

CORPORATIONS LAW OF AUSTRALIA

A Company Limited by Guarantee
and not having a share capital

ARTICLES OF ASSOCIATION of

The Australian Ceramic Society; Australian Company Number 000 468 708

INTERPRETATION

1. In these regulations—

"Law" means the *Corporations Law*;

"the Society" means The Australian Ceramic Society;

"the seal" means the common seal of the Society;

"Secretary" means any person appointed to perform the duties of a secretary of the Society and includes an honorary secretary;

"State" means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile, electronic and other modes of representing or reproducing words in a visible form.

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

GOVERNING BODY

3. The governing body of the Society shall be the Federal Council

MEMBERSHIP

4. The number of members with which the Society proposes to be re-registered is 300 but Federal Council may from time to time register an increase of members. Membership Categories shall include Members, Corporate members, Honorary Life Members and Honorary Fellows.

5. All members approved by Federal Council of the Society shall be members under the Memorandum of Association.

6. The application for membership shall be made electronically by the applicant and the prescribed joining fee if applicable shall be paid.

7. All annual subscriptions if applicable shall become due and payable in advance on the First day of January in every year

8. Any association or organisation whether incorporated or not may be admitted to membership and in that event such association or organisation shall be at liberty to nominate an applicant or applicants for membership in accordance with these regulations provided that the total number of such applicants so nominated for membership by such association or organisation shall not exceed two at any one time and such applicant or applicants shall be entitled to represent such association or organisation and subject thereto all other regulations as to membership shall apply mutatis mutandis to such applicant or applicants.

9. All annual subscriptions shall become due and payable in advance on the First day of January in every year.

CESSATION OF MEMBERSHIP

10. Federal Council may remove a Member from the Register of Members if he/she does not respond to requests sent by e-mail from the secretary within three months.

11. A member may at any time by giving notice electronically to the Secretary resign his/her membership of the Society.

12. If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Society or shall be guilty of any conduct which in the opinion of Federal Council is unbecoming of a member or prejudicial to the interest of the Society then Federal Council shall have power to expel the member from the Society and erase his/her name from the Register of Members provided that at least one week before the meeting of

Federal Council at which a resolution for his/her expulsion is passed the member shall have had notice of such meeting and of what is alleged against him/her and of the intended resolution for his/her expulsion and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he/she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty four hours before the time for holding the meeting at which the resolution for his/her expulsion is to be considered by Federal Council elect to have the question of his/her expulsion dealt with by the Society.

GENERAL MEETINGS

13. An Annual General Meeting of the Society shall be held in accordance with the provisions of Law. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.

14. Any member of Federal Council may whenever he/she thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by Law.

15. Subject to the provisions of Law relating to special resolutions and agreements for shorter notice, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Society. Subject to these provisions, Annual General Meetings may be held by video-conferencing or like means. Members linked to the meeting by such means shall be considered in all respects to be present at the meeting.

16. All business shall be special that is transacted at an extraordinary general meeting. It may include the appointment/termination and fixing of the remuneration of the Auditors. A quorum for an extraordinary general meeting shall be 15 including proxies. Any business listed under article 17 may not be transacted at this meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any Annual General meeting unless a quorum of members is present at the time when the meeting proceeds to business. A minimum of fifteen members must be present for a quorum. No proxies will be accepted at this meeting. The business that will be transacted at an Annual General meeting will be the election of officers and other members of Federal Council in the place of those retiring, change of Articles of Association and Memorandum of Association, Financial Statements and other matters on the Agenda.

18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as Federal Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.

19. The President shall preside as chairman at every general meeting of the Society, or if there is no President, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.

20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. At any general meeting a resolution put to the vote of the meeting 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—

(a) by the Chairman; or

(b) by at least three members present in person. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society 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. The demand for a poll may be withdrawn.

22. 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, and the result of the poll shall be the 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.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

24. A member may vote in person or by proxy at an Extraordinary General Meeting only.

25. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointee or of his/her attorney duly authorised in writing or, if the appointee is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

The Australian Ceramic Society.

I being a member of the above-named Society, hereby appoint _____, of _____ or failing him/her, _____ of _____ as my proxy to vote for me on my behalf at the annual/extraordinary/general meeting of the Society, to be held on the _____

Signed _____ Date _____.

