



FIREWOOD ASSOCIATION
OF AUSTRALIA INC.

**FIREWOOD ASSOCIATION
OF AUSTRALIA
INCORPORATED**

RULES OF ASSOCIATION
(June 2014)

TABLE OF PROVISIONS

PART 1-PRELIMINARY

1	Name	1
2	Purposes	1
3	Financial year	1
4	Definitions	1

PART 2-POWERS OF ASSOCIATION

5	Powers of Association	3
6	Not for profit organisation	3

PART 3-MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1-Membership

7	Minimum number of members	4
8	Who is eligible to be a member	4
9	Application for membership	4
10	Consideration of application for membership	5
11	New membership	6
12	Annual membership fee	7
13	Rights and obligations of Full members	7
14	Associate members	9
15	Affiliate members	9
16	Rights not transferable	9
17	Ceasing membership	10
18	Resigning as a member	10
19	Register of members	11

Division 2-Disciplinary action

20	Grounds for taking disciplinary action	11
21	Disciplinary sub-committee	11
22	Notice to member	12
23	Decision of sub-committee	12
24	Appeal rights	13
25	Conduct of disciplinary appeal meeting	14

Division 3-Grievance procedure

26	Application	14
27	Parties must attempt to resolve dispute	14
28	Appointment of mediator	15
29	Mediation process	15
30	Failure to resolve dispute by mediation	16

PART 4-GENERAL MEETINGS OF THE ASSOCIATION

31	Annual general meetings	16
32	Special general meetings	16
33	Special general meetings held at request of members	17
34	Notice of general meetings	17
35	Proxies	18
36	Use of technology	19
37	Quorum at general meetings	19
38	Adjournment of general meeting	20
39	Voting at general meetings	20
40	Special resolutions	21
41	Determining whether resolution carried	21
42	Minutes of general meeting	21

PART 5-COMMITTEE

Division 1-Powers of Committee

43	Role and powers	22
44	Delegation	22

Division 2-Composition of Committee and duties of member

45	Composition of Committee	23
46	General Duties	23
47	President and Vice-President	24
48	Secretary	24
49	Treasurer	25

Division 3-Election of Committee members and tenure of office

50	Who is eligible to be a Committee member	25
51	Positions to be declared vacant	25
52	Nominations	25
53	Election of Committee members	26
54	Ballot	26
55	Term of office	27
56	Vacation of office	27
57	Filling casual vacancies	28

Division 4-Meetings of Committee

58	Meetings of Committee	28
59	Notice of meetings	28
60	Urgent meetings	29
61	Procedure and order of business	29
62	Use of technology	29
63	Quorum	29
64	Voting	30
65	Conflict of interest	30
66	Minutes of meeting	31
67	Leave of absence	31

PART 6-FINANCIAL MATTERS

68	Source of funds	31
69	Management of funds	32
70	Financial records	32
71	Financial statements	32

PART 7-GENERAL MATTERS

72	Common seal	33
73	Registered address	33
74	Notice requirements	33
75	Custody and inspection of books and records	34
76	Winding up and cancellation	35
77	Alteration of Rules	35

APPENDIX 1	Form for appointment of Proxy	
APPENDIX 2	Use of the FAA Logo by Full members	
APPENDIX 3	Use of the FAA Mark by Associates and Affiliates	

RULES OF ASSOCIATION

PART 1-PRELIMINARY

1. Name

The name of the incorporated association is –

FIREWOOD ASSOCIATION of AUSTRALIA INCORPORATED. (FAA)

2. Purposes

1. *To protect enhance and improve the long-term sustainability of the Australian firewood industry.*
2. *To promote members as reputable and responsible suppliers of sustainable firewood under the Voluntary Code of Practice for Firewood Suppliers.*
3. *To promote the use of firewood as a sustainable, greenhouse neutral heating and cooking fuel.*
4. *To facilitate communication within the Australian firewood industry.*
5. *To represent members on issues affecting the Australian firewood industry*

3. Financial year

The financial year of the Association is each period of 12 months ending on 30th June.

