



**Ash Development
Association of Australia**

ADAA

Rules for the Ash Development Association incorporated under the Associations Incorporation Act, 1984

Amended on 27 March 2005

ADAA National Office Suite 2, Level 1, 336 Keira Street Wollongong NSW Australia 2500

T. 02 4228 1389 • **F.** 02 4228 1777 • **W.** www.adaa.org.au **Page 1 of 28**
Info@adaa.asn.au

Postal Address PO Box 100 Wollongong NSW 2500 **Revision 2.0**

Date: 25 March 2005

CCP - A valuable Resource ●

**Rules for the Ash Development Association of Australia
Incorporated
under the Associations Incorporation Act, 1984**

PART 1 PRELIMINARY

INTERPRETATION4

PART 2 MEMBERSHIP.....5

2 MEMBERSHIP QUALIFICATIONS AND CATEGORIES.....5
3 NOMINATION FOR MEMBERSHIP.....6
4 CESSATION OF MEMBERSHIP7
5 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE7
6 RESIGNATION OF MEMBERSHIP7
7 REGISTER OF MEMBERS7
8 FEES AND SUBSCRIPTIONS8
9 MEMBERS' LIABILITIES8
10 RESOLUTION OF INTERNAL DISPUTES.....8
11 DISCIPLINING OF MEMBERS.....9
12 RIGHT OF APPEAL OF DISCIPLINED MEMBER9

PART 3 THE BOARD OF DIRECTORS10

13 POWERS OF THE BOARD10
14 CONSTITUTION AND MEMBERSHIP11
15 ELECTION OF MEMBERS.....13
16 SECRETARY14
17 TREASURER14
18 CASUAL VACANCIES.....15
19 REMOVAL OF MEMBER15
20 MEETINGS AND QUOROM15
21 DELEGATION BY MANAGEMENT COMMITTEE TO SUB-COMMITTEE.....17
22 VOTING AND DECISIONS17

PART 4 GENERAL MEETING18

23 ANNUAL GENERAL MEETINGS – HOLDING OF.....18
24 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT18
25 SPECIAL GENERAL MEETINGS – CALLING OF19
26 NOTICE19
27 PROCEDURE20
28 PRESIDING MEMBER20
29 ADJOURNMENT.....21
30 MAKING OF DECISIONS21
31 SPECIAL RESOLUTION21
32 VOTING.....22
33 APPOINTMENT OF PROXIES22

PART 5 MISCELLANEOUS22

34 INSURANCE22
35 FUNDS – SOURCE23
36 FUNDS – MANAGEMENT23
37 ALTERATION OF OBJECTS AND RULES23
38 COMMON SEAL24
39 CUSTODY OF BOOKS24

40	INSPECTION OF BOOKS.....	24
41	SERVICE OF NOTICES	24
42	DISSOLUTION.....	25
	SCHEDULE 1	26
	APPENDIX 1.....	27
	APPENDIX 2.....	28

Part 1 Preliminary

1 Definitions

(1) In these rules:

Association means the Ash Development Association of Australia Inc

Committee member means a member of the Management Committee who is not an office-bearer of the association, as referred to in rule 14(2).

Coal Combustion Products means fly ash, bottom ash, boiler slag, material produced primarily from the combustion of coal within a coal fired power station .

Ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 13(2)

Director-General means the Director-General of the Department of Fair Trading.

Producers shall be persons whose total production was more than 100,000 tonnes of ash in the previous financial year.

Marketers shall be persons who sold more than 20,000 tonnes of ash in the previous financial year.

Minor suppliers shall be persons who either produce or sell quantities of ash less than those specified as Marketers or Producers.

Objects shall mean the primary purpose and goals for the association membership specified in Schedule 1

Office-bearer means a member of the Management Committee who is an office-bearer of the association, as referred to in rule 14(2).

Person includes a firm or body corporate or unincorporated, a company within the meaning of the Corporations Act and Australian law, a government or semi- government authority, as well as a natural person.

Secretary means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

Site means a geographic location and not an individual item of plant within Australasia

Special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 1984*.

the regulation means the *Associations Incorporation Regulation 1985*.