GOVERNING BODY AND OFFICERS

27. As provided in Article 3, the Governing Body of the Society is the Federal Council. The Federal Council shall consist of Officers of the Society, nine Committee Members and the Secretary appointed under article 51. The Officers of the Society shall consist of a President (to be known as the Federal President), a Vice-President (the Federal Vice-President) and an Honorary Treasurer (the Federal Treasurer), all of whom shall be members of the Society.

28. At the Annual General Meeting of the Society in each year the officers and other members of the Federal Council shall be elected from among the Members of the Society and such Officers and other members of the Federal Council shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.

29. The election of Officers and other members of Federal Council shall take place in the following manner:

(a) In accordance with Article 39d Federal Council will determine the number of Federal Councillors allocated to each State or Regional Branch for election.

(b) Any two members of the Society shall be at liberty to nominate any other member to serve as an officer or other member of the Federal Council.

(c) The nomination, which shall be in writing and signed by the member and his/her proposer and seconder shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.

(d) A list of the Candidates' names in alphabetical order, together with the office to which they are nominated, the State or Regional Branch from which they are nominated, and the proposer's and seconder's names, shall be posted in a conspicuous place in the registered office of the Society for at least seven days immediately preceding the Annual General Meeting.

(e) Balloting lists shall be prepared containing the names of the candidates in alphabetical order, the office to which they are nominated and the State or Regional Branch from which they are nominated, and each member present at the Annual General Meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.

(f) The Election of Federal President shall be made first, followed by the election of the Federal Vice-President and the Federal Treasurer.

(g) The election of Federal Council members will then proceed until the number allocated to each State or Regional Branch has been reached. Once the number of Councillors from any one State or Regional Branch has been elected, further candidates from that same Branch are to be excluded from any subsequent balloting process.

(h) In case there shall not be a sufficient number of candidates nominated and eligible for election Federal Council shall fill up the remaining vacancy or vacancies by means of co-option at the next Federal Council meeting.

30. The Society may from time to time by resolution placed on the Notice-paper and passed at an Annual General Meeting increase or reduce the number of members of Federal Council.

31. The Federal Council shall have power at any time, and from time to time, to appoint any person to Federal Council, either to fill a casual vacancy or as an addition to the existing officers or other members of the Federal Council but so that the total number of officers or other members of the Federal Council shall not at any time exceed the number fixed in accordance with these regulations. Any officer or other member of Federal Council so appointed shall hold office only until the next Annual General Meeting.

32. The Society may by ordinary resolution remove any officer or other member of the Federal Council before the expiration of his/her period of office, and may by an ordinary resolution appoint another person in his/her stead; the person so appointed shall hold office only until the next Annual General Meeting.

33. The office of a member of Federal Council shall become vacant if the member—

- (a) ceases to be a member of Federal Council by virtue of Law;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director of a Company by reason of any order made under Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Society;
- (f) for more than three months is absent without permission of Federal Council from meetings of Federal Council held during that period;
- (g) holds any office of profit under the Society;
- (h) ceases to be a member of the Society; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Society provided however, that a member shall not vacate his/her office by reason of his/her being a member of any corporation society or association which has entered or proposes to enter into a contract with the Society if such corporation society or association is among the class of companies referred to in the proviso to Clause 3 of the Memorandum of Association of the Society and if he/she shall have declared the nature of his interest in manner required by Law.

Provided always that nothing in this article shall affect the operation of Clause 3 of the Memorandum of Association of the Society.

POWERS AND DUTIES OF FEDERAL COUNCIL

34. The business of the Society shall be managed by Federal Council who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by Law or by these regulations, required to be exercised by the Society in general meeting. The powers of Federal Council under these regulations shall nevertheless be subjected to provisions of Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in general meeting. However, no such regulation made by the Society in general meeting shall invalidate any prior act of Federal Council which would have been valid if that regulation had not been made.

35. Federal Council may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Society.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn accepted endorsed or otherwise executed, as the case may be, by any two members of Federal Council or in such other manner as Federal Council from time to time may determine.

37. Federal Council shall cause minutes to be made— (a) of all appointments of officers and staff; (b) of names of members of the Council present at all meetings of the Society and of the Council; and (c) of all proceedings at all meetings of the Society and of the Council. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

38. (a) Federal Council may authorise the establishment of State or Regional Branches of the Society consisting solely of financial members of the Society, and may authorise each Branch to be managed by a Committee operating in effect as a Sub-Committee of Federal Council under Article 46; provided that the President of each Branch Committee is drawn from the membership of Federal Council.

