

Wool Industries Australia Inc.

Formerly known as
Federation of Australian Wool Organisations Inc

Constitution, Rules, By-Laws
Revised August 2019

1. **Title and Identity**

The name of the organisation is Wool Industries Australia Inc.

It is an association of Australian organisations and individuals engaged, either directly or via the provision of associated services, in the production, selling, merchandising, processing, spinning, weaving, testing and research & development of wool and allied fibres.

2. **Financial Year**

The financial year of Wool Industries Australia Inc is each period of 12 months ending on 30 June.

3. **Definitions**

In these Rules, unless the contrary intention appears:

“The Act” means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

“Association” means Wool Industries Australia Inc.

“Chairman” means the Chairman of WIA.

“committee” means the Executive Committee of WIA.

“Economic activity” means activities related to the following wool industry sectors being production, manufacturing, service and knowledge sectors.

“financial year” means the year ending on 30 June.

“general meeting” means a general meeting of members convened in accordance with rule 16.

“independent chair” means that they will act independently and impartially in the best interests of the Association

“industry service company” is a company providing services to the members of the industry distinct from a membership association

“IWTO” means International Wool Textile Organisation.

“member” means a member of the Association.

“member rates” means preferential rates to attend meetings organised by the Association or IWTO.

“membership association” means a member that is itself a representative body comprising organisations and individuals from a sector of the industry.

“Secretary” means the Secretary for the time being of WIA.

“Regulations” means regulations under the Act.

“relevant documents” has the same meaning as in the Act.

“Voting Member” means a constituent Organisation, not its appointed representatives.

“WIA” means Wool Industries Australia Inc.

4. **Purposes**

The purposes of WIA are to foster the interests of the Raw Wool and Wool Textile trade and industry in Australia, to preserve and improve its reputation internationally, and to promote the interests of its Members generally by :

- a. maintaining connections within the wool industry both in Australia and overseas;
- b. representing the wool industry when deemed appropriate;
- c. promoting and supporting **or opposing** measures affecting the wool industry;
- d. encouraging manufacturers and retailers to maximise the use of wool and products of the wool textile industry;
- e. acting as the Australian Member of IWTO in furtherance of the objects of IWTO;
- f. ensuring the functioning of the International Wool Textile Arbitration Agreement in wool production and in the wool textile trade and industry;
- g. collecting and disseminating statistical and other information of interest to woolgrowers and to the wool textile trade and industry;
- h. overseeing the development and correct application of scientific Test Methods and Regulations among its membership; and
- i. generally doing all such things as may be conducive to the attainment of any of the above objects.

5. **Functions**

WIA has such functions as are conducive to the achievement of any of its objects as set out above and, in particular, without limiting the generality of the foregoing, shall have the following functions as and when agreed by its Members, namely:

- (a) To act as the representative body for the Australian wool industry on specific issues.
- (b) To provide a forum for discussion of wool industry issues and opportunities.
- (c) To confer and cooperate with any international statutory and/or industry wool organisations, research organisations, other relevant organisations and governments, in relation to relevant matters affecting or concerning the Australian wool industry.
- (d) To disseminate information, reports and other documents of interest to Members.
- (e) To communicate and consult with Members in a timely manner in relation to all areas of representation.
- (f) To appoint Delegates and nominate Observers to Meetings of IWTO.
- (g) To arrange and supervise arbitration of disputes in Australia.
- (h) To liaise with Standards Australia on Standards relevant to the wool industry in Australia, and may find application internationally.
- (i) To encourage Australian wool testing laboratories to seek accreditation listing by IWTO.
- (j) To ensure that confidence is maintained in the application of efficient wool testing standards, by encouraging:
 - * the independent auditing of laboratories.
 - * the full-time supervision of sampling operations.

As a Member of the IWTO, WIA shall accept and adhere to the Statutes of IWTO, the "Arbitration Agreement and Other International Agreements" (known as the IWTO Blue Book), and the IWTO Regulations relating to the application of IWTO Test Methods.

