

GREEN TRIANGLE FOREST INDUSTRIES HUB ASSOCIATION

A42109

RULES OF ASSOCIATION

1 Name

The name of the incorporated association is "Green Triangle Forest Industries Hub Association".

2 Definitions and Interpretations

2.1 Definitions

In these Rules unless the context or subject matter otherwise requires:

ABP means Australian Bluegum Plantations Pty Ltd ACN 139 400 623;

Act means the *Associations Incorporation Act 1985* (SA);

AKD means Associated Kiln Driers Pty. Limited ACN 004 341 048;

Annual General Meeting has the meaning set out in rule 10.1(a);

Associate Member means a Member who is admitted to the Association's Associate Membership class in accordance with these Rules;

Association means the Green Triangle Forest Industries Hub Association;

BM means Borg Manufacturing Pty Limited ACN 003 246 357;

Business Day means a day of the week which is not a public holiday as defined under the *Acts Interpretation Act 1915*;

Chairperson means the person appointed in accordance with rule 9.7;

Commission has the meaning set out in section 3 of the Act;

Committee means the committee constituted under the Rules;

Committee Member means a member of the Committee;

FIT means the Forestry Investment Trust;

Fire Alliance Activities means the Association's activities relating to the improvement of the fire management and firefighting capabilities of the hardwood and softwood plantation managers in the Green Triangle and any related or incidental activities;

General Member means a Member who is admitted to the Association's General Membership class in accordance with these Rules;

GTFP means Green Triangle Forest Products Limited ARBN 087 010 446;

GTFT means the Green Triangle Forest Operating Sub Trust;

General Meeting means a meeting of the Members in accordance with the Rules and includes an Annual General Meeting;

HVP means Hancock Victorian Plantations Pty Limited ACN 084 801 132;

MDI means McDonnell Industries Pty. Ltd. ACN 007 746 536;

Member means any member of the Association and includes a General Member and an Associate Member;

Objects means the objects of the Association as set out in rule 3;

OFO means OneFortyOne Plantations Pty Ltd ACN 159 689 988;

Ordinary Resolution means a resolution of the Members passed by a majority of the Members eligible to vote, and present at the General Meeting;

Rules means these rules of Association;

Surplus Assets has the meaning set out in section 43(5) of the Act; and

TLA means Timberlink Australia Pty Limited ACN 161 713 015.

2.2 Interpretation

In these Rules, unless the context or subject matter otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes a reference to any other gender;
- (c) a person includes bodies corporate and unincorporated associations and partnerships;
- (d) a rule is a reference to a rule of these Rules; and
- (e) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

3 Objects

- (a) The objects for which the Association is established are:
 - (i) to develop and work toward a long term vision for the forest and wood products industry in the area of South Australia and Victoria commonly known as the 'Green Triangle';
 - (ii) in meeting the primary objective of the Association in rule 3(a)(i):
 - (A) to investigate, identify and create sustainable domestic processing opportunities for utilising all available volumes of softwood and hardwood fibre from forestry estates in the Green Triangle region;
 - (B) to expand the regional forestry estate to enable growth of domestic processing;
 - (C) to address constraints which may prevent the forest and wood products industry in the Green Triangle from reaching a long term sustainable position;
 - (D) to conduct research, feasibility studies and related activities and to apply for funding (including State and Federal grants) from within Australia to support initiatives;
 - (E) to promote, protect and enhance the forest and wood products industry in the Green Triangle;
 - (F) to promote economic, environmental and social responsibility in the Green Triangle; and
 - (G) to promote and protect the reputation and success of the forest and wood products industry in the Green Triangle; and
 - (iii) to carry out all such activities as may be incidental to the attainment of the abovementioned Objects.
- (b) The Association may perform all acts, carry out all operations and carry on all activities ancillary or related to these objects or likely to facilitate the realisation of them.

4 Application of Income and Property

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association as set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by profit to or amongst the Members or relatives of the Members. Nothing in this rule shall prevent the payment in good faith:
 - (i) for services actually rendered to the Association including as an officer or servant of the Association, or for goods and/or services supplied in the usual and ordinary course of business by any Member or Committee Member;
 - (ii) of interest on money borrowed from any Member or Committee Member at not more than commercial rates;
 - (iii) of rent for premises leased by any Member or Committee Member to the Association provided that the rent is reasonable and proper; or
 - (iv) of remuneration (including contributions for superannuation and retirement benefits) to any officers or servants of the Association and fixed in accordance with these rules.

