

BLAKE DAWSON WALDRON

L A W Y E R S

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# Technical Textiles & Nonwoven Association Inc. Rules

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**Ref: MFBS:12567242**

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## TECHNICAL TEXTILES & NONWOVEN ASSOCIATION INC

### RULES

#### 1. NAME

The name of the incorporated association is Technical Textiles & Nonwoven Association Inc. (in these Rules called "the Association").

#### 2. INTERPRETATION

(a) In these Rules, unless the contrary intention appears:

"**Associate Member**" means a governmental, research, educational, or testing body and consultants to the industry. It also includes New Zealand technical textile and nonwoven manufacturers and related material suppliers.

"**Board**" means the Board of Management of the Association.

"**engaged in the industry**" includes the manufacture, wholesaling, retailing, promoting, undertaking of research and development, undertaking or conducting a course of study or training relating to the Industry, supplying goods and/or services to the Industry and all matters of and incidental to each of the above.

"**Financial year**" means the year ending on 30 June.

"**General Meeting**" means a general meeting of Members convened in accordance with Rule 15.

"**Industry**" means the Technical Textiles and Nonwoven Industry in Australia and New Zealand which is engaged in the manufacture of high performance, often customised fabrics and finished products, for various industrial users (such as automotive, sanitation, medical and construction industries) and for individuals with specialist personal requirements (such as sports, leisure, protective equipment and clothing).

"**Individual Member**" means a natural person who is a retired employee from the Industry or a student studying with the aim to join the industry.

"**Industry Member**" means an incorporated body involved in the manufacture in Australia of technical textiles and nonwoven fabrics and products. This covers a broad spectrum that includes suppliers of raw materials (e.g. fibers, polymers, binders, adhesives films and other such chemicals and materials and services to the industry such as converting, and packaging) and machinery to the industry as well as end product manufacturers.

"**Member**" means an Associate Member, Industry Member, Individual Member and/or a Reciprocal Member of the Association as or where the context requires.

"**Person**" means a natural person or an incorporated entity as the context requires.

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**“Reciprocal Member”** means an overseas or local industry association that is willing to enter into a no cost reciprocal relationship with the TTNA

**"The Act"** means the Associations Incorporation Act 1981.

**“Treasurer’s Assistant”** a person to assist the Treasurer appointed by the Board.

**"The Regulations"** means regulations under the Act.

- (b) In these Rules, a reference to the Secretary of the Association is a reference:
- (i) where a person holds office under these Rules as Secretary of the Association to that person; and
  - (ii) in any other case, to the public officer of the Association.
- (c) Words or expressions contained in these Rules shall be interpreted in accordance with the Acts Interpretation Act 1958 and the Act as in force from time to time.
- (d) Where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meaning

### 3. **PURPOSES AND POWERS**

- (a) The purposes of the Association are to provide a forum for the advancement of the Industry and to represent and foster the development of the Industry and in particular:
- (i) to provide a forum for discussion of issues facing the Industry;
  - (ii) to encourage an internationally competitive and innovative Industry;
  - (iii) to form links with other industry and business organisations, including education and research and development organisations;
  - (iv) to foster the growth of an appropriately skilled and sustainable workforce in the Industry through training;
  - (v) to develop and support networks of communication within the Industry;
  - (vi) to compile statistical information on revenue, exports, research and development of the Industry;
  - (vii) to promote the Industry;
  - (viii) to encourage research and development and innovation in the Industry;
  - (ix) to represent the interests of the Industry to government bodies.
- (b) For the purposes of sections 3(2) and 51(4) of the Act, it is hereby declared that the predominant purpose of the Association is to perform the functions of a trade

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association for the Industry and that the Association is authorised to trade in accordance with the provisions of these Rules and of the Act.

