



## CONSTITUTION

COMPOSITES AUSTRALIA INC.  
November 2023

## **COMPOSITES AUSTRALIA INCORPORATED**

1. The name of the Association shall be the “COMPOSITES AUSTRALIA INC.”
2. The office of the Association shall be at 17 Rooney Street Richmond VIC., or at such other place as the Association may from time to time determine.
3. The objects for which the Association is established are:
  - 3.1 Responsibly maintain the market for and promote the increased use of Composites products.
  - 3.2 Represent members interests to members of Parliament, Federal, State and Local Governments and regulatory authorities, insurance companies, consumer organisations and the media, to ensure fair and equitable treatment of composites products.
  - 3.3 Develop a high standard of product quality within the industry.
  - 3.4 Develop a high standard of commercial ethics amongst members.
  - 3.5 Actively promote development of the skills base of the industry.
  - 3.6 Provide a forum for discussion by members on subjects of common interest.
  - 3.7 Liaise with other relevant industry groups and Associations, both within Australia and overseas.
  - 3.8 Keep members informed on matters affecting the industry.
  - 3.9 Responsibly do what may be considered necessary for further development of the Australian composites industry.

## **4. MEMBERSHIP OF THE ASSOCIATION**

### **4.1 CLASSES OF MEMBERSHIP**

There shall be four classes of membership of the Association

#### **4.1.1 FULL MEMBERSHIP**

Full Membership of the Association shall be open to any person, partnership, firm, entity or company actively engaged in business in the composites industry in Australia as a fabricator, manufacturer or supplier.

The Board may designate specified categories of full membership in accordance with needs determined from time to time.

#### **4.1.2 ASSOCIATE MEMBER**

The Association in general may elect to Associate Membership any person not eligible for full membership but who has shown interest in the objects and activities of the Association. Such Associate Members shall be subject to financial obligations as decided from time to time by the Board and though entitled to attend and speak to all General meetings shall not be entitled to vote.

#### **4.1.3 HONORARY MEMBERSHIP**

The Board may waive the annual subscription of any member. Honorary Membership may be conferred for a period of up to twelve months. Renewal of Honorary Membership is at the sole discretion of the Board.

#### 4.1.4 LIFE MEMBERSHIP

The Association, at the discretion of the Board, may elect to life membership any person who has rendered outstanding services to the Association; there shall be two classes of life membership.

4.1.4.1 Life members who are at the time of election actively engaged in the trade or business of a composites manufacturer or supplier, and any person so elected shall be subject to the financial obligations of members and shall be entitled to vote.

4.1.4.2 Honorary Life Members who are at the time of election not actively engaged in the trade or business of a composites manufacturer or supplier and any person so elected shall not be subject to the financial obligation of members and though entitled to attend and speak at all General Meetings not be entitled to vote.

4.2 Such person, partnership, firm, entity or company, to become a member, shall lodge with the Executive Manager, an application for membership in such forms as may be prescribed by the Board from time to time. The Board shall consider every application made to it for membership of the Association, together with any other information it considers relevant and may accept any such application at its discretion or recommend the rejection of any such application to an Extraordinary General Meeting called to consider the matter. The rejected applicant shall be advised of the reason for the recommendation.

4.3 Once accepted to membership, membership shall be continuous until terminated as hereinafter provided and the member shall be liable to all subscriptions dues, fees, levies or other moneys owing to the Association at the date of termination of membership.

#### 4.4 REGISTER OF MEMBERS

4.4.1 The Secretary of the Association shall establish and maintain an electronic register of members of the Association specifying the name, business/official and website address of each member of the Association together with telephone and electronic means address of designated member personnel, the date on which the contact became a member.

4.4.2 The register of members shall be kept at the principal place of administration of the Association and a duplicate with the Public Officer in NSW and shall be open for inspection, free of charge, by any member of the Association, at any reasonable hour. Information about a member, other than the members' name, must not be made available for inspection.

#### 4.5 MEMBER'S LIABILITIES

The liability of a member of the Association to contribute towards the liabilities and debts of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause 4.3.

#### 4.6 SUBSCRIPTION AND LEVIES

4.6.1 Each member shall pay to the Association an initial subscription and/or entry fee as decided at the first General Meeting following formation of the Association; thereafter each member shall pay a subscription and each applicant shall pay in addition an entry fee of the amount from time to time determined by the Board.

## 5. TERMINATION OF MEMBERSHIP

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

- (a) dies;
- (b) resigns membership; or
- (c) is expelled from the Association.

5.1 Any member may terminate membership of the Association by delivering by electronic means or by posting to the Executive Manager (written notice being not less than one month or not less than any other such period as the Board may determine) of his intent to resign. Upon expiration of the period of notice, the member ceases to become a member.