- (2) In these rules:
 - (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.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Membership

2 Membership qualifications and categories

- (1) A person is qualified to be a member of the association if, but only if:
 - (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act,
or
 - (b) the person is a natural person:
 - (i) who has been nominated for membership of the association as provided by rule 3, and
 - (ii) who has been approved for membership of the association by the Management committee of the association.
- (2) A **Full Member** shall be categorized as belonging to one of three (3) classes outlined herein:
 - (a) **Producers** shall be persons whose total production was more than 100,000 tonnes of ash in the previous financial year.
 - (b) **Marketers** shall be persons who sold more than 20,000 tonnes of ash in the previous financial year
 - (c) **Minor Suppliers** shall be persons who either produce or sell quantities of ash less than those specified in items (a) or (b) above.
- (3) **Associate Members** shall be other persons, not covered by the description of Member in (2) above, who are engaged in the provision of services impacting on the industry. The category of

Associate Member may include but not be limited to customers, equipment suppliers, consultants, government and semi-government authorities, trade associations, etc. Associate members shall be entitled to attend all meetings of the Association, but shall not be entitled to vote.

- (4) *Full Member* shall be entitled to nominate three natural persons as its delegates to the Association. In the case of members classified as minor suppliers only one natural person may be nominated as a delegate. All delegates representing members shall be entitled to be elected to the management committee. The delegates shall be deemed to express the position of the member whom they represent in all matters relevant to the activities of the Association. Each full member is entitled to one vote.
- (5) Associate Members shall be entitled to nominate one delegate who shall not be entitled to be elected to the Management Committee.
- (6) Nothing within these rules shall limit the right of a Full Member or Associate Member to withdraw its delegate and nominate a replacement delegate.

3

Nomination for membership

- (1) An application by a person for membership of the association:
 - (a) shall be made by the person in writing in the form set out in Appendix 1 to these rules, and
 - (b) shall be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee, which shall determine whether to approve or to reject the application.
- (3) As soon as practicable after the Management committee makes that determination, the secretary must:
 - (a) notify the applicant, that the committee approved or rejected the nomination (whichever is applicable) and membership category, and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) Nothing within these rules shall preclude the committee from considering an application from an overseas person for admission to either Membership or Associate Membership.
- (5) The secretary shall, on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the

name being so entered, the applicant becomes a member of the association.

4 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association.

5 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 upon cessation of the person's membership.

6 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the Management 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.
- (3) If a member of the association ceases to be a member under clause (2), 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.

7 Register of members

- (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$10 for each page copied or, if

some other amount is determined by the Management committee, that other amount.

8 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee as determined by the committee, consistent with the advised membership category.
- (2) A member who fails to pay the annual dues prescribed by the Management committee in rule (35) (2) may be suspended if three fourths (3/4) of the Management committee by vote and shall for the period of suspension forfeit all the rights and privileges of membership in the association
- (3) the Management committee may terminate the membership of any member if three fourths (3/4) of the Management committee by vote, where fees are three (3) months or more in arrears
- (4) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee as determined by the Management committee, consistent with rule (35) (2) and the advised category:
 - (a) except as provided by paragraph (b), membership fees are issued on 1 January in each calendar year, or
 - (b) if the member becomes a member on or after 1 January in any calendar year – on becoming a member and before 1 January in each succeeding calendar year.

9 Members' liabilities

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 rule 8.

9a Resolution of internal disputes

- (1) Any dispute or difference between or amongst Members arising out of their participation or conduct of the Association shall, if the Members remain unable to solve same, be the subject of conciliation administration by the Australian Commercial Disputes Centre Limited (the 'ACDC') conducted at Sydney and held in accordance with the Conciliation Rules of the ACDC in force at the date of the unresolved dispute or difference or any variation thereof agreed to by the Members.
- (2) In the event that any dispute or difference has not been resolved within 28 days (or other period agreed to by the Members) after the appointment of the Conciliator, the dispute or difference shall be submitted to arbitration administered by the ACDC. If an arbitrator cannot be agreed to by the members, an arbitrator shall

be appointed as the conciliator. Any arbitration will be held at Sydney and conducted in accordance with the subject to the laws of New South Wales.

10 Disciplining of members

- (1) A complaint may be made to the Management Committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

- (2) On receiving such a complaint, the Management 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 Management committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.

- (3) The Management 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.

- (4) If the Management committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management committee for having taken that action and of the member's right of appeal under rule 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, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(5),whichever is the later.

11 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the Management committee under rule 11,

- within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
 - (3) On receipt of a notice from a member under clause (1), the secretary must notify the Management 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.
 - (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Management 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.
 - (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The Committee

12 Powers of the Committee

The Committee shall be made up of all *full members* as prescribed in Rule (2) (a) of the association. Subject to the Act, the Regulation and these rules, and to any resolution passed by the association in general meeting shall at the Annual General Meeting elect the members to the Management committee which:

- (a) control and manage the affairs of the association, and
- (b) determine policies or changes within the limits of the rules, and
- (c) shall actively pursue the objectives, schedule 1, and
- (d) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (e) has power to perform all such acts and do all such things as appear to the Management committee to be necessary or desirable for the proper management of the affairs of the association.