6. Alteration of The Rules

- 6.1 These Rules and the purposes of the Association must not be altered except in accordance with the Act.
- 6.2 Subject to the Act, the Association may by special resolution, alter its statement of purposes or its rules.
- 6.3 Any Meeting shall have the power to alter, amend or add to this Constitution and Rules, provided that:
 - (i) such alteration, amendment or addition is approved by a majority vote of all Voting Members of not less than 75%;
 - (ii) the proposal to consider such alteration or addition is contained in the Notice convening such Meeting; and
 - (iii) at least twenty one (21) days notice must be given to all voting members setting out full details of the proposed alteration and/or repeal.

7. Membership

- 7.1 Any Australian wool industry membership association or industry service company engaged, either directly or via the provision of associated services, in the production, selling, merchanting, processing, spinning or weaving of wool and allied fibres under private enterprise is eligible to apply for Voting membership of WIA.
 - 7.1.1 Each Voting member shall nominate in writing the person or persons who will represent it at the meetings of WIA. Each voting member shall be entitled to appoint one representative in respect of each voting right held. Notwithstanding the above, the total voting right rests with the Voting Member not with the representatives individually. Alternate representatives may be nominated. If any person appointed as a representative is unable to attend a meeting of WIA, he/she may be represented by proxy, nominated by him/her in writing and any person may be so nominated.
 - 7.1.2 Any action approved by representatives at a meeting will bind their Voting Member organisations. However, where the representatives of a Voting Member have opposed such an action, they and/or the Voting Member may continue to express their opposing views, provided that they clearly state on each occasion that WIA holds a contrary majority view.
 - 7.1.3 Where Voting Members are a membership association, employees of both the Member and its constituent members are able to access member rates.
 - 7.1.4 Where Voting Members are an industry service company, only its own employees or directors are able to access member rates.
- 7.2 Non-voting Associate membership of WIA is also open to Australian organisations which wish to confer and co-operate in relation to matters affecting or concerning the Australian wool industry.
 - 7.2.1 A Non-voting Associate member is entitled to nominate a representative to attend the WIA General meetings, as an observer and may participate in discussion on any matters except when the contrary is indicated by the Chairman.
 - 7.2.2 Non-voting Associate members are each entitled to nominate a representative to attend the Annual General Meeting of WIA.

- 7.2.3 Associate members are able to access member rates and, where the Associate member is itself a membership association this right will only extend to employees or directors of its own members.
- 7.2.4 Where Associate Members are an industry service company, only its own employees or directors are able to access member rates
- 7.2.5 Associate Members may be invited to participate in the discussions of WIA's Technical Committee where the Chairman of the Committee believes that their particular expertise or experience will assist.
- 7.3 Non-voting Institutional membership is open to Educational and Government Institutions associated with the wool industry. An institutional member will have the same membership rights as a Non-voting Associate member
- 7.4 Non-voting Individual membership is available to individual people who are students, consultants or employees involved in the wool industry who wish to participate in industry meetings or discussions relating to the wool industry.
- 7.4.1 Individual members will be able to access member rates. That right is not transferable.
- 7.4.2 Individuals may be invited to participate in the discussions of WIA's Technical Committee where the Chairman of the Committee believes that their particular expertise or experience will assist.
- 7.4.3 Individual members do not have the right to attend WIA Executive committee meetings but may attend the Annual General Meeting as an observer.
- 7.5 An organisation which applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.
- 7.6 An application by an organisation or an individual for membership of the Association must:
- (a) be made in writing in writing; and
 - (b) be lodged with the Secretary of the Association.
- 7.7 As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- 7.8 The committee must determine whether to approve or reject the application.
- 7.9 If the committee approves an application for membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules and the first year's annual subscription.
- 7.10 The Secretary must, within 28 days after receipt of the amount referred to in sub-rule 7.9 enter the applicant's name in the register of members.
- 7.11 An applicant for membership becomes a member and is entitled to exercise the rights of membership when the organisation name is entered in the register of members.
- 7.12 If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

7.13 The annual subscription is the relevant amount determined each year at the annual general meeting and is payable within 30 days of the invoice date.

