

OUR CONSTITUTION



IPCA Ltd.
Insulated Panel Council
Australasia Ltd

www.insulatedpanelcouncil.org



Articles of Association (or Constitution)

of

Insulated Panel Council Australasia Ltd

(IPCA Ltd)

[2]

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1. NAME

The name of the Council is Insulated Panel Council Australasia Ltd (IPCA Ltd)

2. DEFINITIONS

In these Articles unless a contrary intention appears:

Act

Means Corporations Act 2001.

Annual General Meeting

Means the Annual General Meeting of IPCA held in accordance with Article 14.

Articles and Article

Means these Articles of Association as originally adopted or as from time to time amended by Special Resolution and reference to any specific numbered Article.

Associate Member

Means a category of membership granted in accordance with Article 5.e) ii).

Board

Means the Board of Directors IPCA appointed in the manner provided by these Articles

CEO

Means the person appointed by the Board to the role of IPCA Chief Executive Officer.

Council and IPCA

Means the Insulated Panel Council Australasia Ltd.

Category of Member

Means a specific category of IPCA membership as determined by the Board and relevant to an organisation or individual who may choose to apply to become a member.

Certificate of Membership

Means Certificate issued by IPCA upon being granted membership to the Council.

Director and Board Member

Means a person appointed as a Director to the IPCA Board of Management in accordance with these Articles.

Fees and Subscriptions

Means the amount set by the Board to join and renew annual membership to IPCA and to negotiate other financial arrangements, including sponsorships.

Foundation Member

Means one of the three (3) Insulated Panel Manufacturing/Companies that were responsible for founding IPCA.

Individual Member

Means a category of membership granted in accordance with Article 5.e) iv).

Industry

Means the Insulated Sandwich Panel Industry.

Honorary Member

Means to be granted by the Board Honorary Membership in Accordance with Article 7.

Manufacturer Member Means a category of membership granted in accordance with Article 5.e) i).

Nominated Representative

Means the person nominated by a Member entity as the contact person and who holds the voting rights on behalf of that member entity when such rights are applicable.

Organisation Member

Means a category of membership granted in accordance with Article 5.e) iii).

President

Means the President of the Board for the time being.

Public Officer

Means the person authorised by the Board to prepare, lodge and receive all documentation to ensure IPCA fulfills all fiduciary responsibilities including legal and financial.

Proxy

Means one member entity delegating their voting entitlement to the nominated representative of another member entity who has the same voting right.

Register

Means the register of members.

Seal

Means the common seal of the Council.

Sponsor

Means an entity into a sponsorship arrangement in accordance with Article 6.

Special Interest Groups

Refers to special interest groups (SIGs) as defined by the Board of Directors from time to time formed in accordance with Article 30

Sub-Category of Members

Means establishment by the Board of further categories of membership within the member categories of Manufacturer and Associate.

3. OBJECTS

The Insulated Panel Council Australasia Ltd is established for the purposes of carrying out the objects set out within these Articles of Association.

4. STATEMENT OF PURPOSES

- a) To promote the sustainable growth of the Insulated Panel Industry ('Industry').
- b) To engage in advocacy on matters affecting the Industry, in particular the development and enhancement of Legislation, Standards, Best Practice and Policies that support and guide industry activities.
- c) To promote the effective implementation of, and compliance with, the IPCA Code of Practice.
- d) To promote and support members in their efforts to maintain and improve the Industry practice in health, safety, security and environment responsibility, standards of manufacture, and customer service delivery.
- e) To represent and communicate the economic, societal and environmental values of the Industry to all stakeholders.

- f) To be central to the regulatory process for the Industry and give members the opportunity to influence the development of the appropriate legislative framework that is in the Industry's interest.
- g) To identify the opportunities for change to ensure and enhance the contribution of the Industry to sustainability.
- h) To co-ordinate and advance the sharing of information, knowledge and experience to build skills, capability through Industry training and support innovation within the Industries.
- i) To provide effective issues management across the Industry sphere of operations.
- j) To improve the communities understanding of the Industry and its activities.
- k) To enhance the reputation and quality of products made by members and services provided by Members to the Industry.
- l) Provide leadership, support and assistance to members.
- m) Members are required to act with business integrity in regards to competitors and other stakeholders organisations by not making false or denigrating statements about them or their products or displaying unethical behavior towards them.
- n) Promote and apply practices that encourage sustainable use of resources and energy and reduce environmental impact supporting practices that encourage recycling reuse and waste minimization.
- o) The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- p) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gains of its individual members.