- (c) Solely for the purpose of carrying out the aforesaid purposes and not otherwise the Association shall have the following powers:
- (i) To do and carry on any activity which may directly or indirectly attain, encourage or promote the aforesaid purposes or any of them.
  - (ii) To open, maintain and operate bank or other accounts with any bank or banker, financier or finance corporation or building society or similar institution or corporation including without limiting the foregoing, cheque accounts, savings accounts, trust accounts, or investment accounts.
  - (iii) To do any act or thing and carry out any enterprise permitted by the objects jointly with or in association with any other person, company or association.
  - (iv) To enter into any arrangements with any government or authority, municipal local or otherwise that may be conducive to the purposes or any of them and to obtain from any such government or authority any rights, privileges and concessions which may be conducive to the objects and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
  - (v) To hold or apply for, purchase or otherwise acquire copyrights, trademarks, formulas, patents, patent rights or similar rights, licenses or concessions for the purposes of or arising from the purposes or any of them.
  - (vi) To pay a reasonable and proper remuneration to any officer, servant, agent or employee of the Association for services actually rendered to the Association.
  - (vii) To purchase, take on lease or on hire or on exchange or otherwise acquire in any manner howsoever for such tenure or upon such terms and conditions as may seem fit:
    - (a) estates or interests in any land freehold or leasehold or for any other tenure whether situate in the State of Victoria or elsewhere and any easements, licence, right or privileges connected therewith;
    - (b) plant, machinery, apparatus, implements, tools, appliances, instruments and personal property of every description whatsoever.
  - (viii) To borrow or raise money for any of the purposes of the Association without limit as to amount and from time to time to issue bonds debentures notes charges upon income or other securities secured or unsecured of the association for moneys so borrowed or in payment for property acquired or for any of the other objects or purposes of the Association or in connection with its business; to secure such bonds debentures notes charges upon income or pledge or other lien upon all or any of the property rights and

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privileges of the Association and to pledge sell or otherwise dispose of all or any of such bonds debentures notes and other obligations of the Association.

- (ix) To pay interest at a reasonable and proper rate on money lent to the Association by any Member and to pay a reasonable and proper rent for any premises or property demised or let to the Association by any Member.
- (x) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (xi) To procure the Association to be registered or recognised in any country or place outside the State of Victoria.
- (xii) To establish and enter into contracts of any nature with insurance companies or others including any agency of the Government for the purpose of insuring the Association against all risks engaged in its activities, and necessary or ancillary to carrying out the objects and purposes of the Association.
- (xiii) To buy, sell, rent, develop, improve, mortgage, invest or deal in or operate any and every kind and character of property or any interest therein real or personal tangible or intangible.
- (xiv) To sell, improve, manage, develop, exchange, lease, issue licences in respect to, dispose of, turn to account, or otherwise deal with all or any part of the property or rights of the Association.
- (xv) To enter into, make perform and carry out contracts of every kind and character which may be necessary or convenient for the business of the Association.
- (xvi) To lend and advance money or give credit to any person, association or company and to guarantee and to give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person, association or company and to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person, association or company and otherwise assist any person, association or company if such actions or any of them are or may be incidental or conducive to the purposes or any of them.
- (xvii) To invest moneys of the Association in such a manner as is from time to time thought fit.
- (xviii) To recover or satisfy and release, forgive or compound any debt or liability to the Association on any condition or conditions.
- (xix) To sue for any debt or enforce any right or privilege and engage in or defend any suit or litigation or proceeding.

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- (xx) To employ, appoint or engage any servant, agent, attorney, solicitor, accountant, doctor or other profession or any workmen or tradesmen.
  - (xxi) To acquire by purchase exchange subscription or otherwise and to receive mortgage pledge sell assign transfer exchange or otherwise dispose of shares or interests of any bonds Government or semi-Government securities or other securities created by any other company or companies whether incorporated in Australia or elsewhere and to pay therefor in whole or in part with cash or other property or with bonds or other securities or interests of the Association and to possess and exercise in respect thereof all rights powers and privileges of ownership including the right to vote thereon.
  - (xxii) To carry on any other lawful business or do anything whatsoever which the Association may deem proper or convenient or capable of being carried on in connection with the foregoing or otherwise or may be calculated directly or indirectly to promote the interests of the Association or to enhance the value of its property and to have enjoy and exercise all the rights powers and privileges which are now or may hereafter be conferred upon non-profit incorporated associations by the laws of the State of Victoria or any other Government in any jurisdiction and to do any and all of the things hereinbefore set forth as principal and agent to the same extent as natural persons might or could do and in any part of the world.

