorporated or not incorporated with objects altogether or in part similar to those of the Association and not being a trade union, providing that the Association in General Meeting is satisfied that such connection will assist the production or sale or otherwise benefit the Wood Panels Industry.
- (xvi) To borrow any monies required for the purposes of the Association, either without security or upon such securities as may be determined but so as such borrowings shall not render any individual member personally liable to the extent of such borrowings.
- (xvii) To let on lease or on hire and either for rent or on royalties, tribute, share of profits or other consideration the whole or any part of the real and personal property of the Association on such terms and for such periods as the Executive Committee shall determine.
- (xviii) To sell, exchange, place under offer, dispose of or otherwise deal with all or any of the rights, assets, goodwill or shares the property for the time being of the Association, whether freehold, leasehold or otherwise and whether real or personal, for cash or on credit or partly for cash or on credit or for such other consideration as the Executive Committee shall think fit.
- (xix) To insure against damage by fire or at sea or otherwise in respect of any insurable contingency any property in which the Association has an insurable interest and to insure any servant or member of the Association against risk of injury by accident or otherwise, or upon any fidelity insurance or against negligence or public risk and to pay premiums on such insurances.
- (xx) To invest and deal with the monies of the Association not immediately required upon such securities and investments, including stock or shares in companies and generally in such manner as may from time to time be determined by the Executive Committee.
- (xxi) From time to time to make donations to such persons, firms or corporations and organisations or associations and in such cases and either of cash or other assets of the Association as the Executive Committee may think directly or indirectly conducive to any of its objects or otherwise expedient and to subscribe to or

guarantee money for any charitable, useful or benevolent objects or for any will, in the opinion of the Executive Committee, tend to increase its repute or popularity among its members or the public.

- ( xxii) To enter into any arrangement with any Government or Authorities, supreme or municipal, local or otherwise, or any Company in any part of the world and to obtain from any such Government Authority or Company or otherwise acquire any concessions, rights or privileges for any objects or purposes whatsoever which the Executive Committee may think capable of being profitably dealt with or desirable to obtain and carry into effect work, exercise or otherwise turn to account, deal with and dispose of any such concessions, rights or privileges.
- ( xxiii) To expend money in any way which the Executive Committee may think fit with the view of improving the value of any property of the Association or of otherwise directly or indirectly advancing its interests.
- ( xxiv) To procure the Association to be recognised in and to do all things necessary or expedient for compliance with the laws and regulations of the Imperial or any colonial State, Federal or foreign government or local authority in any place or places where the Association may be desirous of carrying on its activities.
- ( xxv) To sell, improve, manage, exchange, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Association.
- ( xxvi) To pay all or any of the costs, charges and expenses preliminary and incidental to the formation, establishment and incorporation of the Association.
- (xxvii) To appoint from time to time, either with full or restricted powers of sub-delegation and either with or without remuneration, agents, attorneys or other persons or corporations under power of attorney or otherwise for the purpose of carrying out and completing all or any of the objects of the Association with the same or more limited powers than the Association has and to delegate such powers of appointment to any person or persons, company or corporation and from time to time to revoke and cancel all or any such appointments of delegations and to remove any person or corporation appointed thereunder.
- (xxviii) To accept or take any security for any debt or liability to the Association or any property, real or personal, in or towards payment or satisfaction of any such debt or liability.
- (xxix) To collect, solicit and accept subscriptions, donations and bequests, whether of real or personal estates, and to raise funds by the imposition of levies or contributions on members and/or other persons for all or any of the purposes of the Association.
- (xxx) To do all such other acts, matters and things as will extend or may appear likely to the Executive Committee to extend the uses or markets for Australian Wood