5. MEMBERSHIP

- a) All applications for membership of the Council must be made by a natural person or an organisation and received on the form approved by the Board with the subscription fee appropriate to the category of membership applied for.
- b) Applications for membership in the categories described in e) i) or ii) of this Article must provide the name of the nominated representative to be the principal contact authorised to receive and respond to Council correspondence and to make nominations and vote on behalf of the member organisation if such an entitlement is a condition of membership for the category held by the member organisation.
- c) The Board may establish sub-categories of membership within the categories of Manufacturer and Associate membership based on criteria such as, but not limited to, total staff numbers and annual income that is derived directly from sales of insulated panel and/or related products and services.
- d) The Board has sole discretion to approve or reject any application for membership to the Council.
- e) Membership of the Council shall consist of:

- i. **Manufacturer Members**, who comprise all firms (however structured) including the Foundation Members that manufacture insulated panel and who are admitted to membership by the Board.
 - ii. **Associate Members**, who comprise all firms (however structured) that purchase and/or add value to insulated panel and/or supply associated products and/or provide installer services and who are admitted to membership by the Board. Associate membership may include, but is not limited to, businesses that undertake such work as panel housing, cold/freezer rooms, roofing and cladding. Associate members will not have voting rights.
 - iii. **Organisation Members**, who comprise all businesses and institutional entities with interest in the insulated panel industry but not directly related to the provision of products and services in the insulated panel industry and who are admitted to membership by the Board. This may include, but is not limited to, organisations that are major consumers of, or have special interest in, insulated panel products and services such as the food manufacturing industry, cool storage and warehousing industries, building and construction industry, design engineers, general commerce, state and federal government agencies/departments, local government, institutions, fire services and other like associations who are admitted to membership by the Board.
 - iv. **Individual Members**, who comprise all natural persons interested in the insulated panel industry and who are admitted to membership by the Board;
- f) The nominated representative of each of the Associate, Organisation and Individual categories of membership shall not be entitled to vote at general meetings of the Council.
 - g) All Members upon being approved for Membership to the Council will be issued with a framed IPCA Ltd Certificate of Membership co-signed by both the President and the Chief Executive Officer and signifying the date Membership was granted.

6. SPONSORS

- a) In this section a contribution includes, but not limited to, a payment of money, a provision of goods, or a provision of services.
- b) Where the Board and any Member or Organisation or Individual have agreed in writing that the Member or Organisation or Individual will make a contribution to the Council which will benefit the Council for an agreed period of time, and the contribution is made, that Member or Organisation or Individuals shall be entitled to be called a Sponsor of the Council for that period of time.

7. HONORARY LIFE MEMBERSHIP

- a) There shall be not more than six (6) Honorary Life Members who shall comprise persons who are elected as such by ordinary resolution of the Council in general meeting subject to the following conditions. No person shall be elected as a Honorary Life Member unless:
 - i. he or she has in the opinion of the Board rendered exceptional service in the field of Insulated Panel manufacturing and construction Australasia for a period in excess of fifteen (15) years;
 - ii. the Board has determined to invite such a person to become an Honorary Life Member, and;
 - iii. the person has consented in writing to being elected an Honorary Life Member.

- b) An Honorary Life Member shall be entitled to receive all of the rights and benefits of an Individual member.

8. REGISTER OF MEMBERS

- a) The Secretary must keep and maintain a register of members containing:
 - i. the name and address of each member; and
 - ii. the date on which each member's name was entered in the register.
- b) The register is available for inspection free of charge by any member upon request.
- c) A member may make a copy of entries in the register.

9. CONDUCT OF MEMBERS

- a) All members shall at all times comply with and observe:
 - i. the provisions of these Articles;
 - ii. any Codes entered into between the Council and a member;
 - iii. any other licensing arrangements (members permission to use IPCA logo under a license arrangement) entered into between the Council and a member;
 - iv. sound and ethical practice in their business dealings;
 - v. the requirements of all properly constituted authorities having power to make and enforce regulations concerning insulated panel manufacturing and the design and construction of structures using insulated panel; and
 - vi. the standards and regulations laid down by such authorities in all things.