## 6. DISCIPLINING OF MEMBERS

6.1 Where the Board is of the opinion that a member of the Association

6.1.1 has persistently refused or neglected to comply with a provision or provisions of this constitution; or

6.1.2 has persistently and wilfully acted in a manner prejudicial to the interest of the Association the Board may, by resolution

6.1.3 expel the member from the Association; or

6.1.4 suspend the member from membership of the Association for a given period

6.2 A resolution of the Board under clause 6.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 6.3, confirms the resolution in accordance with this rule.

6.3 Where the Board passes a resolution under clause 6.1 the Executive Manager shall, as soon as practicable, cause a notice in writing to be served on the member.

6.3.1 setting out the resolution of the Board and the grounds on which it is based;

6.3.2 stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;

6.3.3 stating the date, place time of that meeting; and

6.3.4 informing the member that the member may do either or both of the following:

- (i) attend and speak at that meeting;
- (ii) submit to the Board at or prior to the date of the meeting written representation relating to the resolution.

6.4 At a meeting of the Board as referred to in clause 6.3, the Board shall

6.4.1 give to the member the opportunity to make oral representations;

6.4.2 give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and

6.4.3 by resolution determine to confirm or revoke the resolution

6.5 A resolution confirmed by the Board under clause 6.4 does not take effect

- 6.5.1 until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- 6.5.2 where within the period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to clause 7.4.
- 6.6 Resolution of internal disputes  
The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
  - (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
  - (b) a dispute between 1 or more members and the association.
- 6.6.1 If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- 6.6.2 The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## **7. RIGHT OF APPEAL OF A DISCIPLINED MEMBER**

- 7.1 A member may appeal to the Association in general meeting against a resolution of the Board which is confined under clause 6.4, within 7 days after notice of the resolution is service on the member, by lodging with the Executive Manager a notice to that effect.
- 7.2 Upon receipt of a notice from a member under clause 7.1, the Executive Manager shall notify the Board which shall convene a general meeting of the Association to be held within 21 days after the date on which the Executive Manager received the notice.
- 7.3 At a general meeting of the Association convened under clause 7.2
  - 7.3.1 no business other than the question of the appeal shall be transacted;
  - 7.3.2 the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - 7.3.3 the members present shall vote by secret ballot the question of whether the resolution should be confirmed or revoked.
- 7.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **8. MANAGEMENT**

- 8.1 The management and control of the affairs of the Association shall be vested in Board which shall be called the Board of Management. Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Board.
  - 8.1.1 may exercise all such functions as may be exercised by the Association other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association; and
  - 8.1.2 has the power to perform all such acts and to do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- 8.2 The Board shall consist of:
  - (a) President
  - (b) Vice President
  - (c) Treasurer
  - (d) Secretary

(d) At least three (3) and up to ten (10) other members.

An office-bearer may hold up to two offices, other than both the offices of President and Vice-president.

- 8.3 Initial members of the Board, with the exception of the Executive Manager, shall be elected by an online ballot from among the members of the Association. Thereafter, elections **will be held within thirty (30) days of the Annual General Meeting for half the Board** positions. After one year half the elected Board members shall resign and may stand for re-election. Thereafter half the Board positions shall be elected at each AGM for a period of two years or until they resign. Elections shall be conducted by ballot pursuant to procedures established from time to time by the Board. All Board members may stand for re-election. Casual vacancies may be filled at the invitation of the Board to a member or members of the Association, the term of such invited member expiring at the next Board election.
- 8.4 No more than fifty percent (50%) of the elected members of the Board may be persons, or represent a partnership, firm or company whose principal activity involves the supply or distribution of raw materials and/or equipment to the composites industry in Australia.
- 8.5 The President and Vice President shall be elected by the members of the Board. The President must be a person, or represent a partnership, firm or company who is a Full Member of the Association. The President's and Vice President's term of office shall be one year only but they may stand for re-election.
- 8.6 Meetings of the Board shall be held at such times, dates and places as the committee, the President or the Executive Manager shall from time to time decide.
- 8.6.1 A Board Member shall attend at least two Board meetings per calendar year (or 50% of the meetings held, whichever is more) in order to remain on the Board. Attendance may be in person, by phone or by electronic means if made available, or, a substitute representative from the same organisation may be sent. In cases of pre-scheduled leave, personal illness or emergency, the Board will consider each situation on a case-by-case basis.
- 8.7 The Board may authorise the appointment of Committees as it thinks fit to deal with items of Association within a particular State. Protocols, including calling and conducting business and reporting functions for a given sub-committee shall be developed by the Board of Management.
- 8.9 Any four (4) members of the Board constitute a quorum for the transaction of business of meeting of the Board. No business shall be conducted 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 stands adjourned to a time and place to be decided by the President or the Executive Manager. If a quorum is not present for the adjourned meeting, the meeting shall be dissolved.
- 8.10 At a meeting of the Board
- 8.10.1 the President or, in the President's absence, a Vice President shall preside; or
- 8.10.2 if the President and Vice Presidents are absent or unwilling to act such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.
- 8.11 Each member present at a meeting of the Board, or at a committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes, the person presiding may exercise a second casting vote.