8. Register of Members

8.1 The Secretary must keep and maintain a register of members containing:

- (a) the name and address of each member;
- (b) the date on which each member's name was entered in the register; and
- (c) the class of membership.

8.2 The register is available for inspection free of charge by any member upon request.

8.3 A member may make a copy of entries in the register.

9. Ceasing Membership

9.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving three months notice in writing to the Secretary of the organisation's intention to resign.

9.2 After the expiry of the period referred to in sub-rule 9.1:

- (a) the organisation ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

10. Discipline, Suspension and Expulsion of Members

10.1 Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, or in the event of a Voting Member or Non-voting Associate or representative becoming bankrupt or going into liquidation, the committee may by resolution:

- (a) suspend that member from membership of the Association for a specified period; or
- (b) expel that member from the Association.

10.2 A resolution of the committee under sub-rule 10.1 does not take effect unless:

- (a) at a meeting held in accordance with sub-rule 10.3, the committee confirms the resolution; and
- (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

10.3 A meeting of the committee to confirm or revoke a resolution passed under sub-rule 10.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 10.4.

10.4 For the purposes of giving notice in accordance with sub-rule 10.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:

- (a) setting out the resolution of the committee and the grounds on which it is based; and
- (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than

28 days after the notice has been given to that member; and

- (c) stating the date, place and time of that meeting; and
- (d) informing the member that it may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) informing the member that, if at that meeting, the committee confirms the resolution, it may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.

10.5 At a meeting of the committee to confirm or revoke a resolution passed under sub-rule 10.1, the committee must:

- (a) give the member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

10.6 If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.

10.7 If the Secretary receives a notice under sub-rule 10.6, he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

10.8 At a general meeting of the Association convened under sub rule 10.7:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

10.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

11. *Disputes and Mediation*

11.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Association.

11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the

attention of all of the parties.

11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

11.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

11.5 A member of the Association can be a mediator.

11.6 The mediator cannot be a member who is a party to the dispute.

11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

11.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

11.9 The mediator must not determine the dispute.

11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12. Annual General Meetings

12.1 The committee may determine the date, time and place of the annual general meeting of the Association and shall be held no later than 30 September each year.

12.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

12.3 The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
- (c) to elect officers of the Association; and
- (d) to receive and consider the statement submitted by the Association in accordance with the Act.

12.4 The annual general meeting may conduct any special business of which notice

has been given in accordance with these Rules.

13. Special General Meetings

- 13.1 In addition to the annual general meeting, any other general meetings may be held in the same year. If practicable, meetings will be held prior to and following IWTO congresses and other IWTO meetings held between Congresses, to consider agendas, minutes and reports relating thereto.
- 13.2 All general meetings other than the annual general meeting are special general meetings.
- 13.3 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 13.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 13.5 The committee must, on the request in writing of members representing not less than 75 per cent of the total number of members, convene a special general meeting of the Association.
- 13.6 The request for a special general meeting must:
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 13.7 If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 13.8 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

14. Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

15. Notice of General Meetings

- 15.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 15.2 Notice may be sent:
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) by facsimile transmission or electronic transmission.

- 15.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 15.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

16. *Quorum At General Meetings*

- 16.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 16.2 The quorum for all Meetings of WIA shall be a be a simple majority of the Voting Members, who shall be represented thereat by at least one duly appointed person.
- 16.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
- (i) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 16.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than one third of the Voting Members) shall be a quorum.

17. *Presiding At General Meetings*

- 17.1 The Chairman, or in the Chairman's absence, the Deputy Chairman, shall preside as Chairperson at each general meeting of the Association.
- 17.2 If the Chairman and the Deputy Chairman are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

18. *Adjournment of Meetings*

- 18.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 18.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 18.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 15.
- 18.4 Except as provided in sub-rule 18.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

19. *Voting at General Meetings*

- 19.1 Upon any question arising at a general meeting of the Association, a Voting member has two votes and a Non voting Associate Member is not able to cast a vote.
- 19.2 All votes must be given personally or by proxy.