10. CESSATION OF MEMBERSHIP

- a) A member shall cease to be a member of the Council on the occurrence of any of the following events:
 - i. if such member shall resign by notice in writing to the office in which case membership shall cease at the expiration of thirty (30) days from the receipt by the Council of such notice or on such earlier date as the Board shall determine;
 - ii. failing to pay membership subscription by the due date and not making subsequent arrangements with the Board to make payment;
 - iii. if such member being a company has a receiver or a receiver and manager appointed to its assets or some of them or passes a resolution or has taken against it any action having the effect of its winding up; and/or
 - iv. if such member is convicted of an indictable offence.
- b) Notwithstanding cessation of membership of any member such member shall be liable for all subscriptions and all arrears due and unpaid at the date of ceasing to be a member but the Board may in its absolute discretion refund to a member ceasing to be a member such proportion of any subscription or other monies as the Board may determine.
- c) Save as aforesaid no member ceasing for any cause to be a member of the Council shall have any claim on the assets or property of the Council.

11. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- a) Subject to these Articles, if the Board is of the opinion that a member has refused or

- neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interest of the Council, the Board may by resolution:
- i. Suspend that member from membership of the Council for a specified period; or
 - ii. Expel that member from the Council: or
 - iii. Fine that member an amount not exceeding \$500
- b) A resolution of the Board under paragraph a) of this article does not take effect unless:
- i. At a meeting held in accordance with paragraph c) of this article, the Board confirms the resolution; and
 - ii. If the member exercises a right of appeal to the Council under this rule, the Council confirms the resolution in accordance with this rule.
- c) A meeting of the Board to confirm or revoke a resolution passed under paragraph a) of this article must be held not earlier than fourteen (14) days, and not later than twenty eight (28) days, after notice has been given to the member in accordance with paragraph d) of this article.
- d) For the purposes of giving notice in accordance with paragraph c) of this article, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- i. Setting out the resolution of the Board and the grounds on which it is based; and
 - ii. Stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the notice has been given to that member; and
 - iii. Stating the date, place and time of that meeting; and
 - iv. Informing the member that he or she may do one or both of the following:
 - A. Attend that meeting; or
 - B. Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - v. Informing the member that, if at that meeting, the Board confirms the resolution, he or she may, no later than forty eight (48) hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Council in general meeting against the resolution.
- e) At a meeting of the Board to confirm or revoke a resolution passed under paragraph a) of this Article, the Board must:
- i. Give the member, or his or her representative, an opportunity to be heard; and
 - ii. Give due consideration to any written statement submitted by the member; and
 - iii. Determine by resolution whether to confirm or to revoke the resolution.

12. FORFEITURE OF MEMBERSHIP

- a) Upon the suspension or cessation of membership, as the case may be, a member shall immediately;
- i. Cease and desist from using the IPCA logo in any way, manner or form;
 - ii. Cease and desist from making any reference to any form of relationship with the Council;
 - iii. Return to the Council any property of the Council including any documents, signage or publications provided by the Council to the member and any intellectual property of

- the Council.
- iv. If a member is deemed to be un-financial all membership benefits will be revoked.

13. FEES AND SUBSCRIPTIONS

- a) Amount of the joining fees and annual subscription for each category of Council membership shall be set at an amount as to be determined from time to time by the Board.
- b) The Board may determine from time to time that particular additional benefits, privileges or services may be provided only to members within a particular category of membership and that additional subscriptions or fees are payable in respect of such additional benefits, privileges or services.
- c) The annual membership subscription is payable by a member in advance.
- d) A member whose subscription is unpaid after the due date shall be un-financial for the purposes of Article 8 and may be removed pursuant to the provisions of Article 10.

14. ANNUAL GENERAL MEETINGS

- a) The Board may determine the date, time and place of the Annual General Meeting of the Council.
- b) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- c) The ordinary business of the Annual General Meeting shall be:
 - i. To confirm the minutes of the previous Annual General Meeting and of any general meeting held since that meeting; and
 - ii. To receive from the Board reports upon the transactions of the Council during the preceding financial year; and
 - iii. To appoint members of the Board of Directors in accordance with Article 27.
- d) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Articles.

