

MEMORANDUM AND ARTICLES OF ASSOCIATION OF AUSTRALIAN TIMBER TRAINERS ASSOCIATION LIMITED

MEMORANDUM OF ASSOCIATION

1. NAME

The name of the Association is: *Australian Timber Trainers Association Limited*.

2. OBJECTIVES

The objective of the Association is the meeting together of timber industry trainers, for the purpose of exchanging ideas, resolving problems related to training and development and promotion of timber industry training. This will be achieved by:

- (a) Sharing of experience and expertise;
- (b) Developing and evaluating new technologies;
- (c) Providing a forum for discussion and debate;
- (d) Reviewing safety practices and equipment;
- (e) Promoting sound environmental practices;
- (f) Developing responses to shared training needs;
- (g) Creating and maintaining high standards in forest industry training and assessing.

3. REMUNERATION

No person connected with the Association shall derive any profit arising from activities relating to the Association, except the Secretary, who may receive an honorarium or remuneration as decided each year by the Executive Committee.

Members will be paid out-of-pocket expenses, as approved by the Committee for attendance at Executive meetings. Extraordinary expenses incurred in relation to the preparation of the workshop will be reimbursed at the discretion of the Executive.

True accounts shall be kept of the sums of money received and expended by the Association. All financial records shall be open to the inspection of the members, subject to any reasonable restrictions relating to the time or place of the inspection.

The accounts of the Association shall be examined by a properly qualified Auditor at least once a year, who shall report to the members in accordance with the provisions of the Corporations Law.

4. LIQUIDATION

In the event that the Association shall be wound up or liquidated, all assets and property held by the Association shall be transferred to a recognised organisation having similar objectives to those of the Association.

5. LIABILITY OF MEMBERS

The liability of members is limited. Members are not required to contribute to the property of the Association or for the payment of debts or liabilities if it is wound up while they are still members.

ARTICLES OF ASSOCIATION

1. INTERPRETATION

In these Articles “the Law” means the Corporations Law; “the Committee” or “Executive Committee” means the executives of the Company elected or appointed pursuant to those Articles; “the Company” means the Australian Timber Trainers Association Limited.

The Company is established for the purposes set out in the Memorandum of Association.

2. MEMBERSHIP

- a) Membership shall consist of voting and non-voting members.
- b) Voting members are to be practising timber industry trainers.
- c) Non-voting members shall be non-practising trainers, direct managers of practicing timber industry trainers and journalists, who shall not be entitled to vote.
- d) Honorary members shall be retired timber industry trainers or people who have been elected by the Executive Committee. Honorary members shall not be entitled to hold office or to vote at meetings of the Association.
- e) The members may qualify or amend the conditions of membership by an extraordinary resolution of the Association, passed by a seventy five percent majority of members present at any General Meeting. Notice of such resolution shall be forwarded to all members at least 24 days prior to the date of such a General Meeting.
- f) Life Membership may be bestowed upon an individual who has demonstrated exemplary service to the Association, subject to review and approval by the Executive Members of the Association.
- g) After investigation of the Executive Committee, and confirmed by a seventy five percent majority vote at a General Meeting of the Association, any member may be expelled from the Association who has been guilty of any misconduct - inside or outside the Association - likely to impair or prejudice the dignity, reputation or interests of the Association, or of any infringement of their constitutional obligations to the Association.

Any complaint under this section against a member must be made to the Executive Committee in writing, signed by the complainant. The Executive Committee, whose decision shall be final, shall decide the merits of the complaint and, if they see fit, bring the matter to be decided before the next General Meeting

of the Association. The Executive Committee will ensure that the rules of natural justice are adhered to.

3. FEE

- a) Voting and Associate members shall pay an annual subscription as determined by the Annual General Meeting.
- b) Members of the Association shall pay such other fees as determined by the Annual General Meeting.
- c) The annual subscription determined by the Annual General Meeting of the Association from time to time, shall become due and payable on the 30th June in each year, which shall be the commencement of the financial year of the Association.
- d) If the annual subscription is not paid by 1st December in each year, the defaulting member shall cease to be a member of the Association.