#### 4. APPLICATION FOR MEMBERSHIP

- (a) The first Members of the Association are those persons who were Members of the unincorporated association at the date of incorporation.
- (b) Any person or incorporated body who is currently engaged in the Industry, was previously engaged in the Industry or intends to engage in the Industry and who is nominated and approved for membership of the Association as provided in these Rules is eligible to be a Member of the Association upon payment of the appropriate entrance fee and annual subscription payable under these Rules.
- (c) After incorporation, the membership of the Association shall consist of four classes being Associate Members, Individual Members, Industry Members and Reciprocal Members.
- (d) A person who is not a Member of the Association at the time of the incorporation of the Association (or who was a Member at that time but has ceased to be a Member) shall not be admitted to membership:
  - (i) unless the person is nominated as provided in sub-clause (f); and
  - (ii) the admission as a Member is approved by the Board.
- (e) The Members of the unincorporated association at the date of incorporation who wish to remain as Members of the Association after incorporation shall nominate whether they wish to become an Associate Member, Individual Member or Industry Member;

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- (f) A nomination of a person or organisation for membership of the Association under clause 4(d) or a class of membership under clause 4(e):
- (i) shall be made in writing in the form set out in Appendix 1;
  - (ii) shall state whether the person applies for Associate membership, Individual membership, Industry membership or Reciprocal membership;
  - (iii) shall be lodged with the Secretary of the Association.
- (g) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board.
- (h) Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination of the person in the proposed class of membership applied for.
- (i) The question whether to approve or reject the nomination shall be determined on a show of hands or, if demanded by a Member of the Board, by a poll taken in such manner as the person presiding at the meeting may determine.
- (j) Each Member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote.
- (k) A nomination shall be approved by the Board if three-quarters of the Members of the Board, present and voting at the meeting at which such nomination is being considered, vote in favour of the nomination.
- (l) Upon a nomination being approved by the Board, the Secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the Association and/or class of membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (m) In the event that the Board rejects a nomination for a class of membership but is prepared to accept that nomination in another class of membership, the Board may approve such nomination in such other class subject to the person consenting to the change in membership class.
- (n) The Secretary shall, upon payment of the amounts referred to in sub-clause (l) within the period referred to in that sub-clause, enter the nominee's name and class of membership in the register of Members and, upon the name being so entered, the nominee becomes a Member of the Association and/or a Member of the Association in that class.
- (o) A right, privilege, or obligation of a person by reason of membership of the Association:
- (i) is not capable of being transferred or transmitted to another person; and

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- (ii) terminates upon the cessation of membership in accordance with clauses 10 or 11 of these Rules.

5. **REPRESENTATIVES**

- (a) A Member which is a company, or other body corporate or partnership must appoint in writing a natural person as the representative of that Member.
- (b) A representative so appointed may exercise all the rights to which a Member is entitled under these Rules for so long as that person is the representative.
- (c) The rights which a representative may exercise include the right to be elected to any position within the Association, the Board and any of its committees formed from time to time and to represent the Member at any meeting of Members.
- (d) A Member may at any time change the representative and substitute a new representative in the place of a representative who is elected to any body or position within the Association.
- (e) Upon the expulsion or removal of a Member pursuant to clauses 10 or 11 of these Rules, a representative who is elected to any body or position within the Association automatically ceases to hold office.
- (f) The Member is responsible for the actions of a representative and is subject to any disciplinary action which may be taken against a Member in respect of the actions of the representative.