Constitution and membership

- (1) Subject in the case of the Management committee to section 21 of the Act, the Management committee is to consist of:
 - (a) the *office-bearers* of the association, and
 - (b) three (3) *ordinary members*,
 each of whom is to be elected at the annual general meeting of the association under rule 15.
- (2) The *office-bearers* of the association are to be:
 - (a) the Chairman
 - (b) the Deputy Chairman
 - (c) the Treasurer
 - (d) the Secretary
 - (e) the Executive director
- (3) Each member of the committee is entitled to one (1) vote for committee meetings, subject to these rules, to hold office upon election for a period of two (2) years and until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Management committee, the Management committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) The Chairman may be elected for no more than two (2) consecutive terms.
- (6) In the event of the death or resignation of the Chairman, the Deputy Chairman will automatically become the Chairman. Vacancies for any reason in the positions of Deputy Chairman, Executive Officer, Secretary and Treasurer will be filled immediately by the Management Committee.
- (7) Duties of *Office-bearers*;

Functions and duties of chairman and deputy

(a) **Chairman**

- (i) To preside at Committee Meetings and other such meetings as may be called. The Chairman shall have the right to chair or delegate the chairmanship of all such meetings or parts thereof.
- (ii) To be, ex officio, a member of all subcommittees of the association

- (iii) To be aware and participate where possible, in all approaches of the association to any Minister of the Government of State of the Australian Government, or to the Head of any Department of either Government.
- (iv) To be responsible for the publication of all statements on behalf of the association.
- (v) To act for the association between committee meetings
- (vi) To be lead negotiations and review of the Chief Executive Officer contract or appointment which must be ratified at the succeeding committee meeting.

(b) **Deputy Chairman** shall act in the place of the Chairman when the Chairman is absent or otherwise unable to perform the duties of the Chairman's office.

- (i) To be, ex officio, a member of all sub-committees of the association
- (ii) Generally to assist the Chairman
- (iii) To carry out such duties as the Chairman may so delegate
- (iv) In the case of incapacity, prolonged absence or resignation of the Chairman, to carry out all the duties of the Chairman until a new Chairman is elected.

(c) **Executive Director** shall act as the Manager of the Association's affairs. For the purposes of the act, the Executive Director will be the Public officer. The Executive Director shall make reports to the Management committee of developments in the industry, including an annual financial report to review the transactions of the preceding year. At the meetings of the Management Committee, the Executive Director shall submit recommendations as to the activities in which the Association should be engaged during the interval between such meetings.

- (8) Indemnification of Directors, Officers, employees and contractors;
- (a) The association shall indemnify a Director, officer, employee or any person who is serving or has served at its request as a Director or officer of another corporation against expenses (including attorney's fees), judgements, decrees, fines, penalties or reasonable amounts paid in settlement in connection with the defence of any pending or threatened action, suit or proceedings, criminal or civil, to which the person is or may be made a party by reason of being or having been such a Director, officer or employee, provided:

- (1) The employee is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of the employee's duty as a Director, officer or employee;
- (2) The officer is determined to have acted in good faith in what the officer reasonably believed to be in the best interests of this association; and
- (3) In any matter the subject of a criminal action, suit or proceedings, the officer is determined to have had no reasonable cause to believe that their conduct was unlawful.

(b) Determination of right to indemnification

- (1) The determination as to clause (a) (2) and (3) and, in the absence of an adjudication as to clause (a) (1) by a court of competent jurisdiction, the determination as to clause (a) (1) shall be made by the Directors of this Association acting at a meeting at which a quorum, consisting of Directors who are not parties to or threatened with any such action, suit or proceedings, is present. The Directors may consult with independent legal counsel in making such determination. Any Director who is a party to or threatened with any such action, suit or proceeding shall not be qualified to vote; and if for this reason a quorum of Directors cannot be obtained to vote on such indemnification, then the determination shall be made by independent legal counsel retained by the Association whose determination shall be set forth in a written opinion filed with the association.

(c) Provisions hereof nonexclusive

- (1) The indemnification hereinbefore provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these articles, these regulations, any agreement, any insurance purchased by the association, vote of members, or disinterested Directors or otherwise.