15. SPECIAL GENERAL MEETINGS

- a) In addition to the Annual General Meeting, any other general meetings may be held in the same year.
- b) All general meetings other than the Annual General Meeting are special general meetings.
- c) The Board may, whenever it thinks fit, convene a special general meeting of the Council.
- d) If, but for this sub-rule, more than fifteen (15) months would elapse between Annual General Meetings, the Board must convene a special general meeting before the expiration of that period.
- e) The Board must, on the request in writing of manufacturing members representing not less than five (5) percent of the total number of members, convene a special general meeting of the Council.
- f) The request for a special general meeting must:
 - i. State the objects of the meeting; and
 - ii. Be signed by the members requesting the meeting; and
 - iii. Be sent to the address of the Secretary.

- g) If the Board does not cause a special general meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the manufacturing members making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- h) If a special general meeting is convened by manufacturing members in accordance with this Article, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Council to the persons incurring the expenses.

16. SPECIAL BUSINESS

- b) All business that is conducted at a special general meeting and all business that is conducted at the Annual General Meeting, except for business conducted under these Articles as ordinary business of the Annual General Meeting, is deemed to be special business.

17. NOTICE OF GENERAL MEETINGS

- a) The Secretary of the Association, at least fourteen (14) days, or if a special resolution has been proposed at least twenty one (21) days, before the date fixed for holding a general meeting of the Association, must 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 conducted at the meeting.
- b) Notice may be sent:
 - i. By prepaid post to the address appearing in the register of members; or
 - ii. If the member requests, by facsimile transmission or electronic transmission.
- c) No business other than the set out in the notice convening the meeting may be conducted at the meeting.
- d) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

18. QUORUM AT GENERAL MEETINGS

- a) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Articles to vote is present at the time when the meeting is considering that item.
- b) Three members personally present (being members entitled under these Articles to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- c) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - i. In the case of a meeting convened upon the request of members—the meeting must be dissolved; and
 - ii. In any other case—the meeting 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.
- d) 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 personally present (being not less than 2) shall be a quorum.

19. PRESIDING AT GENERAL MEETINGS

- a) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- b) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one (1) of their number to preside as Chairperson.

20. ADJOURNMENT AT GENERAL MEETINGS

- a) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- c) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Article 17.
- d) Except as provided in paragraph c) of this Article, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

21. VOTING AT GENERAL MEETINGS

- a) Upon any question arising at a general meeting of the Council, a member has one vote only.
- b) All votes must be given personally or by proxy.
- c) 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.
- d) A member is not entitled to attend or vote at a general meeting unless all moneys due and payable by the member to the Council have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

22. POLL AT GENERAL MEETINGS

- a) If at a meeting a poll on any question is demanded by not less than three (3) manufacturing members, it must be taken at that meeting in such a 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 must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

23. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

- a) If a question arising at a general meeting of the Council is determined on a show of hands.
- b) A declaration by the Chairperson that a resolution has been:
 - i. Carried; or
 - ii. Carried unanimously; or
 - iii. Carried by a particular majority; or
 - iv. Lost.

- c) An entry to that effect in the minute book of the Council is evident of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.

24. PROXIES

- a) Each voting member is entitled to appoint another member as a proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- b) The notice appointing the proxy must be:
 - i. For a meeting of the Council convened under Article 14 in the form set out in Appendix 1; or
 - ii. In any other case, in the form set out in Appendix 1.