4. Definitions

(1) In these rules, unless the contrary intention appears –

“absolute majority”, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

“Affiliate member” means a member of the Association as referred to in rule 8 (4);

“Associate member” means a member of the Association as referred to in rule 8 (3);

“Code” means the Voluntary Code of Practice for Firewood Merchants - developed by the Firewood Taskforce of the Natural Resource Management Ministerial Council;

“Chairperson” of a general meeting or committee meeting, means the person chairing the meeting as required under rule 47;

“Committee” means the Committee having management of the business of the Association;

“committee meeting” means a meeting of the Committee held in accordance with these Rules;

“committee member” means a member of the Committee elected or appointed under Division 3 of Part 5;

“compliance self-assessment checklist” means a checklist prepared by the FAA to assist in the conduct of an assessment of the compliance of a firewood business to all elements of the Voluntary Code of Practice for Firewood Merchants.

“disciplinary appeal meeting” means a meeting of the members of the Association convened under rule 24 (3);

“disciplinary meeting” means a meeting of the Committee convened for the purposes of rule 23;

“disciplinary subcommittee” means the subcommittee appointed under rule 21;

“financial year” means the 12 month period specified in rule 3;

“firewood” means any wood which is burnt for heating and cooking;

“Full member” means a member of the Association as set out in rule 8 (2);

“General Manager” means the person engaged by the Committee to carry out the operation, financial management and administration of the Association;

“general meeting” means a general meeting of members convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

“member” means a Full member, an Associate member or an Affiliate member of the Association;

“member entitled to vote” means a Full member who under rule 13 (2) is entitled to vote at a general meeting;

“ordinary member of the Committee” means a member of the Committee who is not an officer of the Association under rule 45 (1);

“special resolution” means a resolution the requires not less than three quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

“the Registrar” means the Registrar of Incorporated Associations.

PART 2 – POWERS OF ASSOCIATION

5. *Powers of Association*

- (1) Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may –
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise money on any terms and in any manner as it thinks fit;
 - (e) appoint agents to transact business on its behalf;
 - (f) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. *Not for profit organisation*

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from paying a member–
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member-

if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. *Minimum number of members*

The Association must have at least 5 members.

8. *Who is eligible to be a member*

- (1) There are three categories of membership in the Association. Full membership, Associate membership and Affiliate membership.
- (2) Full membership of the Association is open to all persons and enterprises directly involved in the commercial firewood supply industry, including but not limited to firewood cutters, firewood wholesalers, retail firewood merchants and bagged or packaged firewood distributors.
- (3) Associate membership of the Association is open to all persons and enterprises directly involved in the commercial firewood supply industry. This membership category is suitable for persons or enterprises that wish to support the Association but do not seek the benefits of being recognised and promoted as sustainable firewood suppliers.
- (4) Affiliate membership of the Association is open to all persons and enterprises that wish to support the Association's purposes but are not directly involved in the commercial firewood supply industry.

9. *Application for membership*

To become a member of the Association a person or enterprise must–

- (a) apply for membership in writing in such form as the Committee from time to time directs or by submitting an on-line application form accessed via the FAA's web site; and
- (b) agree to comply with these Rules; and
- (c) have an Australian Business Number unless otherwise exempted by resolution of the Committee.

10. Consideration of application for membership

- (1) If an application for Full membership is received-
- (a) as soon as practicable after the receipt of the application, the General Manager shall send to the applicant:
 - (i) a Compliance Self-Assessment Checklist; and.
 - (ii) a Statutory Declaration form; and
 - (iii) an invoice for pro-rata membership fees for the remainder of the Association's financial year.
 - (b) before Full membership is granted the applicant must first;-
 - (i) undertake a thorough, accurate and honest assessment of the compliance of their firewood business to the requirements of the Code and submit the original completed Compliance Self-Assessment Checklist to the Association; and
 - (ii) attest under oath to the accuracy and veracity of the completed Compliance Self-Assessment Checklist, on the FAA Statutory Declaration Form, in the presence of an authorised witness as specified under the relevant state legislation concerning such declarations, and submit the signed Statutory Declaration to the Association; and.
 - (iii) pay the invoiced pro-rata membership fee.
 - (c) on receipt of the completed compliance self-assessment checklist, the Statutory Declaration form and the invoiced membership fee, the General Manager shall:-
 - (i) determine whether the submitted records adequately demonstrate that the applicant complies with the Code; and shall either
 - (ii) inform the applicant that they have satisfied the qualification requirements; or
 - (iii) request that additional information or records be supplied to confirm compliance with the Code.

