

Pool & Spa Cover Association of Australasia Inc.

STATEMENT OF PURPOSES AND RULES

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18th May 2009

CLAUSE

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Pool & Spa Cover Association of Australasia Inc.

1. NAME

The name of the Association is “**Pool & Spa Cover Association of Australasia Incorporated**”.

2. DEFINITIONS

Unless otherwise clearly intended:

“The Industry” means the industry of the manufacture, fabrication distribution of pool and spa cover products.

“The Association” means the Pool & Spa Cover Association of Australasia.

“The Council” means the council of management of the Association.

3. PURPOSES OF THE ASSOCIATION

The objects for which the Association is established and the powers and functions of the Association are:

- (a) To develop and promote minimum pool and spa cover standards for Australian and New Zealand to the end that it may serve to the fullest possible extent the best interests of the members and the public.
- (b) To advance to the highest standards in the manufacture, fabrication and distribution in the industry, and to collect, co-ordinate and disseminate ideas and information for this purpose.
- (c) To lobby government and other agencies to adopt and support the associations minimum industry standards
- (d) To promote closer relations and cordial co-operation between members of the association.
- (e) To develop public relations both within the Industry and with the general public so that the objects and achievements of the Industry and of the Association may be better understood and appreciated.
- (f) To make the largest possible contribution and to promote the minimisation of the industry’s impact on the environment
- (g) To take such other actions and do such other things as the council of management may think desirable in the interests of the members.

4. MEMBERSHIP

- (a) Any person, firm or company who is engaged in the industry in Australia or New Zealand as a Fabricator, Manufacturer or a supplier to the industry shall be eligible to apply for membership of the Association.
- (b) Any eligible person, firm or company desiring to become a member of the Association shall make application to the **Secretary** in the form prescribed by the council (appendix one) and shall furnish such information in support of the application as the council of management may require. A key requirement of the application will be the person, firm or company products conform to the minimum standards of the association.
- (c) Upon receipt of such application the council may accept or reject any application for membership.
- (d) The council may reject any application for membership of the Association without giving any reason for so doing.
- (e) A person ceases to be a member of the association if the person:
 - (a) Dies
 - (b) Resigns membership, or
 - (c) Is expelled from the association

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5. SUBSCRIPTIONS AND LEVIES

- (a) The annual subscription to the Association shall **become due in advance on the 1st day of July each year** or from any other day which may from time to time be prescribed by the council as the commencement of the financial year of the Association.
- (b) The annual subscription shall be such amount as the council of management may from time to time determine.
- (c) The council shall have power to impose levies on the members of such amount and on such terms and conditions as the council may from time to time determine.
- (d) The funds of the Association shall be derived from annual subscription levies and/or from any such other sources as the council determines.
- (e) The council shall have the power to authorise from time to time any person or persons to endorse or sign any cheques, bills of exchange, promissory notes or other negotiable instruments for and on behalf of the Association.

7. COUNCIL OF MANAGEMENT

- (a) The council of management shall comprise six representatives.
- (b) The council is to consist of:
 - (a) The office bearers of the association, President, Vice President, Secretary and
 - (b) Three ordinary members, each of whom is to be elected at the annual general meeting of the association
- (c) The management and control of the Association shall be vested in the council and the council may exercise all such powers and do all such acts and things as the Association is legally competent to exercise and do. The council may employ such officers, employees and agents as it may see fit for the carrying out of the affairs of the Association. The duties and responsibilities of such officers, employees and agents shall be as usual pertaining to their offices or as may be assigned to them by Council.
- (d) Where a member of the council is a company or firm, the company or firm shall appoint, a Director, Chief Executive Officer or General Manager or Partner or other senior person to be principal representative of the Member at meetings of the council and of the association.
- (e) At meetings of the council each member of the council shall have one vote. Council voting is limited to 1 vote per company/firm
- (f) All questions arising at a meeting of the council shall be decided by a majority of votes.
- (g) A resolution in writing signed by or on behalf of all members of the council shall be as valid and effectual as if it had been passed at a council meeting duly called and constituted.
- (h) The president may and the council shall on the request in writing of any two members of the council or of the president convene a special meeting of the council. **Not less than 48 hours** notice of a special meeting of the council shall be given to the members.
- (i) The council shall meet at least once in each Association year and at such time and places as it may elect for the purpose of transacting the general business of the Association. **Thirty (30) days notice** of such meeting shall be given by post by the **Secretary** to all members of the council.
- (j) At least a majority of members of the council must be present to constitute a **quorum**.