6. **PUBLIC OFFICER**

The Public Officer of the Association for the purposes of the Act shall be either a Member of the Board being not less than eighteen years of age nominated by the Board for that office or if there is no Member so nominated for that office by the Board then the Secretary of the Association from time to time.

7. **ENTRANCE FEE AND SUBSCRIPTIONS**

- (a) The entrance fee (if any) for each class of membership shall be such amount as determined by the Board from time to time.
- (b) The annual subscription for each class of membership shall be determined by the Board from time to time and is payable within thirty (30) days of a written request for payment from the Board.
- (c) Any further subscriptions (if any) payable by Members in any class of membership in any year shall be determined by the Board from time to time and is payable within thirty (30) days of a written request for payment from the Board.
- (d) The Board may determine from time to time to offer concessions in entrance fees, annual subscription fees or other fees for different types of Individual Members

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8. **CONFIDENTIAL INFORMATION**

- (a) In these Rules, unless the contrary intention appears, "confidential information" means:
  - (i) information or material proprietary to the Association;
  - (ii) information designated as confidential by the Association;
  - (iii) trade secrets.
- (b) Without limiting the foregoing, "confidential information" shall include, but not be limited to, client information, client lists, lists of contacts within organisations involved in the Industry, databases, records and reports.
- (c) Subject to clause 8(d), a Member shall not be given access to confidential information unless the Member pays to the Association the appropriate fee (if any) determined by the Board for such confidential information.
- (d) Notwithstanding the provisions of clause 8(c), a Member shall not be charged a fee for confidential information which consists exclusively of the results of any research activities undertaken by the Association in to the Best Practice for persons engaged in the Industry, for which the Association has received or may receive funding from any governmental body.
- (e) A Member who has been granted access to confidential information must keep confidential all confidential information, and take and enforce proper and adequate precautions at all times to preserve the confidentiality of all confidential information.
- (f) A Member who has been granted access to confidential information must not divulge, make available, or reveal or put into the possession or control of any person any confidential information except:
  - (i) as required by law; or
  - (ii) with the written consent of the Board and then only on the basis that the confidentiality of the confidential information is similarly respected in the same manner as provided in these Rules.

9. **REGISTER OF MEMBERS**

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the class of membership and the usual address and contact details of the Member as advised to the Secretary from time to time and the register shall be available for inspection and copying by Members upon request.

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10. **RESIGNATION AND EXPULSION OF MEMBER**

- (a) A Member of the Association who has paid all moneys due and payable by the Member to the Association may resign from the Association by first giving one months notice in writing to the Secretary of the Member's intention to resign and upon the expiration of that period of notice, the Member ceases to be a Member.
- (b) Upon the expiration of a notice given under sub-clause (a), the Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.
- (c) A person appointed as a Member of the Association who subsequently ceases to fulfil the requirements of eligibility as defined in clause 4(b) of these Rules shall be deemed to have resigned as a Member from the time at which he ceased to be eligible pursuant to Rule 4(b).

11. **EXPULSION OF MEMBER**

- (a) Subject to these Rules, the Board may by resolution:
  - (i) expel a Member from the Association; or
  - (ii) suspend a Member from membership of the Association for a specified period;if the Board is of the opinion that the Member or a representative of the Member;
  - (iii) has refused or neglected to comply with these Rules; or
  - (iv) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- (b) Where the Board passes a resolution under sub clause (a), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing setting out the resolution of the Board and the grounds on which it is based.
- (c) In the event that the Member disputes the notice served on him pursuant to clause 11(b), the Member shall within 14 days of such service serve notice on the Secretary that the Member wishes to appeal the decision of the Association.
- (d) Upon receipt of such notice of appeal from the Member, the Board shall call a meeting of the Association as soon as practicable.
- (e) Where the Member to whom a resolution referred to in sub-clause (a) makes representations in writing to the Secretary or Chairman of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the Secretary or the Chairman may send a copy of the representations to each Member of the Association or, if they are not so sent, the Member may require that they be read out at the meeting.
- (f) A resolution of the Board under sub-clause (a):