- 19.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote, except on the question of dissolution of WIA.
- 19.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 19.5 At any meeting, a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (i) by the Chairman; or
 - (ii) by at least one Voting Member represented in person or by proxy.
- 19.6 Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried (on a show of hands, or carried unanimously, or by a particular majority), or has been lost, together with an entry to that effect in the book containing the Minutes of the proceedings of WIA, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

20. *Poll at General Meetings*

If a poll is duly demanded, it shall be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the Chairman directs. The poll shall be determined on the basis of Voting Members' voting rights, and the result of the poll shall be a resolution of the Meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

21. *Manner of Determining whether a Resolution is Carried*

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) 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.

22. *Proxies*

Each member representative is entitled to appoint another representative as a 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.

23. *Executive Committee*

23.1 The affairs of the Association shall be managed by the Executive committee.

23.2 The committee:

- (a) shall control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

(c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

23.3 Subject to the Act, the committee shall consist of the:

- (a) Chairman;
- (b) Deputy Chairman;
- (c) Secretary; and
- (c) the nominated person representing each Voting Member.

23.4 The Chairman will be deemed independent.

23.5 Should the Chairman be elected from the Voting Members, that Voting Member will be entitled to nominate another representative.

23.6 The Independent Chairman has no voting rights unless he, or she, is from a Voting Member and the other representative is absent.

In this case, the Chairman assumes the role of the Voting Member's representative for the purpose of a vote.

23.7 A tied vote will be deemed lost.

24. Office Holders

24.1 The officers of the Association shall be:

- (a) a Chairman
- (b) a Deputy Chairman; and
- (c) a Secretary.

24.2 The provisions of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule 24.1

24.3 The Chairman and Deputy Chairman of the Association shall hold office for a two year term after the date of his or her election but is eligible for re-election for another two year term.

24.4 The Secretary of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

24.5 In the event of a casual vacancy in any office referred to in sub-rule 24.1, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

25. Election of Officers

25.1 The Chairman shall normally be elected from the Voting Member-nominated representatives, but may be elected from other eminent persons associated with the Australian wool industry who have a commitment to the objects of WIA.

25.2 The Chairman and the Deputy Chairman shall be elected by WIA at an Annual General Meeting. Any casual vacancy occurring in this office shall be filled at the next committee meeting and the person then appointed shall hold office until the next General Meeting.

26. Secretary

WIA shall appoint from time-to-time and on such terms as it thinks fit a Secretary, who shall not be a representative of a Voting Member or Non-voting Associate, and will determine his/her duties and authority.

The Secretary shall be responsible for the safe-keeping of the assets, books and records of WIA. Except with the expressed permission to the contrary of the Chairman or Deputy Chairman, the Secretary shall attend all Meetings to keep records of all business transacted and shall take action where necessary, but shall have no vote.

In the Secretary's absence, the Chairman of a Meeting shall make appropriate arrangements for the recording of Minutes.

The Secretary shall arrange and supervise arbitrations, pursuant to the IWTO Arbitration Agreement, in accordance with the directions of the Chairman of the Arbitration Committee and the requirements of the Arbitration Rules of WIA.

The Secretary shall be the Public Officer of the Association.

27. Consultants to WIA

WIA may from time-to-time appoint Consultants, Committees, or Legal Advisers, to assist it to achieve its objectives.

Non-voting Associates, Non-voting Institutional or Individual members may be invited to participate in the deliberations of the Technical Committee and other relevant Committees.

28. Appointment of Delegates

WIA shall appoint the necessary number of Australian Delegates (which should normally comprise a cross-section of its membership) to attend Congresses/Meetings of IWTO and/or for other purposes, and shall appoint one such Delegate as the Leader of the delegation. If a Voting Member or Non-voting Associate has no representative attending, it shall be given the opportunity to brief attending Delegates fully.