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7. PRESIDENT AND VICE PRESIDENT

The council shall every year elect a president and vice president from the members of the council being individuals and the principal representatives of members being firms or companies. The election shall be conducted in such manner as the council may determine. The president or in his absence the vice president shall preside over all meetings of the Association and of the council. In the case of an equality of votes at any meeting of the Association or of the council the president or other person acting as chairman of the meeting shall not have a second or casting vote. The president and vice president shall act in an honorary capacity. In the absence of the president and vice president the council shall elect a chairman from amongst the council members present.

8. ELECTION OF COUNCIL

- (a) The election of council members shall take place at the Annual Meeting at the conclusion of all other business.
- (b) Nominations for election to the council shall be made in writing on the form and in the manner prescribed by the council. If the number of nominations equals the vacancies then the persons nominated are taken to be elected. Where the number of nominations exceeds the vacancies then a ballot is to be held at the Annual General meeting.
- (c) Where insufficient nominations are received or a vacancy occurs during the year, then such vacancies are taken to be casual vacancies.
- (d) Members shall follow the voting procedure prescribed by the council, however, that all members may exercise one vote in person or by duly appointed proxy.
- (e) A member of the Council shall be deemed to have vacated his office if he:
 - (i) Resigns his office by notice in writing to the Council.
 - (ii) Dies or is absent from meetings of the Council for more than six months without the permission of the Council.
 - (iii) Ceases to be a member or representative of a member as the case may be, or
 - (iv) Becomes insolvent.

9. SECRETARY

It is the duty of the Secretary of the association to keep minutes of:

- (a) The names of members of the committee present at a committee meeting general meeting and the proceedings at these meetings.

10. TREASURER

It is the duty of the Treasurer of the association to ensure:

- (a) that all money due to the association is collected and that all payments authorised by the association are made.
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with activities of the association.
- (c) All accounts, books and securities and any other relevant financial documents of the Association must be available for inspection free of charge by any member upon request.

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11. MEETINGS OF THE ASSOCIATION

- (a) The Annual general meeting of the Association shall be held before **30th June** in each year on a date to be fixed by the council. Not less than **six weeks written notice** of the meeting shall be given by post by the **Secretary** to all members. Each member is entitled to appoint another member as a proxy (appendix two) 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. The notice appointing the proxy must be for a meeting of the Association convened under rule 15(a) or 15(b).
- (b) Special meetings of the Association shall be called as required by the council or whenever a request is made therefore in writing by more than 25% of the financial members. Such requests shall specify the purpose of the meeting to be called and no other business shall be transacted thereat.
- (c) At least five members of the Association must be present at a meeting of the Association to constitute a **quorum** provided that a **quorum** shall not be constituted unless at least one third of the members of the council shall be present at such a meeting.
- (d) All questions arising at any meeting shall be determined by a majority of votes.
- (e) Parliamentary rules of debate shall govern procedure unless otherwise agreed.
- (f) Whenever in the opinion of the council of management it is not expedient to hold a meeting of the members of the Association, matters which might be properly brought before such a meeting may be submitted for vote to the members by mail and a decision of a majority of the members voting on any proposal so submitted shall be as final and binding as though submitted and acted upon at a meeting at which members were present in person.
- (g) In the event of a casual vacancy in any office, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

12. ANNUAL REPORTS

The council shall submit an annual report in writing to the Association at its Annual Meeting.

13. ACCOUNTS AND AUDITORS

Annual accounts shall be submitted to the annual meeting of the Association by the treasurer but before such submission accounts shall be audited and certified by the auditors who shall be appointed by the council.

14. ALTERATION OF STATEMENT OF PURPOSES AND RULES

The statement of Purposes and Rules of the Association may be amended by either of the following methods –

- (a) By a resolution of which thirty (30) days notice is given passed by a majority of not less than three quarters of the members present at a meeting of the Association in person or by representative and voting in respect of the resolution, or
- (b) By a mail vote which thirty (30) days notice shall be given provided that:
 - (i) The proposed amendments are recommended by the annual meeting.
 - (ii) Three quarters of the members vote in favour.

15. RESIGNATION OF MEMBERS

A member may resign from the Association at any time by giving not less than three months notice in writing to the Secretary and paying all sums due by the member to the Association up to the date upon which the resignation is intended to take effect.