14

Election of members

- (1) All **full members** shall qualify for nomination as candidates for election as **office-bearers** of the association or as **committee members** of the Management committee:
 - (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.
- (2) If insufficient nominations are received to fill all vacancies on the Management committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management committee are taken to be casual vacancies.
- (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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of *office-bearers* and *committee members* of the Management committee is to be conducted at the annual general meeting in such usual and proper manner as the Management committee may direct.

15 **Secretary**

- (1) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of *office-bearers* and *committee members* of the Management committee,
 - (b) the names of members of the Management committee present at a Management committee meeting or a general meeting, and
 - (c) all proceedings at Management committee meetings and general meetings.
- (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.

16 **Treasurer**

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.
- (c) The Association shall carry a fidelity bond on all employees and contractors in such amount as may be required by the Management committee, the premium thereon to be paid by the Association.

17 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Management committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) 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 rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Management committee from all meetings of the Management committee held during a period of 6 months.

18 Removal of member

- (1) The association in general meeting may by resolution remove any member of the Management 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.
- (2) If a member of the Management committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the chairman 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.

19 Meetings and quorum

- (1) The Management committee must meet at least three (3) times in each period of 12 months at such place and time as the Management committee may determine.
- (2) Additional meetings of the Management committee may be convened by the chairman or by any member of the Management committee upon written request of five (5) Management committee members. Written notice of special meetings shall be given by the Secretary and mailed to each Management committee member at least fifteen (15) days prior to the date of such meeting
- (3) Oral or written notice of a meeting of the Management committee must be given by the secretary to each member of the Management committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (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 Management committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Whenever, in the judgment of the Management committee, the Chairman or the Executive Director, it is determined appropriate to do so, any matter for decision may be submitted to the Management committee in writing by mail, facsimile or email for vote and decision. Within two (2) days of receipt of this submission the Secretary shall forward copies of the submission to all voting **full members** of the Association. The question thus presented shall be determined according to a majority of affirmative votes received not later than fourteen (14) days after such submission, provided that in any case, excepting for revision of rules, votes from at least a majority of the Management committee are cast. In the case of a ballot issued to effect a revision of the rules the question thus presented shall be determined according to an affirmative vote of at least three fourths (3/4) of the members of the Management Committee.
- (6) Five (5) members of the Management committee constitute a quorum for the transaction of the business of a meeting of the Management committee.
- (7) No business is to be transacted by the Management 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.
- (8) 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.

- (9) At a meeting of the Management committee:
 - (a) the chairman or, in the chairman's absence, the Deputy Chairman is to preside, or
 - (b) if the chairman and the Deputy Chairman are absent or unwilling to act, such one of the remaining members of the Management committee as may be chosen by the members present at the meeting is to preside.

20

Delegation by Management committee to sub-committee

- (1) The Management committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Management committee thinks fit) the exercise of such of the functions of the Management committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Management committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Management committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Management committee.
- (6) The Management committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

21

Voting and decisions

- (1) Questions arising at a meeting of the Management committee or of any sub-committee appointed by the Management committee are to be determined by a majority of the votes of members of the Management committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Management committee or of any sub-committee appointed by the committee (including

- the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20(5), the Management committee may act despite any vacancy on the Management committee.
 - (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management committee or by a sub-committee appointed by the Management committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management committee or sub-committee.
 - (5) Each **Full member** is entitled to one (1) vote at meetings other than those of the Management committee (eg. Annual General Meeting and Special General Meetings) , and only where fees prescribed in rule (8) (1) are paid.
 - (6) Voting rights are not attached to **Affiliate members**.

Part 4 General meeting

22 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

23 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the Management committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (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 Management committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect *office-bearers* of the association and *committee members* of the Management committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

24 Special general meetings – calling of

- (1) The Management committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Management committee must, on the requisition in writing of at least 20 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Management committee fails to convene a special general meeting to be held within 1 month after that 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 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

25 Notice

- (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 14 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.

- (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 (1), the intention to propose the resolution as a special resolution.
- (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 rule 24(2).
- (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.

26

Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five (5) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (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.
- (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 present (being at least 3) is to constitute a quorum.

27

Presiding member

- (1) The chairman or, in the chairman's absence, the Deputy Chairman, is to preside as chairperson at each general meeting of the association.

- (2) If the chairman and the Deputy Chairman are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

28 Adjournment

- (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.
- (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.
- (3) Except as provided in clauses (1) and (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.