- (2) If an application for Associate or Affiliate membership is received-
 - (a) the General Manager shall assess the suitability of the applicant for membership in the Association.
 - (b) if the applicant is considered to be a suitable member:-
 - (i) invoice for pro-rata membership fees for the remainder of the Association's financial year; and
 - (ii) notify the applicant in writing that on receipt of the payment of the membership fee the applicant shall be admitted as a member.
- (3) If in the opinion of the General Manager an applicant may not be a suitable member of the Association, as soon as practicable after the application for membership is assessed by the General Manager, the General Manager shall refer the application to the Committee to decide by resolution whether to accept or reject the application.
- (4) The right to accept or reject an application shall be at the sole discretion of the Committee which may take into account amongst other things whether, in its opinion:-
 - (a) the applicant is a fit and proper person or enterprise; and
 - (b) the applicant's business has a sound financial basis; and
 - (c) if the application is for Full membership in the Association, the applicant is able to demonstrate that it can comply and will continue to comply with the Code; and
 - (d) the applicant's membership would be in any way prejudicial to the interests of the Association.
- (5) If the Committee rejects the application, it must notify the applicant of the decision as soon as practicable after the decision is made and refund any membership fee paid by the applicant.
- (6) The Committee need not assign any reason for the rejection of an application.

11. New membership

- (1) If an application for Full membership is approved, the General Manager must as soon as practicable;–
 - (a) issue the member with a unique member number and enter or update the member’s details on the member database of the FAA’s web site; and
 - (b) issue the new member with a certificate of membership; and
 - (c) provide the new member with digital copies of the member’s unique FAA Member Logo (see Appendix 2 for restrictions on use of the Logo); and
 - (d) provide the new member with a password and login code to allow the member to access their own details in the on-line membership database.

- (2) If an application for Associate or Affiliate membership is approved the General Manager must, as soon as practicable;–
 - (a) enter or update the member’s details on the member database of the FAA’s web site; and
 - (b) provide the new member with a password and login code to allow the member to access their own details in the on-line membership database; and
 - (c) if requested, provide the new member with digital copies of the FAA Associate Mark or FAA Affiliate Mark as shown in Appendix 3.

- (3) A person or enterprise becomes a member of the Association and, subject to rule 13 (2), is entitled to exercise their rights of membership as and from the date on which the applicant’s membership application is approved.

12. Annual membership fee

- (1) At each annual general meeting, the Association must determine:-
 - (a) the amount of the annual membership fee for each membership type and class for the following financial year; and
 - (b) the date for payment of the annual membership fee.

- (2) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to-
- (a) the full annual membership fee; or
 - (b) a pro-rata fee based on the remaining part of the financial year.
- (3) . The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until the fee is paid.

13. Rights and obligations of Full members

- (1) A Full member of the Association who is entitled to vote has the right to:-
- (a) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) submit items of business for consideration at a general meeting; and
 - (c) attend and be heard at general meetings; and
 - (d) vote at a general meeting; and
 - (e) have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) inspect the register of members.
- (2) A Full member is entitled to vote if:-
- (a) more than 10 business days have passed since the member became a Full member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.
- (3) A Full member
- (a) is entitled to use and display the unique FAA Member Logo issued to them (containing the member's registered member number), in accordance with the restrictions set out in Appendix 2 of these Rules; and
 - (b) can choose to have their business listed on the "Wood Suppliers" section of the FAA's web site as a retail supplier, a wholesale supplier or both retail and wholesale supplier, depending on the nature of their business; and

- (c) can apply to become one of the maximum of ten “featured” members per State on the association’s web site;and
- (d) must undertake a thorough, accurate and honest assessment of the compliance of their firewood business to the requirements of the Code in the month of July each year and submit the original completed Compliance Self-Assessment Checklist to the Association; and
- (e) must attest under oath to the accuracy and veracity of the completed Compliance Self-Assessment Checklist, on the FAA Statutory Declaration Form, in the presence of an authorised witness as specified under the relevant state legislation concerning such declarations, and submit the signed Statutory Declaration to the Association;

14. Associate members

- (1) Associate members are not permitted to vote at general meetings of the Association but have the right to vote at any meeting specifically called for Associate Members.
- (2) Associate members are entitled to use and display the FAA Associate Mark in accordance with the restrictions set out in Appendix 3 of these Rules.
- (3) Can apply to become one of the maximum of ten “featured” members per State on the FAA’s web site.