## Panels.

- (xxxix) To do all such other acts, matters and things as are or may appear to the Executive Committee to be incidental or conducive to the attainment of the above objects or any of them.
- (xxxixii) To transfer or otherwise cause to be vested in any company, person or persons to be held in trust for the Association or on such trusts for working, developing or disposing of the same as may be considered expedient any property which the Association is authorised to acquire.
- (xxxixiii) To make arrangements for and to enter into agreements with any Insurance Company for the establishment of a plan or system of superannuation or other similar benefits for the employees of the Association and their relatives or/or dependants.
- (xxxixiv) To adopt any means of making Wood Panels known as may seem expedient.
- (xxxixv) To hire, employ or discharge secretaries, accountants, clerks, organisers, managers or staff and to pay to them and to other persons in return for services rendered to the Association fees, salaries, wages or bonuses.
- (xxxixvi) To make and from time to time amend, alter or enlarge by-laws, rules or regulations governing the conduct of persons, firms or companies associated with or members of the Association and to enforce compliance with such by-laws, rules and regulations by the infliction of fines or penalties.
- (xxxixvii) The objects specified in each clause of the Constitution shall be in no ways limited or restricted by reference to or inference from the terms of any other clause or of the name of the Association and it is further declared that the meaning of any of the Association's objects shall not be restricted by reference to any other object or by the juxtaposition of two or more objects and in the event of any ambiguity this clause shall be construed in such a way as to widen and not restrict the powers of the Association.

## **5. MEMBERSHIP**

Membership shall consist of :

- a) Wood Panel Manufacturer members.
- b) Associate Members.
  - (i) The Foundation Members of the Association shall be those wood panel manufacturer entities who have executed these presents.
  - (ii) Wood Panel membership shall apply to any entity who is an Australian Reconstituted Wood Panels Manufacturer who shall be eligible to apply for admission as a member of the Association and the qualifications for membership

shall be the payment annually (or as otherwise provided herein) of the subscription which the member has agreed to contribute or is required to contribute as hereinafter provided.

- (iii) Associate membership shall apply to any entity who is a resin manufacturer, forest owner or any entity whose associate membership in the opinion of the Association Executive Committee would further and enhance of the objects of the Association. Associate membership will be by invitation from the Executive Committee and will only attend meetings of the Association by invitation. The qualifications for associate membership shall be the payment annually (or as otherwise provided herein) of the subscription which the member has agreed to contribute or is required to contribute as hereinafter provided.
- (iv) Every candidate for membership shall make application, in writing, signed by such applicant in the following form:-

To the Executive Committee of the Australian Wood Panels Association Incorporated

Sirs,

Application is hereby made for admission to membership/associate membership of the Australian Wood Panels Association Incorporated and it is hereby agreed that upon approval by the Executive Committee of this application, the Applicant shall be bound by the Constitution and Rules of the Association for the time being in force. Relevant particulars regarding the Applicant are:-

Full name of Applicant.....

Nature of Business.....

Address.....

The Applicant undertakes to pay a subscription of \$.....per annum.

Individuals sign \*.....

Corporation affix Seal \*.....

\* Delete one not applicable.

- (v) Each member shall contribute to the funds of the Association as hereinafter provided.
- (vi) A register of all members of the Association in alphabetical order be made and kept in the office of the Association and it shall contain the last known address of each Member.

## **6. RESIGNATION OF MEMBERS**

Membership shall be for a minimum period of one year, from 1st July in one year to 30th June of the following year. Any member may resign his membership as from the 30th day of June upon giving not less than three calendar months prior notice in writing in that behalf. The Executive Committee shall accept any such resignation duly made but without prejudice to the liability of such member to pay in full all monies due from such member up to the time of such resignation taking effect and for any liability which may have accrued at the date of resignation of such and upon such acceptance such member shall thereupon cease to have any right, estate or interest in or claim to the assets of the Association or any part thereof.

Every such resignation shall take effect on the 30th day of June next succeeding the expiration of three calendar months after the giving of any such notice or subsequently for any decision to which he may have been a party as a member.

## **7. EXPULSION OF MEMBERS**

In the event of any person who is a member or who is a partner in a firm which is a member becoming insolvent, bankrupt or suspending payment of debts or making an assignment of his estate or any composition or arrangement with or for the benefit of or with his creditors or, by his actions, making himself, in the opinion of the Executive Committee, unsuitable to be or continue to be a member of the Association or in the case of a corporation of any type which is a member a resolution being passed or an order being made for the winding up of such corporation or receiver being appointed to arrange the affairs of such corporation then and in any such event the Executive Committee shall have power to cancel the membership of any such member by resolution carried by a two-thirds majority of the Executive Committee present at a meeting called with notice of that subject as or as part of its agenda, subject however to the member concerned first having opportunity to offer or present to the Executive Committee either in person or by its representative or in writing such explanation and contentions as such member may desire.