29 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

30 Special resolution

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

31 Voting

- (1) On any question arising at a general meeting of the association a **Full member** as described in Rule (2) (c) (i) has one vote only.
- (2) Voting rights are not attached to the Affiliate or Hon. Membership category as described in Rule (2) (c) (ii). The Executive Officer shall have voting rights
- (3) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (4) 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.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

32 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 5 Miscellaneous

33 Insurance

- (1) The association may effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

34**Funds – source**

- (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, such other sources as the Management committee determines.
- (2) The annual fees for membership in the association for each calendar year shall be determined and prescribed by the last Management Committee meeting to be held prior to 31 December.
- (3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (4) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

35**Funds – management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Management committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management committee or employees of the association, being members or employees authorised to do so by the Management committee.
- (3) The association accounts are to be subject to audit on an annual basis. Audited accounts are to be submitted to the Annual General Meeting. Auditors shall be appointed by the Annual General Meeting.
- (4) The auditor or auditors shall be elected at the meeting prior to the Annual General Meeting. They shall examine all accounts, receipts, books, etc. and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve months.

36**Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by resolution of the association as follows:

- (1) Amended by affirmative vote of at least three-fourths (3/4) of the Management committee, by
- (2) Proposed amendments to the Rules shall be mailed to each Member of the Management committee at least thirty (30) days prior to the meetings at which amendment or amendments are to be considered, or

- (3) Amended at any regular or special meeting of the Management committee, at which a quorum is present, by the unanimous vote of all Management committee members at such meeting, without complying with Rule 37 (2).

37 Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Management committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Management committee or of 1 member of the Management committee and of the public officer or secretary.

38 Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

39 Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

40 Service of notices

- (1) For the purpose of these rules, 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.
- (2) for the purpose of these rules, 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.

41 Dissolution

- (1) For the Association to be dissolved, notice of such proposal need be mailed to each member at least thirty (30) days prior to the meeting at which such proposal is to be considered.
- (2) A resolution to dissolve the association shall be passed upon an affirmative vote of at least three-fourths (3/4) of the members.
- (3) At dissolution of the association, any funds remaining after the payment of all debts, and such provision for retirement and severance pay to employees as may be deemed reasonable by the members, shall be distributed to one or more regularly recognised and qualified charitable, educational, scientific and philanthropic organisations to be selected by the members.

42 Vacation of Office

Without limiting the operation of rule 17, the office of a member of the committee shall become vacant if

- (a) the member holds an office of profit in the association
- (b) the member is directly or indirectly interested in any contract or proposed contract with the association

43 Surplus Property

Omitted by amendment to the Associations Incorporation Act, 1984.

44 Notification of Proposed Alteration of Rules

A proposed alteration of the rules or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.

45 Compliance with Charitable Collections Act, 1934

Omitted by amendment to the Associations Incorporation Act, 1984.

Schedule 1

The objects of this Association shall be as follows:

- To provide technical assistance to CCPs producers, marketers and users
- To stimulate research and development into CCPs “pre-commercial” uses (high volume)
- To provide members with a forum for the exchange and publication of CCPs information
- To promote and stimulate the use of CCPs consistent with members goals as developed.
- To investigate and exploit the technical and characteristic merits of CCPs in the sectors where use already has been established or may be further developed for the material.
- To collect, classify and transmit to members procurable data which pertains to the present or possible uses of CCPs.
- To provide information for the purpose of educating key influencers (e.g. Specifying Engineers, Designers/Architects, and Product manufacturers and others) interested in using CCPs.
- To co-operate with other Associations, Technical societies, Laboratories and governmental agencies to the end that full recognition be accorded to CCPs, in all uses that may be developed for it, as a well-defined, technically desirable mineral.
- To recognise that in the pursuit of the objectives of this Association all laws of Australia and New Zealand and their various State and Territories shall be upheld to the fullest and that any conduct or activity contrary to this principle shall not be condoned and further, appropriate disciplinary action, including expulsion, shall be taken.

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

..... Incorporated (incorporated under the *Associations
Incorporation Act 1984*).

I,.....
(full name of applicant)

of.....
(address)

.....hereby apply to become a
(occupation)
member of the above named incorporated association. In the event of my admission
as a member, I agree to be bound by the rules of the association for the time being in
force.

.....
Signature of applicant

Date.....

I,..... a member for the association,
(full name)

nominate the applicant, who is personally known to me, for membership of the
association.

.....
Signature of proposer

Date.....

I,..... a member for the association,
(full name)

second the nomination of the applicant, who is personally known to me, for
membership of the association.

.....
Signature of seconder

Date.....

Appendix 2

(Rule 3 (1))

FORM OF APPOINTMENT OF PROXY

I,.....of.....
(full name) *(address)*

being a member of
(name of incorporated association)

hereby appoint of
(full name of proxy) *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.