15. Affiliate members

- (1) Affiliate members are not permitted to vote at general meetings of the Association but have the right to vote at any meeting specifically called for Affiliate Members.
- (2) Affiliate members are entitled to use and display the FAA Affiliate Mark in accordance with the restrictions set out in Appendix 3 of these Rules.
- (3) Can apply to become one of the maximum of ten “featured” members per State on the FAA’s web site.

16. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

17. Ceasing membership

- (1) The membership of a person or enterprise ceases on resignation, expulsion or, in the case of a non-enterprise member, death.
- (2) If a person or enterprise ceases to be a member of the Association, the General Manager must, as soon as practicable, enter the date the person or enterprise ceased to be a member in the register of members.

18. Resigning as a member

- (1) A member may resign by giving one month's notice in writing to the Association.
- (2) A member is taken to have resigned if:-
 - (a) the member's annual membership fee is more than 12 months in arrears; or
 - (b) where no annual membership fee is payable-
 - (i) the Secretary has made a written request to the member to confirm that they wish to remain a member; and
 - (ii) the member has not, within 3 months after receiving the request, confirmed in writing that they wish to remain a member.
- (3) After the expiry of the periods referred to in sub-rule (1) and sub-rule (2)-
 - (a) the member ceases to be a member; and
 - (b) the General Manager must record in the register of members the date on which the member ceased to be a member.
- (4) A Full member of the Association may change their membership category to Associate member by giving one month's notice in writing to the Secretary of their intention to change membership category.
- (5) After the expiry of the period referred to in sub-rule (4):-
 - (a) the Full member ceases to be a Full member and becomes an Associate member; and
 - (b) the Secretary must record in the register of members the date on which the change in membership category occurred.

19. Register of members

- (1) The General Manager must keep and maintain a register of members that includes:-
- (a) for each current member:-
 - (i) the member's name; and
 - (ii) the address for notice last given by the member; and
 - (iii) the date of becoming a member; and
 - (iv) the membership category of the member; and
 - (v) for Full members, the member number; and
 - (vi) any other information determined by the Committee; and
 - (vii) the name of any nominated person by an enterprise; and
 - (viii) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2 – Disciplinary action

20. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member-

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has brought the Association into disrepute.

21. Disciplinary sub-committee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary sub-committee-
 - (a) may be Committee members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

22. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member-
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that they may do one or both of the following-
 - (i) attend the disciplinary meeting and address the disciplinary sub-committee at that meeting; and/or
 - (ii) give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting.
 - (e) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23. Decision of the sub-committee

- (1) At the disciplinary meeting , the disciplinary sub-committee must-
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member or on the member's behalf.
- (2) After complying with sub-rule (1), the disciplinary sub-committee may-
 - (a) take no further action against the member; or
 - (b) subject to rule (3)–
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) terminate the member from the Association.
- (3) The disciplinary sub-committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

24. Appeal rights

- (1) A member whose membership rights have been suspended or who has been terminated from the Association under rule 23 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given-
 - (a) to the disciplinary sub-committee immediately after the vote to suspend or terminate the member is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a member has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must-

(a) specify a date, time and place of the meeting; and

(b) state-

(i) the name of the member against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or terminate the member should be upheld or revoked.

25. Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting-

(a) no business other than the question of the appeal may be conducted; and

(b) the Committee must state the grounds for suspending or terminating the member and the reasons for taking that action; and

(c) the member whose membership has been suspended or who has been terminated must be given an opportunity to be heard.

(2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or terminate the member should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 – Grievance procedure

26. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between-
 - (a) a member and another member
 - (b) a member and the Committee
 - (c) a member and the Association
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

27. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party

28. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days-
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) If the dispute is between a member and another member- a person appointed by the Committee; or
 - (ii) If the dispute is between a member and the Committee or the Association- a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who-

- (a) has personal interest in the dispute; or
- (b) is biased in favour of or against any party.

29. Mediation process

(1) The mediator to the dispute, in conducting the mediation, must-

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

(2) The mediator must not determine the dispute.

30. Failure to resolve dispute by mediation

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

PART 4- GENERAL MEETINGS OF THE ASSOCIATION

31. Annual general meetings

(1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

(2) The Committee may determine the date, time and place of the annual general meeting.

(3) The ordinary business of the annual general meeting is as follows-

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- (b) to receive and consider-
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and

- (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
 - (d) to determine the matters set out in Rule 12.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting a disciplinary meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

33. Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must-
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members (or enterprise member nominated representatives) requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under sub-rule (3)-
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3)

34. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 33 (3), the members convening the meeting) must give to each member of the Association-
 - (a) at least 21 days notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days notice of a general meeting in any other case.
- (2) The notice must-
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed-
 - (i) state in Full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 35 (5).
- (3) This rule does not apply to a disciplinary appeal meeting.