## **8. MEMBER'S REPRESENTATIVE (S)**

- (i) Every Member, other than a single individual, shall within one calendar month after admission to membership appoint a person or persons to be its representative (s) for purposes of these Rules.
- (ii) Every such Member may at any time revoke any such appointment but shall forthwith make a new appointment.
- (iii) Every representative so appointed shall be the representative (s) of the Member for all purposes of these Rules and shall be deemed for all such purposes to be the Member which he/they represent (s) and shall be entitled to all the rights and privileges of a member attaching to the Member which he/they represent (s).
- (iv) In these Rules the expression Member's Representative shall mean the representative (s) of the Member appointed pursuant to this Rule.



## **9. OFFICE BEARERS**

The office bearers of the Association shall be:-

- ( a ) A President.
- ( b ) A Vice-President.
- ( c ) An Executive Committee of Management.
- ( d ) An Auditor.

No person who is not a Member or a Member's Representative shall be eligible to hold any office except that of Auditor.

- (1) The President shall in all official relations of the Association take precedence over all other members. He shall take the Chair when present at any meeting of the Association and shall have a casting vote in addition to his own deliberative vote in all cases of equality in voting or ballot on any question. He shall be ex officio a member of all Executive Committees. In his absence the Vice-President shall act in his stead.
- (2) All office bearers shall be elected annually in such a manner as is prescribed in these Rules but shall be eligible for re-election in any event and shall hold office until their successors are appointed.

## **10. EXECUTIVE OFFICERS**

- (1) The Executive Committee may appoint a Executive Director for the purpose of conducting the promotional and business activities of the Association and undertaking such duties as the Executive Committee may from time to time direct.
- (2) The Executive Director shall be the chief executive officer of the Association.
- (3) The Executive Committee may appoint and engage such other officers, clerks and servants as the Executive Committee shall from time to time determine.
- (4) The Executive Committee may dismiss any person employed, appointed or engaged in any capacity.
- (5) The Executive Committee may remunerate any such person in such manner and to such extent as the Executive Committee may from time to time determine.

## **11. MEMBER'S SUBSCRIPTIONS**

- (1) Each Member shall pay to the Association a joining fee and an annual subscription. The annual subscription shall be for and in respect of each financial year commencing on the 1st day of July. Subject to the limits hereinafter set out the subscription of each member shall be the amount for the time being fixed by the Executive Committee within the limits and subject to the provisions hereinafter contained.

- (2) The joining fee shall be the sum of \$5000.00
- (3) The amount of each member's subscription shall be as follows:
  - i) For plants with an installed capacity of 100,000m<sup>3</sup> or more \$5000.00
  - ii) For plants with an installed capacity less than 100,000m<sup>3</sup> \$2500.00

Or such sum, after allowing for minimum payment as above, calculated according to the member's percentage share of the domestic market whichever is the greater.

The amount of each Member's subscription shall be as outlined in (3) above or such other amount as may be previously determined from time to time by Members at the Annual General Meeting of the Association.

- (4) The subscription payable by all Members in respect of membership shall be payable and paid within 30 days of the determination of the subscription.
- (5) The subscription payable by Associate members shall be the sum of \$10,000.00 per annum or such other sum as determined by the Executive Committee.

## **12. THE EXECUTIVE COMMITTEE**

- (1) (a) The Executive Committee shall consist of not less than one nor more than eight Committeemen in addition to the President and Vice-President.
  - (b) The first Executive Committee shall comprise the President and Vice-President and four Executive Committeemen, but the number of Executive Committeemen may be increased up to the maximum of ten by resolution in General Meeting on the petition of any three members.
  - (c) Associate members are ineligible for election to the Executive Committee.
- (2) The Executive Committee shall have the following powers and duties:-
  - (a) Generally to conduct the affairs of the Association in accordance with the provisions of these Rules and, subject to any direction given by resolution of the Members in General Meeting, to have the entire management, control and superintendence of the affairs of the Association and of its officers and servants.
  - (b) To fill any casual vacancy among the office-bearers of the Association. Any person so appointed shall hold office until the next Annual Meeting when he shall retire but shall be eligible for re-election.
  - (c) To engage, employ or appoint such persons from time to time as in the opinion of the Executive Committee are necessary for carrying out the objects of the Association or for advising the Executive Committee or for any professional purposes and to dismiss any employees and to cancel any other engagement or appointment.