29. Vacancies

The office of an officer of the Association becomes vacant if the officer or member:

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

30. Meetings of the Executive Committee

30.1 The committee must meet at least once in each year at such place and such times as the committee may determine.

30.2 Special meetings of the committee may be convened by the Chairman.

31. Notice of Executive Committee Meetings

31.1 Written notice of each committee meeting must be given to each member of the

committee at least seven business days before the date of the meeting.

31.2 Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

32. *Quorum for the Executive Committee Meetings*

32.1 A simple majority of the Voting Members shall constitute a quorum for the conduct of the business of a meeting of the committee. No business may be conducted unless a quorum is present.

32.2 If within half an hour of the time appointed for the meeting a quorum is not present:

- (i) in the case of a special meeting, the meeting lapses;
- (ii) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

32.3 The committee may act notwithstanding any vacancy on the committee.

33. *Presiding at Executive Committee Meetings*

At meetings of the Executive committee:

- (a) the Chairman or, in the Chairman's absence, the Deputy Chairperson presides;
or
- (b) if the Chairman and the Deputy Chairman are absent, or are unable to preside, the members present must choose one of their number to preside.

34. *Minutes of Meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

35. *Notice to Members*

Except for the requirement in rule 15, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

36. *Disclosure of Interest*

A Voting Member or any Non-voting member or its representative or a proxy, who is directly or indirectly interested in a business transaction or arbitration on which a decision is required of WIA, shall disclose the nature of this interest at a Meeting of WIA, as soon as possible after the relevant facts have come into its or his/her knowledge.

Such a disclosure shall be recorded in the Minutes and the Voting Member or Non-voting member or representative or proxy concerned shall not, after the disclosure,

take part in any decision relating to business that may be affected by such interest.

No Voting Member, or Non-voting member, representative or proxy will use the facilities of WIA or information privy to WIA to further its or his/her own particular interests, without the knowledge and approval of WIA.

37. Subscriptions and Levies

The Annual Subscription shall be determined by each Annual General Meeting, at the level required to meet all lawful expenses and obligations approved by WIA.

In the case of any matter arising involving unbudgeted expenditure or commitments, Voting Members may be levied on such basis as seems equitable and is agreed to by a majority vote.

Until otherwise prescribed, the Annual Subscription shall be payable no later than 1st November each year, following the Annual General Meeting at which the Budget was approved.

Each Voting Member shall pay an Annual Subscription in direct proportion to its share of the total Voting Rights of the current membership.

Each Non-voting member shall pay an Annual Subscription for the relevant class of membership, calculated as a percentage of the minimum subscription payable by a Voting Member determined at the Annual General Meeting, which shall not be more than two-thirds of the subscription of a Voting Member.

38. Funds

38.1 The Secretary of the Association must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the signatories appointed at the Annual General Meeting, or otherwise appointed by the committee.

38.3 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the committee determines.

39. Custody and Inspection of Books and Records

39.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

39.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

39.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

40. Winding Up

40.1 The dissolution of WIA may be demanded by notice(s) in writing to the Chairman signed for and on behalf of no less than 50 percent of the Voting members.

- 40.2 Within seven days of the receipt of such notice(s), the chairman shall send a notice to all members advising of a meeting to be held in accordance to rule 15.
- 40.3 The Chairman shall convene a meeting of WIA and shall pass a special resolution for the Association to be wound up and also pass a special resolution relating to the distribution of assets of the Association.
- 40.4 A vote representing at least 75 percent of the Voting Member's voting rights as prescribed in rule 8 and must be recorded at the meeting in favour of dissolution.
- 40.5 For the purpose of this rule, the Chairman shall not have a casting vote.
- 40.6 Should the required majority of 75 percent not be obtained, a period of at least one calendar year must elapse before any further demand for WIA's dissolution may be put to a vote of Voting Members.
- 40.7 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with rule 41 and the provisions of the Act.