4. EXECUTIVE COMMITTEE AND OFFICERS

- a) The business of the Association shall be under the control of the Executive Committee, which shall include the Officers of the Association.
- b) The Executive Committee should consist of a maximum of 8 members, including the officers of the Association, of whom 5 shall form a quorum. The number of the Executive Committee may be changed from time to time by ordinary resolution of a majority of the members.
- c) The Officers of the Association shall consist of the following persons:
 - i) President
 - ii) Vice President
 - iii) Secretary
 - iv) Treasurer
- d) The Executive Committee may appoint special sub-committees from their own members - or otherwise - with such powers as the Executive Committee sees fit.
- e) Any members of the Association in good standing shall be eligible to be elected to the Executive Committee.
- f) The Executive Committee shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting, unless displaced by a seventy five percent majority at a General Meeting of the Association duly convened.
- g) In the event of a vacancy occurring among the elected members of the Executive Committee through resignation, death or otherwise, the Executive Committee may appoint a member to serve during the unexpired portion of the term in place and stead of the absent person.
- h) The Executive Committee shall meet at such times and places as may be necessary for the transaction of business of the Association or upon the requisition in writing of 3 members of the Executive Committee.
- i) The Executive Committee shall adopt such rules and regulations as it may deem necessary for the government of its meetings and shall cause proper records to be kept of all proceedings.

- j) A copy of the Minutes of each Executive and General Meeting shall be kept on file by Secretary of the Association and a copy shall be placed in the Executive members area of the website within 21 days.
 - k) The duties of the Officers of the Association shall be in keeping with their respective offices. The Secretary shall prepare and have custody of the Minutes of proceedings of the Association and of the Executive Committee Meetings. The Treasurer shall have custody of all other books and records of the Association. The books and records of the Association shall be kept at the registered office of the Association and may be inspected prior to, or after, any General Meeting of the Association.
 - l) The site of each Annual General Meeting shall be determined at the preceding Annual General Meeting or in such manner as resolved at such meeting.
 - m) The Executive Committee may - whenever it thinks fit - convene an Extraordinary General Meeting on giving 28 days notice in the usual manner.
 - n) In the event of equality of votes, the Chairman shall not have a casting vote and shall declare the motion to be lost.
 - o) At all General Meetings of the Association, the order of business shall be as follows:
 - i) Meeting called to order
 - ii) Minutes of the last meeting
 - iii) Business arising out of the minutes
 - iv) Correspondence
 - v) President's Report
 - vi) Financial Report or Statement
 - vii) Reports of Sub-Committees
 - viii) Election of Executive and Officers Committee
 - ix) General Business and work of the Association
 - x) New Business
- Provided that the above order of business may be suspended by a majority vote; and further provided that the ruling of the Chairman shall be final unless overruled by a majority of three-fourths (3/4) of the members present.
- p) At any General Meeting a resolution put to the vote of the meeting shall be decided on by show of hands, unless a poll is demanded by the majority of members present. If a poll is not demanded, the Chairman will declare whether or not a resolution has been carried, based on the show of hands.
 - q) If a poll is demanded it shall be taken in such manner as the Chairman may direct.
 - r) Each member shall have one vote.
 - s) A member may vote by proxy if unable to attend any meeting. The proxy vote must be in writing and received by the Secretary at least forty eight hours before a meeting.
 - t) The President, or in his absence the Vice-President, shall be the Chairman of all General Meetings of the Association.
 - u) Members shall be given at least 28 days notice of an Extraordinary General Meeting, and at least 32 days notice of any other General Meeting, specifying the place, day, and hour of the meeting. A no-receipt of any notice by a member shall not invalidate the proceedings of any meeting.

- v) A notice may be given to any member by sending it in writing by prepaid post to their last known address.
- w) No business shall be transacted at any General Meeting unless a quorum of voting members is present at the time. A quorum shall consist of 10 voting members personally present at the meeting.
- x) The Chairman may adjourn the meeting with the consent of members, if a quorum is present.

5. **RULES**

The objectives and rules of the Association may be amended by an extraordinary resolution of the Association passed by a seventy five percent majority of the members present at any General Meeting.

6. **BANKING**

- a) The Executive Committee shall appoint the Bank of Association from time to time.
- b) All money and securities of every description of the Association shall be held by the Association's Bank in the name of the Association.
- c) All cheques, bills of exchange, or other banking documents shall be signed for and on behalf of the Association by two signatories approved by the Executive Committee, of which one shall be the Treasurer, who shall be responsible to the Executive Committee to produce the books for inspection and external annual audit.