- (d) To appoint such sub-committees as it deems desirable or necessary for the efficient and proper conduct of the Association's business and to define the duties and responsibilities of such sub-committees and to present a full report of the proceedings of such sub-committee meeting to the next regular meeting of the Executive Committee.
- (e) To deal with the finances and property of the Association to receive and collect monies to invest monies in whatever way it may deem advisable, to hold property, and to borrow money without giving security or upon security over any assets of the Association.
- (f) To enter into any arrangement with any such person, body or association as is mentioned in Rule 4, for the co-operation of the Association with such person, body or association in accordance with the provisions of, or in pursuance of the objects expressed herein and to make such detailed arrangements to that end as the Executive Committee shall see fit. Provided always that a majority of the members of the Executive Committee shall have approved as a matter of general policy of the co-operation of the Association with such other person, body or association.
- (g) To establish such branches of the Association under such terms and conditions as the Executive Committee may from time to time deem desirable or advisable to further the objects of the Association as defined herein.
- (h) To make levies on members to meet any ordinary or special expenditure.
- (i) To draw cheques on any Bank Account and to overdraw any such account and to determine what office-bearers or members shall sign any such cheques.
- (j) To have custody of the Seal of the Association and to cause the Seal to be affixed to any document requiring to be authenticated and no such document shall be deemed to be duly authenticated unless the Seal shall have been affixed by authority of a resolution of the Executive Committee and in the presence of not less than two members of the Executive Committee and of the Public Officer or some other person authorised by the Executive Committee.

### **13. PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

The proceedings of the Executive Committee shall be regulated as follows:-

- (a) The Executive Committee may from time to time meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
- (b) The Executive Committee shall meet not less than once in every six calendar months.
- (c) Seven days notice in writing of every meeting shall be given to all members of

the Executive Committee specifying the place, day and hour of meeting and the general nature of the business to be dealt with thereat provide however that the President (or in his absence the Vice-President) may in any case if urgency cause a meeting to be summoned at shorter notice and without formal written notice.

- (d) When and so long as the Executive Committee comprises no more than eight persons, three Members shall form a quorum, when and so long as the Executive Committee comprises ten persons, five members shall form a quorum but otherwise a quorum shall be there.
- (e) Each member of the Executive Committee shall have one vote and every question shall be decided by unanimity of the votes at the meeting.
- (f) The President, or in his absence the Vice-President, shall occupy the chair at every Executive Committee meeting. If neither the President nor the Vice-President is present the members present shall choose one of them to be the Chairman of the meeting.
- (g) Minutes shall be kept of all proceedings of the Executive Committee.

#### **14. GENERAL MEETINGS**

- (a) The Annual General Meeting of the Association shall be held in the month of October in each year or at such other times as the Executive Committee may from time to time appoint, but not being later than the month of December.
- (b) A General Meeting of the Association may be convened at any time by the President of his own volition, or by the Executive Director on receipt of the requisition signed by two or more members who are eligible to vote at a General Meeting as hereinafter provided such requisition to contain a statement of the purpose for which the meeting is to be held.
- (c) At least seven clear days notice shall be given to the members concerned of all Annual or Special General Meetings specifying the place, the date and the hour thereof.
- (d) The notice of all meetings shall be served upon member either personally or by post to his address last appearing upon the register of members.
- (e) The accidental omission to give notice of the meeting to or non-receipt of notice of the meeting by any member shall not invalidate the proceedings at any meeting.
- (f) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members then present shall form a quorum.
- (g) If at any meeting the President is not present within 15 minutes after the time appointed for holding the meeting, or being present is unwilling to act as

Chairman, the Vice-President shall act as Chairman. If neither the President nor the Vice-President is present or willing to act, the members present shall choose someone of their number to be Chairman of the meeting.