5 Powers

- (a) The powers of the Association shall be the powers contained in the Act.
- (b) The business and general affairs of the Association shall be under the management of the Committee which shall have full control of the property of the Association and absolute authority subject to these Rules regarding its disposition and in the conduct and administration of all the affairs and business of the Association including the rights and privileges of Members except insofar as is otherwise expressly provided by these Rules.

6 Membership

6.1 Members

- (a) The Members of the Association shall be;
 - (i) the General Members; and
 - (ii) each other person admitted as a Member of the Association (either as a General Member or an Associate Member) by the Committee under rule 6.2.
- (b) The Association must have at least one Member.
- (c) The Members of the Association as at the date of adoption of these Rules are General Members.

6.2 Admission as a Member

- (a) Any person who wishes to become a Member of the Association may submit a written application to the Committee in a form prescribed by the Committee from time to time and must specify what membership class to which the person is seeking admission.
- (b) The Committee may, in its absolute discretion, determine eligibility criteria for membership of the Association in respect of any class of membership from time to time. If any eligibility criteria are determined by the Committee, they must be published on the Association's website or otherwise available to the public.

- (c) The Committee may, in its absolute discretion, either approve or reject an application for membership.
- (d) Any decision relating to the admission of a person as a Member of the Association must be made by resolution passed by a majority of Committee Members.
- (e) If the Committee approves an application for membership, the Committee must:
 - (i) determine what class of membership to which the applicant is to be admitted;
 - (ii) admit the applicant as a Member of the Association and enter the applicant as a Member in the register of Members; and
 - (iii) write to the applicant to advise them that their application was approved and the date they became a Member of the Association.
- (f) If the Committee rejects an application for membership, the Committee must write to the applicant as soon as possible to advise them that their application has been rejected and must outline the reasons for the rejection.
- (g) The Committee may, in its absolute discretion, determine the appeal rights (if any) of persons seeking to become a member of the Association. If any appeal rights are determined by the Committee, they must be published on the Association's website or otherwise available to the public.
- (h) Upon being admitted to membership, a Member is bound by these Rules.

6.3 **Classes of membership**

- (a) The Association shall have the following classes of membership:
 - (i) General Membership;
 - (ii) Associate Membership; and
 - (iii) any other classes of membership created by the Committee from time to time in accordance with rule 6.4.
- (b) The Committee may determine separate eligibility criteria for each membership class.
- (c) Each General Member shall have the right to:
 - (i) attend and vote at General Meetings; and
 - (ii) appoint and remove a person to the Committee in accordance with rule 7.5(a).
- (d) Each Associate Member shall have the right to:
 - (i) attend and vote at General Meetings; and
 - (ii) nominate a representative to be considered for election to the Committee in accordance with rule 7.5(c).

6.4 **Additional classes of membership**

- (a) The Committee may create additional classes of membership and may set, amend, change or delete the criteria for membership in respect of any class of membership created by the Committee under this rule 6.4 (**Additional Class of Membership**).

- (b) The Committee must ensure, in relation to any Additional Class of Membership, that:
 - (i) the Additional Class of Membership carries a name or title which distinguishes it from the current Members of the Association as at the date these Rules are adopted;
 - (ii) the criteria for membership of the Additional Class of Membership is specified; and
 - (iii) the entitlements and obligations attaching to the Additional Class of Membership are specified.

6.5 **Membership fees**

- (a) The membership fees payable by Members shall be such sum (if any) as the Committee shall determine from time to time provided that the membership fees payable by Associate Members must be less than those payable by the General Members.
- (b) The membership fees shall be payable at a time and times that the Committee determines and notifies each Member in writing.
- (c) Any Member whose membership fee is outstanding for more than three calendar months after the due date for payment shall be:
 - (i) charged with misconduct and have the matter determined in accordance with rule 6.6; and
 - (ii) denied access to all information of the Association (created or received by the Association after the date on which this charge of misconduct is made) and lose the right to attend and vote at General Meetings,unless the Committee resolves otherwise.

6.6 **Expulsion of a member**

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon:
 - (i) a charge of misconduct; or
 - (ii) a change of control of the Member including, but not limited to:
 - (A) the sale of all or a substantial part of the Member's business, assets or share capital; or
 - (B) the retirement or resignation of at least two-thirds of the members of the Member's board, committee or such other management body,which the Committee considers to be detrimental to the interests of the Association.
- (b) The decision to expel a Member must be made by resolution passed by a majority of Committee Members.
- (c) Particulars of the charge shall be communicated to the Member at least one month before the Committee Meeting at which the matter will be determined.
- (d) The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall cease to be a Member 14 days after the Committee has communicated its determination to the Member.