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16. CESSATION, DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- (a) A member shall cease to be a member of the Association if –
1. The member, in the opinion of the council, ceases to be engaged in the industry, provided that the council may, in such circumstances, allow for the continuation of his membership on such conditions and for such period as the council determines.
 2. (ii) The member fails to pay within such time as the council may fix any subscription, levy or fine owing by him to the Association
 3. (iii) His membership is cancelled by the council pursuant to the following sub – rule.
- (b) If in the opinion of the council a member has infringed any of these rules or is guilty of any act, proceeding or practice which the council considers to be dishonorable or inconsistent with membership of the Association, or calculated to bring discredit on the Association, or otherwise inimical to its interests, or that the interests of the Association require that any member shall cease to be a member of the council, the council may by resolution apply the following procedure;
- (c) A resolution of the council under rule 20(b) above does not take effect unless-
1. At a meeting held in accordance with rule 15, the council confirms the resolution; and
 2. if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (d) A meeting of the council to confirm or revoke a resolution passed under sub rule 20(a)(b) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub rule (e) below
- (e) For the purposes of giving notice in accordance with sub rule (d) above , the Secretary must, as soon as practicable, cause to be given to the member a written notice-
1. setting out the resolution of the council and the grounds on which it is based; and
 2. stating that the member, or his or her representative, may address the council at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 3. stating the date, place and time of that meeting; and
 4. informing the member that he or she may do one or both of the following-
 - attend that meeting
 - give to the council before the date of that meeting a written statement seeking the revocation of the resolution;
 5. informing the member that, if at that meeting, the council confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Executive Officer a notice to the effect that he or she wishes to appeal to the Association in a general meeting against the resolution.
- (f) At a meeting of the council to confirm or revoke a resolution passed under rule 20(a)(b) the council must-
- give the member, or his or her representative, an opportunity to be heard; and
 - give due consideration to any written statement submitted by the member; and
 - determine by resolution whether to confirm or to revoke the resolution
- (g) If at the meeting of the council , the council confirms the resolution, the member may, not later than 48 hours After that meeting, give the Executive Officer a notice to the effect that he or she wishes to appeal to the Association in a general meeting against the resolution.
- (h) If the Executive Officer receives a notice under sub rule (g) above, he or she must convene a general meeting Of the Association to be held within 21 days after the date on which the Executive Officer received the notice.
- (i) At a general meeting of the Association convened under sub rule (h) above-
- no business other than the question of the appeal may be conducted; and
 - the council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - the member, or his or her representative, must be given an opportunity to be heard; and

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- the members present must vote by secret ballot on the question whether the
- (j) A resolution is confirmed if, at the general meeting, not less than two thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
- (k) Any member whose membership is terminated shall forthwith cease to have any claims on funds, property or benefits of the Association provided that any such member shall be liable for all sums due by the member to the Association prior to the termination of his membership.

17. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) member and another member; or
 - (b) member and Association
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (3) 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 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - i. in the case of a dispute between a member and another member, a person appointed by the Council of the Association; or
 - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

18. REGISTER OF MEMBERS

- (a) A register of the names and addresses of the members of the Association shall be kept by the Secretary.
- (b) The names and addresses of the foundation members shall without further application be entered in the register of members forthwith after the formation of the Association.

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19. NOTICES

A notice may be given by the Association to any member either personally by telephone or by sending it by post to him to his address in the register of members. Where a notice is sent by post, service of the notice shall be deemed to have been effected at the expiration of twenty four hours after the letter containing the same is posted. The accidental omission to give notice of a meeting to a member shall not invalidate the proceedings of any meeting.

20. VALIDATION OF ACTS

All acts done at any meeting of the council or by any person acting as a councillor or as a representative of a member of the council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such councillor, person or representative or person acting as aforesaid be as valid as if every such person had been duly appointed.

21. DISSOLUTION AND WINDING-UP OF ASSOCIATION

- (a) Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding-up and for adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding four dollars.
- (b) If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association at or before the time of dissolution and in default thereof by the Chief Judge of Equity of the Supreme Court of New South Wales or such other Judge of any Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

22. COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Secretary/treasurer.

The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Public Officer of the Association.

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Appendix One

(Rule 4 (b))

APPLICATION FOR MEMBERSHIP OF

**Pool & Spa Cover Association of Australasia
Incorporated**

(incorporated under the Associations incorporation Act 1984)

I,
(full name of applicant)

of.....
(address)

.....
(occupation)

I hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....
Signature of applicant

.....
Date

I, a member of the association,
(full name)

nominate the applicant, who is personally known to me, for membership of the association.

I,.....
Signature of proposer

.....
Date

I, a member of the association,
(full name)

nominate the applicant, who is personally known to me, for membership of the association.

I,.....
Signature of proposer

.....
Date

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Appendix Two

(Rule 15 (a))

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
address

being a member of
(name of incorporated association)

hereby appoint
(full name of proxy)

of
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on theday ofand at any adjournment of that meeting.
(month and year)

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired

.....
Signature of member appointing proxy

.....
Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.