(b) Federal Council may delegate to each Branch the power for its membership to elect from their number a Branch President (to be a Federal Councillor in accordance with article 30) and a number of Committee Members, whose number and election shall be validated by Federal Council.

(c) Federal Council must ensure that each Branch Committee operates in accordance with the Society's Memorandum and Articles of Association and with any other requirements, such as by-laws, laid down by Federal Council; must ensure that each Branch supplies audited accounts each year to the Federal Treasurer by a date specified by Federal Council; and has the power to direct that no Branch may publish or communicate, to any party or parties who are not members of the Society, any matters which may purport to represent the policy of Federal Council, without the sanction of Federal Council given in writing.

(d) Federal Council has the power to allocate the number of Federal Council members to be elected from each State or Regional Branch, and must advise the membership of these allocations on the Notice Paper calling for nominations to Federal Council. Where practicable, an equal number of representatives should be allocated to the New South Wales and Victorian Branches together with at least one representative from each other Branch. Also where practicable, the office of Federal President should normally rotate from Branch to Branch every two years, with the Federal President being eligible for re-election for a second term after the first year but he/she would not normally be re-elected for a third term.

PROCEEDINGS OF FEDERAL COUNCIL

39. Federal Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of Federal Council may at any time and the Secretary shall on the requisition of a member of the Council summon a meeting of the Council. Subject to these provisions, meetings of Federal Council may be held by video-conferencing or like means. Members linked to the meeting by such means shall be considered in all respects to be present at the meeting.

40. The number of Federal Councillors allocated to each State or Regional Branch shall be decided on a two-thirds majority vote of all Federal Councillors, voting either in person or by proxy. Otherwise, questions arising at any meeting of the Federal Council shall be decided by a majority of votes of those present or voting by proxy and a determination by such shall for all purposes be deemed a determination of the Council. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

41. A member of the Federal Council shall not vote in respect of any contract or proposed contract with the Society in which he/she is interested, or any matter arising thereat, and if he/she does so vote his/her vote shall not be counted.

42. The quorum necessary for the transaction of the business of the Federal Council shall be three or such greater number as maybe fixed by the Council, provided that at least one member of Council is present from two State or Regional Branches (as defined in Article 39d) .

43. The continuing members of Federal Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Council, the continuing member or members may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the Society, but for no other purpose.

44. The President shall preside as Chairman at every meeting of the Federal Council, or if there is no President, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

45. Federal Council may delegate any of its powers to sub-committees consisting of such member or members of the Council as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

46. A sub-committee may elect a Chairman of its meetings; if no such chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

47. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

48. All acts done by any meeting of the Federal Council or of a sub-committee or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the members of the Council or any of them were

disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

49. A resolution in writing signed by all the members of the Federal Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

SECRETARY

50. The Secretary of the Society (known as the Federal Secretary) shall in accordance with Law be appointed by the Federal Council for such term, at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Council from appointing a member of the Society as Honorary Secretary and any member so appointed shall forthwith become an Officer of the Society and, if not already a member of the Council, ex officio a member of the Council and he/she shall be subject to the provisions of Clause 3 of the Memorandum of Association.

SEAL

51. The Federal Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a sub-committee of members of the Council authorised by the Council in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

ACCOUNTS

52. Federal Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors' report thereon as required by Law provided however, that the Council shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

53. Federal Council shall from time to time determine in accordance with Clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or paper of the Society except as conferred by statute or by Clause 7 of the Memorandum of Association or authorised by the Council or by the Society in general meeting.

AUDIT

54. A properly qualified Auditor or Auditors shall be appointed as required by Law and will be remunerated.

NOTICES

55. If a notice is required to be given by the Society to any member it shall be sent by email. A record of the successful receipt of the email shall be kept by the Secretary.

56. (1) Notice of every general meeting shall be given in any manner herein before authorised to—

- (a) every member of the Society; and
- (b) the auditor or auditors for the time being of the Society.

(2) No other person shall be entitled to receive notices of general meetings.

WINDING-UP

57. The provisions of Clause 6 of the Memorandum of Association relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

58. Every member of the Federal Council, Auditor, Secretary and other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability incurred by him/her in defending any proceedings,

whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application under Law in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.