6.7 Resignation of a Member

- (a) Any Member may at any time resign as a Member by notice in writing to the Association.
- (b) Subject to rule 6.7(c), any resigning Member shall be liable for any outstanding membership fees which may be recovered as a debt due to the Association unless the Committee resolves otherwise.
- (c) Any Member who resigns on the basis that it disagrees with the levy of a membership fee by the Committee is not liable for that membership fee on resignation. The Member remains liable for all other outstanding membership fees in accordance with rule 6.5(b).

6.8 Cessation of membership

A Member ceases to be a member of the Association if that Member:

- (a) is expelled as a Member of the Association in accordance with rule 6.6;
- (b) resigns as a Member of the Association in accordance with rule 6.7; or
- (c) is dissolved, wound up or otherwise ceases to exist.

6.9 Register of Members

A register of Members must be kept and contain:

- (a) the name and address of each Member;
- (b) the date on which each Member was admitted to the Association and the membership class to which the Member was admitted; and
- (c) if applicable, the date of and reason for termination of membership.

7 Committee

7.1 Powers and duties

- (a) The business, administration and affairs of the Association shall be under the management of the committee of the Association (**Committee**).
- (b) The Committee has the management and control of the funds and other property of the Association.
- (c) The Committee shall have authority to interpret the meaning of the Rules and any other matter relating to the affairs of the Association on which these Rules are silent.

7.2 Appointment

- (a) The public officer of the Association shall be appointed by the Members from time to time.
- (b) The Committee is not required to appoint a secretary or treasurer however, the Committee Members may appoint (or replace if one exists) a secretary or treasurer from time to time as the Committee Members see fit.

7.3 Number of Committee Members

Unless the Members otherwise agree, the Committee must consist of:

- (a) a minimum number of five Committee Members; and
- (b) a maximum of 12 Committee Members.

7.4 **Committee Members**

The Committee shall comprise:

- (a) the persons appointed to the Committee by the General Members in accordance with rule 7.5(a); and
- (b) up to two persons appointed to the Committee by the Members in accordance with rule 7.5(d).

7.5 **Appointment and removal of Committee Members**

- (a) Each General Member shall be entitled to appoint and remove one natural person to the Committee by giving written notice to the Association. The appointment or removal shall be effective on the date specified in the notice, or if no date is specified, on the date the Association receives the notice.
- (b) A Committee Member appointed by a General Member may only be removed by that General Member except where that General Member ceases to be a General Member, in which case that Committee Member must resign.
- (c) Each Associate Member shall be entitled to nominate one natural person for election to the Committee at the next Annual General Meeting by giving at least 60 days' written notice to the Association.
- (d) Subject to rule 7.5(b), the Members may appoint and remove Committee Member by Ordinary Resolution. If any nominations are received under (and by the time prescribed in) rule 7.5(c), the nominations must be considered and voted on by the Members at the applicable Annual General Meeting.
- (e) Notwithstanding rule 7.5(b) or any other rule, a Committee Member appointed by a General Member may be removed by the Members by Ordinary Resolution where the majority of Members consider the appointment of that Committee Member to be detrimental to the interests of the Association.
- (f) Notice of all persons seeking election to the Committee shall be given to all Members.

7.6 **Disqualification of Committee Members**

- (a) The office of a Committee Member shall become vacant if a Committee Member is:
 - (i) no longer able to act due to permanent incapacity or death;
 - (ii) disqualified from being a Committee Member by the Act;
 - (iii) nominated or appointed by a Member that is expelled under these Rules;
 - (iv) absent without apology from more than four meetings in a financial year; or
 - (v) no longer the duly appointed representative of a General Member.
- (b) If the office of a Committee Member appointed under rule 7.5(d) becomes vacant, the Committee may appoint a person to fill the vacancy until the Association's next Annual General Meeting at which time the person must retire but is eligible for reappointment under rule 7.5(d).

7.7 **Sub-committees**

- (a) The Committee may appoint any sub-committees as may from time to time be deemed necessary to meet the objects of the Association.
- (b) The Committee determines the terms of reference for any such sub-committee.
- (c) Any sub-committees appointed under this rule 7.7 must report periodically to the Committee and conduct their business in accordance with the directions of the Committee.