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- (i) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under sub-clause 11(b) confirms the resolution in accordance with this clause; and
  - (ii) where the Member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- (g) A Member will be automatically expelled from the Association if the Member:
- (i) becomes bankrupt or enters any form of insolvency administration; or
  - (ii) applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit.
- (h) A Member who ceases to be a Member of the Association for any reason whatsoever shall be obliged to pay any outstanding fees due as at the date of cessation of membership and shall not be entitled to receive a refund of any fees or part thereof paid to the Association at any time prior to the Member ceasing to be a Member of the Association.

## 12. ANNUAL GENERAL MEETING

- (a) The Association shall in each calendar year convene an annual general meeting of its Members.
- (b) The annual general meeting shall be held on such day as the Board determines.
- (c) The ordinary business of the annual general meeting shall be:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (ii) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
  - (iii) to elect Members of the Board in accordance with clause 23; and
  - (iv) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (d) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (e) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## 13. MEETINGS GENERALLY

All general meetings other than the annual general meetings shall be called special general meetings.

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14. **SPECIAL GENERAL MEETING**

- (a) The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (b) The Board shall, on the requisition in writing of Members representing not less than 5% of the total number of Members or 6 persons who are Members (whichever is the greater), convene a special general meeting of the Association.
- (c) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (d) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

15. **NOTICE OF MEETING**

- (a) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each Member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (c) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

16. **PROCEEDINGS AT MEETINGS**

- (a) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (b) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.

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- (c) Ten Members personally present (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
  - (d) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 8) shall be a quorum.

**17. CHAIRPERSON**

- (a) The Chairperson, or in the Chairperson's absence, the Deputy-Chairperson, shall preside as chairperson at each general meeting of the Association.
- (b) If the Chairperson and the Deputy-Chairperson are absent from a general meeting, the Members present shall elect one of their number to preside as chairperson at the meeting.

**18. ADJOURNMENT**

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (c) Except as provided in subclauses (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

**19. VOTING RIGHTS FOR MEMBERSHIP CLASSES**

- (a) Industry Members shall have one vote per incorporate body that is a fully paid up member of the association. Votes of Industry Member at all meetings of the Association shall be weighted in proportion to the representation of Industry Members on the Board (currently 5/7)
- (b) Associate Members shall have one vote per each body that is a fully paid up member of the association. Votes of Associate Members at all meetings of the Association shall be weighted in proportion to the proposed Board membership (2/7)
- (c) Individual Members shall have no voting rights at any meeting of the association.
- (d) Reciprocal Members shall have no voting rights at any meetings of the association.

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20. **VOTING AT MEETINGS**

- (a) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (b) Upon any question arising at a general meeting of the Association, a Member has one vote only.
- (c) All votes shall be given personally or by proxy.
- (d) Each Member entitled to do so, subject to clause 19 of these rules, shall be entitled to appoint another Member as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (e) The notice appointing the proxy shall be in the form set out in Appendix 2.
- (f) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (g) A Member is not entitled to vote at any general meeting unless all moneys due and payable by the Member to the Association have been paid.

21. **POLLS**

- (a) If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

22. **BOARD OF MANAGEMENT**

- (a) The affairs of the Association shall be managed by a Board of Management constituted as provided in Rule 23.
- (b) The Board
  - (i) shall control and manage the business and affairs of the Association;
  - (ii) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than

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those powers and functions that are required by these Rules to be exercised by general meetings of the Members of the Association; and

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

(c) When considered necessary by reason of Rule 22(b)(ii), the Board may employ a person to assist the Treasurer of the Association in the performance of his/her duties. Such person is to be known as the Treasurer's Assistant.