35. Proxies

- (1) A member may appoint another member or a person nominated by an enterprise member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.

- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any way they see fit.
- (4) The form for the appointment of a proxy approved by the Committee is provided in Appendix 1 of these Rules.
- (5) A member may use any other form to appoint a proxy provided that the person appointed as the member's proxy is clearly identified and that the form has been signed by the member.
- (6) Notice of a general meeting given to a members under rule 34 must-
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

36. Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for general meetings is the presence (physically, or by proxy or as allowed under rule 36) of 5% of the members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting-

(a) In the case of a meeting convened by, or at the request of, members under rule 33-the meeting must be dissolved;

Note:

If a meeting convened by, or at the request of, members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

(b) In any other case-

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3) (b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum was present.

38. Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting sub-rule (1), a meeting may be adjourned-

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

39. Voting at general meeting

- (1) On any question arising at a general meeting-
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a disciplinary appeal meeting conducted under rule 25.

40. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

41. Determining whether resolution carried

- (1) Subject to sub-section (2), the Chairperson of a general meeting may, on the basis of a show of hands, or for members attending the meeting by teleconference, on the voices, declare that a resolution has been-
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost-

and an entry to that effect in the minutes is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question-
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on the question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

42. Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include-
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 35 (6); and
 - (c) the financial statements submitted to the members in accordance with rule 31 (3) (b) (ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5-COMMITTEE

Division 1-Powers of Committee

43. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may-
 - (a) appoint and remove staff; and
 - (b) establish sub-committees consisting of members with terms of reference it considers appropriate.

44. Delegation

- (1) The Committee may delegate to a member of the Committee, a sub-committee, staff or a contracted provider of services any of its powers and functions other than-
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2-Composition of Committee and duties of members

45. Composition of Committee

- (1) The Committee consists of 4 office holders
 - (a) a President; and
 - (b) a Vice-president; and
 - (c) a Secretary; and
 - (d) a Treasurer
- (2) The Association may elect, in accordance with rule 54, two additional ordinary members to the Committee

46. General duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties-
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of-
 - (a) their position; or
 - (b) information acquired by virtue of holding their position- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform other duties imposed from time to time by resolution at a general meeting.

47. President and Vice-President

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and Vice-President are both absent, or unable to preside, the Chairperson of the meeting must be-
 - (a) in the case of a general meeting-a member elected by the other members present; or
 - (b) in the case of a committee meeting-a committee member elected by the other committee members present.

48. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must-
 - (a) ensure that the register of members is maintained in accordance with rule 19; and
 - (b) ensure that the common seal of the Association and all financial records, documents and securities of the Association are kept securely at the Associations registered address; and
 - (c) subject to the Act and there Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

49. Treasurer

- (1) The Treasurer must-
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and

- (b) co-ordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (2) The Treasurer must ensure that at least one other committee member has access to the financial records of the Association.

Division 3-Election of Committee members and tenure of office

50. Who is eligible to be a Committee member

- (1) A member or the nominee of an enterprise member is eligible to be elected or appointed as an office holder of the Committee if the member-
 - (a) is a Full member of the Association; and
 - (b) is entitled to vote at a general meeting
- (2) A Full member, Associate member or an Affiliate member is entitled to be elected as an ordinary member of the Committee.

51. Positions to be declared vacant

At any annual general meeting of the Association, after the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 52 to 55

52. Nominations

- (1) Prior to the election of each person, the Chairperson of the meeting must call for nominations to fill that position.
- (2) A member of the Association who is eligible for a position on the Committee may-
 - (a) nominate himself or herself; or
 - (b) with the members consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may nominate or be nominated for election to any other position that they are eligible to hold.

53. Election of Committee members

- (1) At the annual general meeting, separate elections must be held for each of the following positions-
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) First ordinary member;
 - (f) Second ordinary member
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new president may take over as Chairperson of the meeting.

54. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election may be held by secret ballot or other means as determined appropriate by the returning officer.
- (5) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

- (6) If the returning officer is unable to declare the result of an election under sub-rule (5) because two or more candidates received the same number of votes, the returning officer must-
- (a) conduct a further election for the position to decide which of the candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

55. Term of office

- (1) Subject to sub-rule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may-
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-rule (3) (a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56. Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she-
 - (a) ceases to be a member of the Association who is eligible to hold the committee position they were elected to; or

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or

(c) otherwise ceases to be a committee member by operation of section 78 of the Act.

57. Filling casual vacancies

(1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that-

(a) has become vacant under rule 56; or

(b) was not filled by election at the last annual general meeting.

(2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 55 applies to any committee member appointed by the Committee under sub-rule (1) or (2).

(4) The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

58. Meetings of Committee

(1) The Committee must meet at least twice each year at the dates and times determined by the Committee.

(2) Special committee meetings may be convened by the President or by any 4 members of the Committee.

59. Notice of meetings

(1) Notice of each committee meeting must be given to each committee member no later than 2 days before the date of the meeting.

(2) Notice may be given of more than one committee meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

62. Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63. Quorum

- (1) No business may be conducted at a committee meeting unless a quorum is present.

- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting-
 - (a) in the case of a special meeting-the meeting lapses;
 - (b) in any other case-the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65. Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member-
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81 (3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest-
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66. Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following-
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

67. Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 6 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6-FINANCIAL MATTERS

68. Source of funds

- (1) The funds of the Association may be derived from application fees, qualification visit fees, annual membership fees, donations, featured member fees, fund-raising activities, special project funding contributions, grants, sales of printed materials and moisture meters, interest and any other sources approved by the Committee.

69. Management of funds

- (1) The Association must maintain an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) The Association must maintain a positive balance in its account at all times,

70. Financial records

- (1) The Association must keep financial records that-
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must maintain the financial records for 7 years after the transactions covered by the records are completed.

71. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include-
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;

- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7-GENERAL MATTERS

72. Common seal

- (1) The Association's common seal must be kept at the registered address of the Association.
- (2) A document may only be sealed with the common seal by the authority of the Committee.

73. Registered address

The registered address of the Association is-

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address-the postal address of the Secretary.

74. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given-
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given-
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or

- (d) if the Committee determines that it is appropriate in the circumstances-
 - (i) by email to the address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

75. Custody and inspection of books and records

- (1) Members may on request inspect free of charge-
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interested of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule-

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following-

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

76. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association

FORM OF APPOINTMENT OF PROXY

I,
(name)

of.....
.....
(Name and address of member's business)

being a Full member of the FIREWOOD ASSOCIATION of AUSTRALIA INC.

APPOINT

.....
(Name of proxy holder)

of.....
.....
(Name and address of proxy holder's business)

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

.....
(Date of meeting)

and at any adjournment of that meeting

My proxy is authorised to vote **in favour of/against*** the following resolution (insert details of resolution)

Signature:..... (of Full Member appointing Proxy)

Date:.....

* Cross out whichever is not applicable.

USE OF THE FAA LOGO BY FULL MEMBERS OF THE ASSOCIATION

Full members of the FAA are entitled to use the version of the Logo as shown below:



Restrictions on use of the Logo:

- 1 The Member acknowledges that the Logo is the property of the Firewood Association of Australia (FAA) or its successors or assigns.
- 2 The Member must not do anything that might detrimentally affect the goodwill embodied in the Logo or the reputation of the FAA.
- 3 The Member must not apply for registration of any trade mark, business name or company name that incorporates the Logo or is substantially identical with or deceptively similar to the Logo.
- 4 Proof copies of any new or updated literature or materials that include the Logo, or that refer to the FAA, must be submitted to FAA for approval prior to their use.

USE OF THE FAA MARK BY AFFILIATES AND ASSOCIATES

Affiliate and Associate Members of the FAA are entitled to use the relevant version of the logo (hereunder referred to as the Mark) as shown below:



Restrictions on use of the Mark:

- 1 The Member acknowledges that the Mark is the property of the Firewood Association of Australia (FAA) or its successors or assigns.
- 2 The Member must not do anything that might detrimentally affect the goodwill embodied in the Mark or the reputation of the FAA.
- 3 The Member must not apply for registration of any trade mark, business name or company name that incorporates the Mark or is substantially identical with or deceptively similar to the Mark.
- 4 Use of the Mark in advertising, marketing and promotion must not infer that the member is a Full member of the FAA.
- 5 Proof copies of any new or updated literature or materials that include the Mark, or that refer to the FAA, must be submitted to FAA for approval prior to their use.