41. *Distribution of Income and Property*

The income and property of WIA, when so ever derived, shall be applied solely towards the promotion of the objects of WIA and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the organisations who are at any time or have been Voting Members or Non-voting members of WIA or to any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or servants of WIA or to any Voting Member or Non-voting member thereof or other person in return for any services actually rendered to WIA or the payment of out-of-pocket expenses incurred in good faith for the purposes of WIA by Voting Members or Non-voting Members of WIA or the payment at market or trade rates to Voting Members or Non-voting Members of WIA for goods or articles purchased from such Voting Members or Non-voting Members for the requirements of WIA.

If upon the winding up or dissolution of WIA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to an association or associations having objects similar or in part similar to the objects of WIA and which are exempt from income tax under the terms of the Australian Tax Assessment Act. Such association or associations shall be determined by the Voting Members of WIA at or before the time of dissolution by special resolution and in default thereof by such Judge of such Court as may have or acquire jurisdiction in the matter.

42. *Indemnity*

- 42.1 Every Office Bearer, Voting Member or Non-voting Member, Auditor, Secretary or other Officer of WIA shall be indemnified out of or through the funds of WIA against any actions suits claims proceedings and demands that may be brought, commenced or made against any or all of them, arising out of or in connection with any arrangement entered into or act or thing done by such person in the discharge of duty while acting under and in accordance with the instructions of WIA.
- 42.2 This indemnity shall be extended to include Arbitrators appointed by WIA, when conducting arbitrations under the terms of the IWTO Arbitration Agreement and the Arbitration Rules of WIA.
- 42.3 If any prosecution, action at law or suit in equity be commenced against a Voting Member or Non-voting member of WIA or its representatives or the Secretary or

any other servant or agent of WIA, for anything done by him/her or them in the proper and reasonable discharge of his/her or their duty while acting under and in accordance with the instructions of WIA, such person shall be defended and indemnified by and at the cost of WIA from all damages, costs and expenses which may be incidental to or result from such prosecution at law or suit in equity, and WIA is empowered to apply its funds for such purposes.

43. Arbitration

43.1 WIA is the organisation responsible for arranging the arbitration of disputes in Australia. It shall use its best endeavours to ensure that confidence in the IWTO Arbitration Agreement is maintained.

43.2 WIA shall maintain a panel of Arbitrators nominated by Voting Members and shall appoint a Chairman and Members of an Arbitration Committee. WIA shall establish Arbitration Rules for the guidance of Arbitrators and these must conform with the IWTO Arbitration Agreement.

43.3 Wherever possible, the Secretary shall attend meetings of Arbitrators to provide such assistance as may be required. the subject matter of disputes shall be, and remain, confidential to the Chairman of the Arbitration Committee, the Secretary and the Arbitrators nominated for the dispute.

44. Registered Address

The registered address of WIA is the address determined from time to time by resolution of the Committee.

WOOL INDUSTRIES AUSTRALIA Inc.

Unit 9, 42 - 46 Vella Drive
Sunshine West Vic 3020
Australia
Tel: 03 9311 0103

Email: wia@woolindustries.org
Registered: A0050244T
ABN: 38 979 046 569
Fax: 03 9311 0138

APPOINTMENT OF PROXY FOR MEETING OF WOOL INDUSTRIES AUSTRALIA INC.

I,

(Name)

of

(Name and address of organisation)

being a member of Wool Industries Australia

appoint

(Name of proxy holder - organisation)

of

.....

(Address of proxy holder)

being a member of that Organisation, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Organisation to be held on:

.....

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:

.....

Signed

.....

Date

* Delete if not applicable

APPENDIX 2: SUMMARY OF MEMBERSHIP CLASSES AND RIGHTS

	Voting Right	Exec Membership	General Meeting Attendance	Technical Committee	Member Rates
Voting Member - membership association - industry services company	Yes	1 appointee <u>Subject to Clause 23.5</u>	2 appointees	1 appointee	Yes – including its members Yes – only employees & directors
Associate Member - membership association - industry services company	No	No	1 appointee	By invitation only	Yes – only employees & directors Yes – only employees & directors
Institutional Member	No	No	1 appointee	By invitation only	Yes – only employees, enrolled students & directors
Individual Member	No	No	AGM & Special GM only	By invitation only	Yes – personal