(d) The Board may delegate to the Treasurer's Assistant such powers and duties of the Treasurer as the Board shall think fit, having regard to the Board's obligations under Rule 22(b).

### 23. MEMBERS OF THE BOARD

(a) Subject to section 23 of the Act, the Board shall consist of up to seven (7) Members or representatives of Members of the Association, four (4) of whom shall be officers, each of whom shall be elected at the annual general meeting of the Association in each year.

(b) A Member of the Association and/or its representative shall not be entitled to hold more than one position on the Board.

(c) Each Member of the Board shall, subject to these Rules, hold office until the conclusion of the annual general meeting next after the date of election but is eligible for re-election.

(d) In the event of a casual vacancy occurring in the office of a Member of the Board, the Board may appoint a Member of the Association or its representative to fill the vacancy provided that:

(i) the Member or representative is of the same class of membership to which the casual vacancy relates and the Member or representative so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment; or

(ii) in the event that there is no Member of the class of membership to which the casual vacancy relates or there is no member of such class of membership that is willing to act as a Member of the Board, the Board may in its absolute discretion appoint any Member of the Association or its representative as a Member of the Board and the Member or representative so appointed shall hold office, subject to these Rules, until the earlier of:

(A) a Member of the class of membership to which the casual vacancy relates is willing to act as a Member of the Board; or

(B) the conclusion of the annual general meeting next following the date of the appointment.

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- (e) Subject to the operation of clause 23(f) of these Rules, no Member of the Board shall be appointed to or retain any paid office of the Association and shall not directly or indirectly supply goods or services to the Association where such goods or services can be satisfactorily obtained elsewhere locally.
  - (f) Any Member of the Board who either personally or in his capacity as a representative of a Member has a financial interest in any contract or arrangement made or proposed to be made with the Association shall disclose his or his Member's interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case at the first meeting of the Board after the acquisition of his or his Member's interest. If he or his Member for whom he is the representative becomes interested in a contract or arrangement after it is made or entered into, he shall disclose his or his Member's interest at the first meeting after he becomes so interested or aware he has become so interested.
  - (g) For the purpose of clause 23(e), in the event that the contract or arrangement is in the nature of an ongoing contract or arrangement, then the Member of the Board need only disclose his or his Member's interest (whether such interest is direct or indirect) once and for the purposes hereof, upon each renewal or extension of such ongoing contract or arrangement, the Member of the Board shall be deemed to have disclosed his or his Member's interest as required.
  - (h) No Member of the Board shall vote as a Member of the Board in respect of any contract or arrangement in which he is so interested as aforesaid, and if he does so vote, his vote shall not be counted.
  - (i) Notwithstanding any other provision of these Rules, the Board shall as soon as reasonably practicable after the incorporation of the Association, call a special general meeting of members to elect new Members of the Board and such Members of the Board so elected shall, subject to these Rules, hold office until the conclusion of the first annual general meeting of the Association.

#### 24. ELECTION OF BOARD

- (a) Each class of membership of the Association shall be entitled to elect the following number of Members of the Board:
  - (i) Associate Members – 2 Board Members
  - (ii) Industry Members – 5 Board Members
- (b) The entitlement of Members to vote for the number of Board Members corresponding to their class of membership shall apply notwithstanding the actual number of Members of each class of membership bears to the total membership of the Association.
- (c) Nominations for candidates for election as Members of the Board:
  - (i) shall be made in writing in the form set out in Appendix 3, signed by two Members of the class of membership or their representatives to which the

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nomination relates (provided that in the event that a class of membership has less than two Members a seconder of the nomination shall not be required and the candidate may nominate himself) and shall be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (ii) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (d) If insufficient nominations are received in relation to each class of membership to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (e) If the number of nominations received in relation to each class of membership is equal to the number of vacancies to be filled in each class of membership, the persons nominated shall be deemed to be elected.
- (f) If the number of nominations in each class of membership exceeds the number of vacancies to be filled in each class of membership, a ballot of the Members of that class shall be held.
- (g) The ballot for the election of Members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (h) In the event that there are insufficient Members in a class of membership to fill the number of Board positions allocated to that class of Members as provided for in clause 23(a) or in the event there are insufficient nominations from the Members of each class of membership, a casual vacancy shall exist and the provisions of clause 23(d) shall apply.
- (i) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