The Board will transact business by the circulation of papers, and resolutions approved by a majority of committee members will be taken to be a decision of the committee

made at a meeting of the committee and recorded in the minutes of the meeting as a resolution.

## **9. EXECUTIVE MANAGER**

- 9.1 The Association shall appoint an Executive Manager who shall assist the Treasurer and act as Secretary, at such remuneration as may from time to time be determined by the Board.
- 9.2 The Executive Manager shall keep true and accurate accounts of all moneys received and expended by the Association, the manner in which such receipts and expenditure took place and records of the assets and liabilities of the Association, and bank all moneys.
- 9.3 The Executive Manager shall attend each and every General Meeting and Board Meeting of the Association, keep the minutes and records of the proceedings thereat, attend with due diligence to the day to day business of the Association, conduct its correspondence and generally do or cause to be done all matters as requested by the Officers of the Association and/or which are normally undertaken as recognised good corporate governance.
- 9.4 The Executive Manager may be dismissed provided that such dismissal shall be determined only by a majority of the members of the Association present at an Extraordinary General Meeting called for that purpose.

## **10. ANNUAL GENERAL MEETING**

- 10.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within six months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 10.2 The Association shall hold its first annual general meeting
  - 10.2.1 within 18 months of its incorporation under the Act: and
  - 10.2.2 within the period of two months after the expiration of the first financial year of the Association.
- 10.3 The annual general meeting of the Association shall, subject to the Act and Clause 6.2, be convened on such date and at such place and time as the Board thinks fit.
- 10.4 In addition to any other business which may be transacted at the annual general meeting, the business of the annual general meeting shall be:
  - 10.4.1 confirm the minutes of the last preceding annual general meeting and any special general meeting held since that meeting.
  - 10.4.2 Receive and if acceptable adopt the Annual Report from the Board through the President of the Association's activities during the past financial year of the Association.
  - 10.4.3 Receive a Statement of Income and Expenditure for the past financial year of the Association together with a Balance Sheet as at the end of the financial year.
  - 10.4.4 Approve a Budget for the coming year and set a scale of subscriptions accordingly.
  - 10.4.5 Consider discuss and vote on any notice of motion or any business of which at least seven days notice shall have been given to all members prior to the Annual General Meeting.
- 10.5 An annual general meeting shall be specified as such in the notice convening it.

## **11. EXTRAORDINARY GENERAL MEETINGS**

- 11.1 Extraordinary general meetings shall be called by the Executive Manager by:
  - 11.1.1 Direction of the President
  - 11.1.2 Direction of two members of the Board
  - 11.1.3 On requisition, of not less than 6 full members of the Association.
- 11.2 A requisition of members for any extraordinary general meeting
  - 11.2.1 shall state the purpose or purposes of the meeting
  - 11.2.2 shall be signed by the members making the requisitions.
  - 11.2.3 shall be lodged with the Executive Manager; and
  - 11.2.4 may consist of several documents in a similar form, each signed by one or more members making the requisition.
- 11.3 If the Board fails to convene an extraordinary general meeting to be held within one month after the date on which the requisition was lodged with the Executive Manager, any one or more of the members who made the requisition may convene an extraordinary general meeting to be held not later than three months after that date.
- 11.4 An extraordinary general meeting convened by a member or member as referred to in clause 11.3 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and the member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

## **12 NOTICE OF GENERAL MEETING**

- 12.1 Except where the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Executive Manager shall, at least seven days before the date fixed for the holding of the general meeting, cause to be sent by electronic means (including electronic means transmission) to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Notice periods will be deemed to be complied with as if the notice was received at the time it was sent.
- 12.2 Where the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Executive Manager shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 12.1 specifying, in addition to the matter required under clause 12.1, the intention to propose the resolution as a special resolution.
- 12.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 10.4.

## **13. GENERAL MEETING PROCEDURE**

- 13.1 No item of business shall be transacted at general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 13.2 Ten (10) members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.
- 13.3 If within half an hour of the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case stands adjourned to a time and place

to be decided by the President or the Executive Manager. 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 not less than five (5) shall constitute a quorum.