- (d) The members of each sub-committee may be appointed by the Committee and are not required to be Committee Members provided that:
 - (i) each sub-committee comprises at least one Committee Member; and
 - (ii) the chair of each sub-committee is a Committee Member or a nominee of the Committee.
- (e) The initial sub-committee of the Association is the 'Fire Alliance Committee' which shall be responsible for overseeing and directing the Fire Alliance Activities.
- (f) Any decision of the Committee relating to a sub-committee (including the appointment or removal of a person to a sub-committee) must be made by resolution passed by a majority of Committee Members.
- (g) Any decision of a sub-committee must be made by resolution passed by the majority of the members of that sub-committee.

7.8 Delegation

- (a) The Committee may delegate any of its powers under these Rules from time to time as it sees fit, and may revoke any such powers, to:
 - (i) any one or more Committee Members, senior employees or senior officers of the Association; or
 - (ii) any sub-committee established by the Committee under rule 7.7.

8 Representation

A Member or Committee Member (being body corporate or trust) shall be entitled to appoint one person who need not be a Member of the Association to represent it at any General Meetings or meetings of the Committee. That person shall be appointed by the Member or Committee Member by a resolution of its board or governing body or by written notice of its managing director or chief executive officer. Such a person shall be deemed to be a representative of the Member for all purposes until the authority to represent the Member or Committee Member is revoked.

9 Proceedings of the Committee

9.1 Meetings

Subject to the Rules, the Committee Members may meet at a single location or at more than one location using any technology consented to by all of them for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

9.2 Resolutions

- (a) A resolution of the Committee must be passed by a majority of the votes cast by Committee Members entitled to vote on the resolution.
- (b) A resolution of the Committee may be in the form of a written resolution circulated to all Committee Members and signed by all of them and may consist of several documents in like form each signed by one or more Committee Members.

9.3 Convening meetings

Any Committee Member may call a meeting of the Committee by giving notice in accordance with the Rules.

9.4 **Procedural rules**

The Committee may adjourn and, subject to the Rules, otherwise regulate its meetings as it decides.

9.5 **Notice**

Unless all of the Committee Members entitled to receive notice agree otherwise, in order to convene a meeting of Committee, notice of not less than 5 business days must be given to each Committee Member. A notice convening a meeting of the Committee must:

- (a) specify the place, date and time of the meeting; and
- (b) specify the general nature of the business to be conducted at that meeting.

9.6 **Quorum**

- (a) A quorum at a meeting of the Committee will be 5 Committee Members provided that, for the purposes of counting the quorum, GTFP and ABP together shall be counted as one Committee Member and FIT and GTFT together shall be counted as one Committee Member.
- (b) No business may be transacted in any meeting of the Committee, except an adjournment of the meeting, unless a quorum of Committee Members is present.

9.7 **Chairperson**

- (a) The Chairperson will be appointed by Ordinary Resolution of the Members at each Annual General Meeting and shall hold office until the following Annual General Meeting. At each Annual General Meeting, the Chairperson must retire but is eligible for reappointment.
- (b) For the avoidance of doubt, the Chairperson may only be removed by Ordinary Resolution of the Members.
- (c) If the Chairperson is not present at a meeting of the Committee or is otherwise unwilling to act, the Committee may appoint a representative of a Committee Member to act as interim chairperson at that meeting only.
- (d) If the Chairperson is not present at a General Meeting of the Members or is otherwise unwilling to act, the Members may appoint a representative of a Member to act as interim chairperson at that meeting only.
- (e) Notwithstanding any other rule, if the office of Chairperson becomes vacant (including, without limitation, as a result of death, permanent incapacity or retirement), the Members may appoint a person to fill the vacancy until the Association's next Annual General Meeting at which time the person must retire but is eligible for reappointment under rule 9.7(a).

9.8 **Voting**

- (a) Each Committee Member has one vote.
- (b) The Chairperson shall not have a second or casting vote.
- (c) A Committee Member must not vote on any decision in which they or an Associate has a financial interest in unless such vote is made in compliance with section 32 of the Act.

10 General Meetings

10.1 **Annual General Meeting**

- (a) An annual General Meeting of the Association shall be held within five months after the end of the financial year of the Association (**Annual General Meeting**).

- (b) The business of the Annual General Meeting shall be to:
 - (i) confirm the minutes of the previous Annual General Meeting and of any special General Meetings held since that General Meeting; and
 - (ii) consider the accounts and reports of the Committee.