## 25. OFFICERS

- (a) The officers of the Association shall be:
  - (i) a Chairman;
  - (ii) a Deputy Chairman;
  - (iii) a Treasurer; and
  - (iv) a Secretary.
- (b) The Members of the Board shall, at the first Board meeting held after the annual general meeting, vote to fill the positions of the officers of the Association.
- (c) Each officer of the Association shall hold office until the conclusion of the annual general meeting next after the date of his election but is eligible for re-election.

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- (d) In the event of a casual vacancy in any office referred to in subclause (a), the Board may appoint one of its Members to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

**26. VACATION OF OFFICE**

For the purpose of these Rules, the office of a Member of the Board becomes vacant if the Member:

- (a) ceases to be a Member of the Association;
- (b) is the representative of a Member and such Member ceases to be a Member of the Association;
- (c) becomes bankrupt or an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns his office by notice in writing given to the Secretary.

**27. PROCEEDINGS OF BOARD**

- (a) The Board shall meet at least 6 times in each year at such place and such times as the Board may determine.
- (b) Special meetings of the Board may be convened by the Chairperson or by any three of the Members of the Board.
- (c) Notice shall be given to Members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (d) Any four Members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (f) At meetings of the Board:
  - (i) the Chairperson or in his absence the Deputy-Chairperson shall preside as Chairperson; or
  - (ii) if the Chairperson and the Deputy-Chairperson are absent, such one of the remaining Members of the Board as may be chosen by the Members present shall preside as chairperson.

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- (g) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.
  - (h) Each Member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the motion shall be deemed defeated.
  - (i) Written notice of each Board meeting shall be served on each Member of the Board at least two business days before the date of the meeting.
  - (j) Subject to subclause (d) the Board may act notwithstanding any vacancy on the Board.

28. **SECRETARY**

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.

29. **TREASURER**

Subject to the provisions of Rule 22(d), the Treasurer of the Association or the Treasurer's delegate:

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

30. **REMOVAL OF MEMBER OF BOARD**

- (a) The Association in general meeting may by resolution remove any member of the Board before the expiration of the Member's term of office and appoint another Member in his or her stead to hold office until the expiration of the term of the first-mentioned Member.
- (b) Where the Member to whom a proposed resolution referred to in sub-clause (a) makes representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the Secretary or the Chairperson may send a copy of the representations to each Member of the Association or, if they are not so sent, the Member may require that they be read out at the meeting.
- (c) The member of the Board appointed in the place of the removed Member shall be appointed in accordance with clause 24.

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31. **CHEQUES**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by **one member of the Board and the Treasurer's delegate**.

32. **SEAL**

- (a) The common seal of the Association shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two Members of the Board or of one Member of the Board and of the Public Officer of the Association.

33. **ALTERATION OF RULES AND STATEMENTS OF PURPOSES**

These Rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

34. **DISPUTE RESOLUTION**

- (a) In the event of a dispute between:
  - (i) a Member another Member; or
  - (ii) a Member and the Association,

the parties to the dispute must meet within fourteen (14) days after the dispute comes to the attention of the relevant parties and discuss the matter in dispute, and if possible, resolve the dispute.
- (b) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within a further ten (10) days hold a meeting in the presence of a mediator.
- (c) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) in the case of a dispute between a Member and another Member, a person chosen by the Chairperson of the Association; or
    - (B) in the case of a dispute between a Member and the Association, a person who is nominated by the President for the time being of the Law Institute of Victoria.
- (d) A Member of the Association can be a mediator but the mediator cannot be a Member who is a party to the dispute.