- 13.4 At any Special General Meeting called to consider amendments to the Constitution, ten (10) members, at least fifty percent being persons or representing a firm, partnership or company actively engaged in the fabrication or manufacture of composites products constitutes a quorum.

#### **14 PRESIDING MEMBER AT GENERAL MEETINGS**

- 14.1 The President, or in the President's absence, either Vice President, shall preside as chairperson of each general meeting of the Association.
- 14.2 If the President and Vice President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson for the meeting.

#### **15. ADJOURNMENT OF GENERAL MEETINGS**

- 15.1 The chairperson at a general meeting at which a quorum is present, with the consent of the majority of the members present, may adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.2 Where a general meeting is adjourned for 14 days or more, the Executive Director shall give written or oral notice of the adjourned meeting to each member of the Association, stating the place, date and time and the nature of business to be transacted at the meeting.
- 15.3 Except as provided in clauses 15.1 and 15.2, notice of adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **16 DECISIONS AT GENERAL MEETINGS**

- 16.1 A question arising at a general meeting of the Association shall be determined on a show of hands 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 unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Association, is evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against that resolution.
- 16.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than three members present in person or by proxy at the meeting.
- 16.3 Where a poll is demanded at a general meeting, the poll shall be taken
- 16.3.1 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
- 16.3.2 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 shall be deemed to be the resolution of the meeting on that matter.

#### **17. SPECIAL RESOLUTIONS AT GENERAL MEETINGS**

A resolution of the Association is a special resolution if:

- 17.1 it is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- 17.2 where it is made to appear to the Department of Consumer Affairs (New South Wales) that it is not possible or practicable for the resolution to be passed in a manner specified in clause 17.1 - the resolution is passed in a manner specified by the Department.

## **18. VOTING AT GENERAL MEETING**

- 18.1 Upon any question arising at general meeting of the Association a member has one vote only.
- 18.2 All votes shall be given personally or by proxy by a designated member who representative is over 21 years of age, but no member may hold more than 5 proxies.
- 18.3 In the case of an equality of votes on a question at general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 18.4 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.

## **19. APPOINTMENT OF PROXIES TO GENERAL MEETINGS**

- 19.1 Each member shall be entitled to appoint another member as proxy by notice given by electronic means to the Executive Manager no later than the scheduled time for the commencement of the meeting in respect of which the proxy is appointed.
- 19.2 The notice appointing the proxy shall be in the form set out in Appendix 1 to this Constitution.

## **20. INSURANCE**

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

## **21. FUNDS - SOURCE**

The funds of the Association shall be derived from the annual subscriptions of members, donations, grants and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

## **22. BANK ACCOUNT**

All monies received by or on behalf of the Association shall be banked in such banks or other financial institution within Australia as the Board may from time to time decide. Such accounts shall be operated upon by any two members of the Board, or any member of the Board together with the Executive Manager or any other member of the Association as delegated by the Board.

**23. AUDITOR**

The accounts of the Association shall be audited by an auditor elected at the previous Annual General Meeting; in the case where no auditor has been elected or in the event of the death, incapacity or resignation of the elected Auditor, the Board shall appoint an Auditor.

**24. SOLICITOR**

The Board may appoint a Solicitor to act a legal adviser to the Association and may, at the Board's discretion, refer to him all matters upon which legal opinion is required and instruct him to act for the Association as the Board deems expedient or necessary.

**25. FINANCIAL YEAR**

The financial year of the Association shall commence on the first day of July and terminate on the thirtieth day of June the following year.

**26. COMMON SEAL**

The common seal of the Association shall be kept in the custody of the Public Officer.

**27. CUSTODY OF BOOKS ETC.**

Except as otherwise provided in this Constitution, the Executive Manager shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

**28. ALTERATIONS TO CONSTITUTION**

The Association may alter, add or rescind all or any part of this Constitution only by a special resolution of the Association.

**29. DISSOLUTION AND WINDING UP**

A proposal to wind up or dissolve the Association may be made at an Extraordinary General Meeting called for the purpose of which not less than twenty one (21) days Notice of Motion be given to its members. To be carried, such proposal must have cast in its favour not less than three fourths of the votes of members present at the Extraordinary General Meeting. If carried, the distribution of any surplus assets shall be decided by the Board, but the nature of the proposed distribution shall be known prior to any vote on winding up being taken.

If, on the winding up or dissolution of the Association, there remains, after the satisfaction of all debts and liabilities, any property whatsoever, such property shall not be paid to or distributed among members of the Association but shall be given or transferred to some other body or bodies having similar objects to the Association, or to any composites research or educational projects or to any recognised charitable or philanthropic organisation, institution or trust, such body or bodies to be determined by the Extraordinary General Meeting prior to the vote on winding up or dissolution of the Association.