- (h) Except for the election of Office Bearers, voting at all Annual General Meetings on all questions shall be by show of hands with each member and member's representative or each duly appointed proxy having one vote and the Chairman shall have a casting vote as well as a deliberative vote provided, however, that on any question a poll may be demanded by three persons present and entitled to vote and upon such poll as well as for the election of Office Bearers voting shall be in accordance with the voting rights prescribed in Clause 17 hereof. Any poll shall be taken at such time and in such manner and respects as the Chairman shall decide.
- (i) A member (including a member's representative) may by writing duly executed appoint any person (whether a member or not) to be his proxy to vote for and represent such member (or member's representative) at any General Meeting provided, however, that the instrument appointing a proxy shall be lodged with the Association before the time for commencement of the meeting.
- (j) At any General Meeting the quorum shall consist of three (3) persons present and entitled to vote.

#### **15. ANNUAL GENERAL MEETING**

The business of the Annual General Meeting shall be:-

- (a) The reading of Minutes of previous meeting.
- (b) Election of Office Bearers (including members of the Executive Committee).
- (c) To appoint an Auditor and fix his remuneration.
- (d) The presentation of the Report and Balance Sheet, and the adoption of same or otherwise.
- (e) To appoint two members present a sign and confirm the Minutes of the meeting.
- (f) Such other business as is within the competence of the Annual General Meeting.

#### **16. SPECIAL GENERAL MEETING**

The only business which it shall be competent for a Special General Meeting to transact shall be that for which the meeting is specially convened.

#### **17. VOTING RIGHTS AT GENERAL MEETING**

Every member shall have one vote and every question shall be decided by unanimity of the votes

at the meeting.

## **18. ALTERATION TO RULES**

These Rules may be amended, altered, varied, modified, deleted or added to any General Meeting of the Association, duly convened and held as aforesaid provided, however, that notice in writing of the proposed amendments, alterations, variations, modifications, deletions or additions shall have been sent by the member of members proposing the same to all members at least seven days prior to such meeting. Provided, however, that no Rule shall be amended, altered, varied, modified, deleted or added to except by a two-thirds majority of the votes of those present and entitled to vote at such General Meeting.

## **19. ACCOUNTS**

The Executive Committee shall cause to be kept a complete account of the income and expenditure of the Association and shall also see:-

- (a) That a proper set of books is kept by the Executive Director showing the state of the Association's funds and its actual and contingent liabilities.
- (b) That all monies owing by the Association are duly and regularly paid.
- (c) That all monies owing to the Association are duly received.
- (d) That all monies received by the Association are regularly deposited in the Association's bank account.
- (e) That receipts shall in every case be taken for any monies paid on account of the Association, that all receipts, vouchers and other documents shall be carefully filed and reserved for inspection by the Auditor.

## **20. PROTECTION OF ASSOCIATION, EXECUTIVE COMMITTEE AND OFFICERS**

- (a) Members of the Association agree to hold the Association indemnified against any claims arising from faulty product or product which fails to perform as represented. This indemnity shall apply even where the product is certified by the AWPA.
- (b) No matter or thing done by any member of the Executive Committee or by any Officer or other person appointed or employed by the Association or Executive Committee, if done bona fide in the exercise of his powers or in the performance of his duties under the Constitution and Rules of the Association, shall subject such member, officer, or other person, to any personal liability in respect thereof, and it shall be the duty of the Executive Committee out of the funds of the Association to pay and satisfy all costs, losses, damages, expenses and liabilities whatsoever so incurred in the course of the business of the Association.

## **21. BY-LAWS**

- (1) The Executive Committee may, from time to time, adopt such by-laws as may appear necessary or expedient for the following purposes:-
  - (a) For the carrying out of the powers and duties of the Executive Committee pursuant to these Rules.
  - (b) For defining the duties and powers of officers, servants or sub-committees of the Association.
  - (c) For the conduct of the proceedings of its own meetings.
- (2) All such by-laws, unless inconsistent with or repugnant to these Rules, shall be binding upon all members of the Executive Committee and of the Association.
- (3) The Executive Committee may, from time to time, alter or amend or repeal any such by-laws.