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35. **NOTICES**

- (a) A notice or other writing may be served by or on behalf of the Association upon any Member, a representative of a Member or a Board Member either personally or by sending it by post, facsimile transmission or transmitted electronically to the Member at his address shown in the Register of Members.
- (b) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (c) Where a document is sent by facsimile transmission or transmitted electronically the document shall, unless the contrary is proved, be deemed to have been given to the person when the machine on which the notice is sent reports that the notice has been transmitted satisfactorily.
- (d) If delivery or receipt of a notice or communication occurs on a day on which business is not generally carried on in the place to which the notice or communication is sent or is later than four (4) p.m. (local time), it will be taken to have been duly given or made at the commencement of business on the next day on which business is generally carried on in that place.

36. **WINDING UP OR CANCELLATION**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act and the assets of the Association shall be transferred to an organisation with like purposes.

37. **CUSTODY OF RECORDS**

- (a) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (b) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any Member of the Association upon reasonable request.

38. **FUNDS**

The funds of the Association shall be derived from entrance fees, annual subscriptions, fees for access to confidential information, calls made on Members, and grants by Government specifically made for the conduct of the Association.

DATED this                      day of                      2004

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.....  
Chairman

.....  
Secretary

.....  
Public Officer

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**APPENDIX 1**

**TECHNICAL TEXTILES & NONWOVEN ASSOCIATION INC**

**APPLICATION FOR MEMBERSHIP**

I \_\_\_\_\_ of \_\_\_\_\_  
hereby apply for membership of Technical Textiles & Nonwoven Association.

I apply for membership as an :

- Individual Member;
- Associate Member;
- Industry Member,
- Reciprocal Member,

of the Association.

I undertake to abide by the rules of the Association as promulgated from time to time.

Date

Signature of Applicant, or Attorney

.....  
Applicant, or Attorney

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**APPENDIX 2**

**TECHNICAL TEXTILES & NONWOVEN ASSOCIATION INC**

**PROXY FORM**

Name and address of member

**Appoints**

or failing that person or, if no person is named, the Chairman of the meeting to vote as directed below, or, if no directions are given, as the proxy or the Chairman sees fit at the extraordinary general meeting of the Association described below.

Name of Proxy

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(please print)

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Class of Member (Industry or Associate)

**Extraordinary General Meeting to be held**

**Business**

For	Against	Abstain

**Date**

**Signatures of member, or attorney**

.....  
Member, or Attorney

**Execution by Association member**

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**EXECUTED** by **[name of party]**:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

**EXECUTED** by **[name of party]**, by its sole director and sole company secretary:

\_\_\_\_\_  
Signature of sole director and sole company secretary

\_\_\_\_\_  
Name

**THE COMMON SEAL** of **[name of party]**,  
the fixing of which was witnessed by:

\_\_\_\_\_  
Signature of director

\_\_\_\_\_  
Signature of director/secretary

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

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**THE COMMON SEAL** of [*name of party*],  
the fixing of which was witnessed by its  
sole director and sole company secretary:

\_\_\_\_\_  
Signature of sole director and sole company  
secretary

\_\_\_\_\_  
Name

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**APPENDIX 3**

**NOMINATION FORM**

**FOR MEMBER OF THE BOARD OF MANAGEMENT OF TECHNICAL TEXTILES & NONWOVEN ASSOCIATION INCORPORATED**

We hereby nominate .....as a member of the Board of Management of Technical Textiles & Nonwoven Association Incorporated to represent the Membership class of Associate Member/Industry Member (Strike out the not applicable class)

**NOMINATED BY**

1. ....  
**Name**

**SIGNED**

..... **DATE** .....  
Member of Technical Textiles & Nonwoven Association Incorporated

2. ....  
**Name**

**SIGNED**

..... **DATE** .....  
Member of Technical Textiles & Nonwoven Association Incorporated

I accept this nomination as a Member of the Board of Management

**SIGNED** ..... **DATE** .....