10.2 **General Meeting**

- (a) The Committee may call a General Meeting of the Association at any time.
- (b) The Committee must on the request of a Member call a General Meeting of the Members within one month of receiving the request by giving notice in accordance with the Rules.

10.3 **Notice**

Unless otherwise agreed by all of the Members or required by the Act, notice of not less than 5 business days must be given to each Member of a General Meeting. A notice convening a General Meeting of the Members must:

- (a) specify the place, date and time of the General Meeting; and
- (b) specify the general nature of the business to be conducted at that General Meeting.

10.4 **Quorum**

5 Members present personally or by proxy shall constitute a quorum at any General Meeting provided that, for the purpose of counting the quorum, GTFP and ABP together shall be counted as one Member and FIT and GTFT together shall be counted as one Member.

10.5 **Majority decision**

Unless otherwise provided for in these Rules or required by the Act, a question for decision at a General Meeting must be passed by Ordinary Resolution.

10.6 **Voting**

- (a) Each Member has one vote.
- (b) The Chairperson shall not have a second or casting vote.

10.7 **Method of voting**

- (a) At any General Meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the General Meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (b) If a poll is demanded by the Chairperson of the General Meeting or by three or more Members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the General Meeting.
- (c) A poll demanded on the election of a Chairperson of a General Meeting or on any question of an adjournment, shall be taken at the General Meeting and without adjournment.

10.8 **Resolutions without General Meetings**

- (a) The Association may pass a resolution without a General Meeting being called or held if all Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) The Association may use separate copies of a document for signing by Members if the wording of the resolution and statement is identical in each copy.

- (c) The resolution is passed when the last Member signs.

11 Seal

11.1 Common seal

The Committee:

- (a) may decide whether or not the Association has a common seal; and
- (b) is responsible for the safe custody of the seal (if any) and any duplicate seal.

11.2 Execution of documents

A document (including a deed) may be validly executed on behalf of the Association by:

- (a) any two Committee Members;
- (b) one Committee Member and the public officer of the Association; or
- (c) an agent or attorney of the Association that has been expressly authorised by the Committee to execute the document on behalf of the Association.

12 Minutes

- (a) The Committee Members must cause minutes to be made:
 - (i) of the names of the Members and their authorised representatives present at General Meeting and each meeting of the Committee; and
 - (ii) of all proceedings of General Meetings and meetings of the Committee,and cause those minutes to be entered in the minute book as soon as practicable. The minutes must be signed as a true and correct record of the relevant meeting by the chair of the next succeeding meeting following confirmation or amendment of those minutes at the next succeeding meeting.
- (b) A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

13 Financial reporting

13.1 Financial year

The financial year of the Association shall be the period commencing on 1 July and ending on 30 June unless altered at a General Meeting.

13.2 Accounts

- (a) Subject to rule 13.2(b) below, the Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- (b) If the Association is a "prescribed association" as defined in the Act, the Association shall keep such accounting records as are required of it pursuant to section 35 of the Act and shall procure that such accounts are lodged with the Commission and audited in accordance with sections 36, 37 and 37A of the Act unless the Association procures an exemption from such requirements from the Commission pursuant to section 38 of the Act.

14 Borrowing powers

- (a) Subject to this rule the Association may borrow money from its Members or Committee Members, banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Association.
- (b) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

15 Rules

- (a) The Rules may only be altered or amended at a General Meeting by an Ordinary Resolution.
- (b) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16 Proxies

A Member shall be entitled to appoint in writing a person who is also a Member of the Association to be its proxy, and to attend and vote at any General Meeting of the Association.

17 Winding up

The Association may be wound up in the manner provided for in the Act.

18 Application of surplus assets

- (a) If in respect of the winding up of the Association there remains Surplus Assets, the Association shall distribute such Surplus Assets to any organisation selected by the Committee which has similar objects to the Association and has rules which prohibit the distribution of its assets and income to its members (**Recipient Organisation**).
- (b) For the avoidance of doubt, a Recipient Organisation must be either:
 - (i) exempt from income tax under the *Income Tax Assessment Act 1997* (Cth) or the *Income Tax Assessment Act 1936* (Cth), as applicable; or
 - (ii) a charity registered with the Australian Charities and Not-for-profits Commission.

19 Right of Reimbursement

If a cost, expense or liability is incurred by a Member or Committee Member on behalf of the Association, that Member or Committee Member has the right of reimbursement and may recover the cost, expense or liability from the Association (which is payable out of the property of the Association).