## **22. INTERPRETATION**

In the event of any questions arising as to the interpretation or application of these Rules, the Executive Committee shall be empowered to decide the same and its decision shall be absolutely final and binding on all Members unless an appeal be made to a General Meeting held within six calendar months after the publication of the Executive Committee's decision and the decision of such General Meeting shall be absolutely final and binding on all Members. The Executive Committee shall publish its decision and the decision of any General Meeting and such particulars thereof to every Member within 14 days after such decision shall be made.

## **23. RULES OF DEBATE**

- (1) Every Member desiring to speak shall address the Chairman.
- (2) No question shall be discussed until a motion on the subject has been proposed and seconded, any such motion shall, if required by the Chairman, be in writing and signed by the proposer and seconder thereto. One amendment only shall be before the Chair at one time, which, if carried, shall become the motion and, if lost, other amendments may be moved.
- (3) It shall be competent for a Member seconding a motion or amendment but without speaking to it, to address the meeting at a later stage in the debate.
- (4) No Member may speak twice to a motion except by the unanimous vote of the members then present.
- (5) The closure may be applied by a Member who has not spoken to the question before the meeting by moving:-

- ( a ) that the mover be now heard;
- ( b ) the question be now put;
- ( c ) the adjournment of the debate.

Any such motion shall be put to the meeting without discussion.

- (6) The mover of a motion or amendment shall have the right of reply.
- (7) Any or all of the standing orders may be suspended by a two-thirds majority of members present at any meeting, and upon settlement of the question for which suspension was granted, such suspension shall lapse.

#### **24. FINANCIAL YEAR**

The financial year of the Association shall commence on the first day of July in each year and end on the last day of June next succeeding.

#### **25. AUDIT**

Any Chartered Accountant or Certified Practicing Accountant who is not a member of the Association and is not by these Rules deemed to be a member of the Association shall be eligible to be elected as Auditor.

The Auditor shall audit the yearly accounts of the Association previous to their being submitted to the Annual General Meeting and if correct, the Auditor shall certify accordingly.

The Auditor shall have power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

#### **26. WINDING UP**

The Association may be wound up by a resolution carried by a three-fourth majority of the members present personally or by proxy at a Special General Meeting specifically called for the purpose, of which 21 days notice in writing, setting forth in detail the objects of the meeting, shall have been given to all members.

In the course of any such winding-up, the assets of the Association not consisting of money shall be converted into money and all monies in the hands of the Association shall be applied in payment of the debts and liabilities of the Association and the expenses of winding up and the surplus, if any, shall be applied in furthering the objects in such manner as the Executive Committee deems fit to the intent that at the conclusion of the winding-up no monies shall remain in the hands of the Association and that no monies shall be payable or paid to any member of the Association.



At any Special General Meeting at which a resolution for winding-up the Association is duly carried, a Liquidator may be appointed and his remuneration fixed.

Every Member of the Association will be liable to contribute in the event of the winding-up of the Association whilst he is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding-up and for the adjustment of the rights of members amongst themselves such amount as may be required but not exceeding the amount of his last annual subscription or \$100, whichever is the less.

## **27. NOTICES**

- (1) The Association shall always have an address for service of notices and shall give written notice to every member of such address and of every change of such address within seven days after any change is made.
- (2) Until any other address for service of notices is notified to members, the address shall be P.O. BOX 158, Coolangatta, Qld. 4225.
- (3) Every notice to be given or communication made to the Association shall be deemed for all purposes to have been duly given or made if given or made in writing and either handed personally to the President or the Vice-President or the Executive Director or enclosed in an envelope with postage duly prepaid and addressed with the full name of the Association and its address for service of notices for the time being and posted at any Post Office in the Commonwealth of Australia.
- (4) Every notice to be given or communication made by the Association to any member shall be deemed to have been duly given or made if given or made in writing and either handed personally to such member or such member's representative or enclosed in an envelope with postage duly prepaid and addressed with the member's name and the member's address on the Register of Members or if none, the last known or usual business address of the member and posted at and Post Office in Australia.