



**Rules for the Amorphous Silica Association of  
Australia (ASiAA) incorporated under the  
Associations Incorporation Act, 1984**

**30 July 2003**

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## 1 Definitions

(1) In these rules:

**Association** means the Amorphous Silica Association of Australia Inc

**Australia** means Australia, New Zealand and neighbouring islands of the South Pacific Ocean.

**Amorphous silica** means either A refined pozzolanic material, composed mostly of amorphous silica derived either from hydrothermal alteration of ignimbrite and pumice breccia or from the extraction of precipitated silica from geothermal water, or a siliceous or siliceous and aluminous material which is not naturally cementitious, but will, in the presence of moisture, react with calcium hydroxide to form cementitious compound or a very fine pozzolanic material produced by electric arc furnaces as a by-product of the production of elemental silicon or Ferro-silicon alloys (AS3582.3)

**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).

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

**Marketer** means a company or a division of a company that markets/sells more than 500 tonnes per annum of amorphous silica.

**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).

**Processing** means the procedure of, recovery, extraction, capturing, grinding, classifying, and blending of amorphous silica materials.

**Processor** means a company or a division of a company operating a site and processing more than 500 tonnes per annum of amorphous silica.

**Producer** means a company or a division of a company operating a site that produces more than 500 tonnes per annum of amorphous silica.

**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 1999*.

- (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) The association membership categories are defined as follows:
  - (a) *Sustaining member* shall be a full member who in addition, agrees to provide any funding shortfall in the Association's approved operating budget not covered by funds raised by membership fees or any other sources. Total fees for each sustaining member shall be capped at \$4,000 for the first

financial year (2003-04). In subsequent years the amount will be as determined by the Management committee

- (b) **Producer member** shall be a full member and in addition who agrees to meet a fixed financial commitment in each financial year
- (c) **Full member** shall be a producer, processor or marketer of amorphous silica as described in rule 1.
- (d) **Associate member** can be a company, an authority or an individual person engaged in the provision of services impacting on the Amorphous silica industry. That is, equipment suppliers, consultants, government and semi government authorities and trade Associations.
  - (i) There shall be three classes of **Associate members** viz,
    - a. **Associate member** as described in rule (2) (b), or
    - b. **Associate member** (Overseas) as described in rule (2) (b), but may also be a producer or processor of amorphous silica with no site in Australasia.
    - c. Honorary **Associate member** at the discretion of the Management committee may appoint Honorary Associate Members in recognition of their services to the Association.

### 3

#### **Nomination for membership**

- (1) A nomination of a person for membership of the association:
  - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules, and
  - (b) shall be endorsed by at least two (2) Management committee members, and
  - (c) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Management committee
  - (a) membership shall be granted if three fourths (3/4) of the Management committee by vote approve the application,
  - (b) the Management committee shall determine appropriate membership category in line with rule (2) and entrance fee and annual subscription.
- (3) As soon as practicable after the Management committee makes that determination, the secretary must:

- (a) notify the nominee, in writing, that the Management committee approved or rejected the nomination (whichever is applicable) and membership category, and
  - (b) if the Management committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (5) Membership shall entitle members to full participation in the affairs and activities 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 on 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 must 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 Management 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 July in each financial year, or
  - (b) if the member becomes a member on or after 1 July in any financial year – on becoming a member and before 1 July in each succeeding financial 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.

## **10 Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **11 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.



**12****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.
- (5) 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.
- (6) 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.
- (7) 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 Board of Directors****13****Powers of the Board**

The Board of Directors shall be made up of all *sustaining, producer* and *full members* as prescribed in Rule (2) (a) (b). 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) shall 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.

## 14 Constitution and membership of Management Committee

- (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) up to three (3) *committee 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 vice-chairman
  - (c) the treasurer, and
  - (d) the secretary
  - (e) the Executive Director
- (3) Each member of the Management committee is entitled to one (1) vote for committee meetings, subject to these rules, to hold office 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 three (3) consecutive terms of one year.
- (6) In the event of the death or resignation of the Chairman, the Vice-Chairman will automatically become the Chairman. Vacancies for any reason in the positions of Vice-Chairman, Management Officer, Secretary and Treasurer will be filled immediately by the Management Committee.
- (7) Duties of *Office-bearers*:
  - (a) Chairman shall preside at Management committee meetings and shall be a member ex-officio, with right to vote at all other sub-committee meetings. The chairman shall advise the Executive Director, Secretary and Treasurer as to matters and actions other than of a routine nature needing attention or decisions between meetings of Management Committee.

- (b) Vice-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.
  - (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, 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.

**15 Election of members**

- (1) All *sustaining, producer* and *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.

**16 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.

## **17 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.

## **18 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.

**19****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.

**20****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 *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) Three (3) 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 vice-chairman is to preside, or
  - (b) if the chairman and the vice-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.

## 21

### **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.

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### **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 *Sustaining* and or *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 *Associate members*.

## **Part 4 General meeting**

23

### **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.

**24**

**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.

**25**

**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 50 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.

## **26**

### **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.

## **27**

### **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.

**28 Presiding member**

- (1) The chairman or, in the chairman's absence, the vice-chairman, is to preside as chairperson at each general meeting of the association.
- (2) If the chairman and the vice-chairman are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

**29 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.

**30 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.

### **31 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.

### **32 Voting**

- (1) On any question arising at a general meeting of the association a *sustaining, producer* and or *full member* as described in Rule (2) has one vote only.
- (2) Voting rights are not attached to the Associate or Hon. Membership category as described in Rule (2). The Executive Director shall have voting rights.
- (3) All votes must be given personally or by proxy but no member may hold more than 3 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.

### **33 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**

### **34 Insurance**

The association may effect and maintain insurance as it determines.

### **35 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 method and setting of annual fees for membership in the association for each financial year shall be determined and prescribed by the Management Committee.
- (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.

### **36 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.

### **37 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 Board of Directors at a General meeting, by

- (2) Proposed amendments to the Rules shall be mailed to each Member of the Board of Directors 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 Board of Directors, at which a quorum is present, by the unanimous vote of all Board of Directors at such meeting, without complying with Rule 37 (2).

**38 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.

**39 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.

**40 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.

**41 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.

**42**

**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.

## **Schedule 1**

The objects of this Association shall be as follows:

- 1.1 To provide strategic guidance to the membership in development of amorphous silica to the benefit of our industry
- 1.2 To represent the Association membership at all levels (government, business and community) and help facilitate the continued growth in the beneficial utilisation of Amorphous silica
- 1.3 To investigate and exploit the technical merits of Amorphous silica in the fields where use already has been or may be further developed for the material
- 1.4 To promote and stimulate the use of Amorphous silica consistent with the public interest and to perform all desirable and lawful functions necessary for the efficient, constructive and beneficial operation of the Association



**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.