25. BOARD OF DIRECTORS

- a) There shall be a Board of Directors which shall consist of not less than three (3) persons each of whom must be:
 - i. A natural person;
 - ii. A duly appointed representative of a Corporate member or an Organisational member of the Council and at least two (2) of whom are normally residing in Australia;
- b) The first Board of Directors shall consist of persons not being more than nine (9) in number who are appointed by the subscribers to this Memorandum of Articles of Association who shall hold office until the close of the first general meeting of the Council where upon they shall, unless they are reappointed under paragraph C. of this Article, cease to be members of the Board.
- c) Subject to the foregoing paragraph the Board of Directors shall consist of:
 - i. The IPCA Foundation Members may appoint at their own discretion one (1) Director for a combined maximum of three (3) Directors appointments;
 - ii. The three Directors appointed in sub-paragraph i) of this Article, may request nominations from manufacturer members for the election of not more than three (3) Directors to join the Board based on geographical location, reflection of industry base and level of industry participation;
 - iii. Not more than three (3) non-voting Directors may be co-opted from the Council membership to join the Board in order to reflect the member base the broader interests of Council membership or to provide the Board with specific expertise.
- d) At each Annual General Meeting the IPCA Foundation Members noted in sub-paragraph c) i) of this Article shall each nominate a Director for appointment (or re-appointment) to the Board.
- e) At each Annual General Meeting other than the first general meeting the persons elected under sub-paragraph C. ii) and iii) of this Article shall retire from office and be eligible for re-election or appointment by the Board whichever might be the case.
- f) The Office of a Director shall become vacated if he or she:
 - i. Becomes bankrupt or suspends payment or compounds with his or hers creditors;
 - ii. Is convicted of a felony or a misdemeanor;

- iii. Becomes prohibited from remaining in office by reason of the Act;
- iv. Becomes of unsound mind or a person whose estate is liable to be dealt with in any way under law relating to mental health, or if he or she is incapable of performing his or her duties;
- v. By notice in writing resigns such Office;
- vi. Ceases to be a member or the representative of a member company;
- vii. If the Council shall by ordinary resolution determine that he or she ceases to be a member of the Board.

26. BOARD OF DIRECTORS PROCEEDINGS

- a) The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- b) The Board shall meet at least once in each four (4) month period measured from the date incorporation.
- c) Three (3) persons including President (if any) or a Vice President (if any) unless disqualified under paragraph D. of this Article shall form a quorum.
- d) A member of the Board who has a direct or indirect pecuniary interest in the subject matter of any matter proposed to be discussed at a meeting of the Board is not to be counted in a quorum.
- e) Three (3) members of the Board may at any time and the Chief Executive Officer upon the request of three (3) members of the Board shall convene a meeting of the Board.
- f) At a meeting of the Board each member of the Board shall have one vote on questions arising.
- g) Questions arising at a meeting of the Board shall be decided by a majority of votes and in case of an equality of votes the Chairperson of the Meeting shall have a second or casting vote.
- h) The Board shall as soon as possible after a vacancy occurs in the office of President or Vice-President or Treasurer elect another of its number to fill that vacancy and the person so appointed shall hold office for the balance of the term of the person replaced.
- i) At a meeting of the Board the President or in his absence the Vice-President present shall be the Chairperson of the Meeting. If there is no President or Vice President or one of them is not present within fifteen (15) minutes after the time appointed for holding the meeting or if they are disqualified under paragraph D of this Article the members of the Board present shall choose one of their number to be Chairperson of that meeting.
- j) A meeting of the Board of the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board generally.

27. APPOINTMENT OF DIRECTORS

- a) The Board of Directors of the Council shall be known as the Board. Representatives to the Board shall be sponsored by a Member organisation and appointed in the manner set out in Article 25.
- b) Nominations of candidates for election as Directors of the Council (excluding the position of

Secretary/Public Officer) will be called for by the Secretary no less than forty five (45) days prior to the Annual General Meeting and must be:

- i. Made in writing on the nomination form set out in Appendix 2, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - ii. Delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting.
- c) Any ballot to be held if an election of Directors is required for Article 25 c) ii). Must be conducted in a manner as the Board of Directors may direct.

28. ROLE AND RESPONSIBILITY OF THE BOARD OF DIRECTORS

- a) The business of the Council shall be managed by the Board.
- b) The Board may exercise all the powers of the Council which are not by the Act or by these Articles required to be exercised by the Council in General Meeting, subject nevertheless to any of these Articles, to the Act and to the regulations which, being not inconsistent with these Articles or the Act, the Council may prescribe in general meeting.
- c) The Board shall appoint a Chief Executive Officer and allocate duties and responsibilities in line with a contract of employment and/or position description of the role.
- d) A regulation of the Council in general meeting shall not invalidate any prior act of the Board, which would be valid if that regulation was not passed.
- e) Without limiting the generality of the preceding paragraphs of this Article the duties of the Board are:
 - i. To act as the controlling body of the Council;
 - ii. To ensure that the policies determined by the Council in general meeting are carried out;
 - iii. To appoint, co-ordinate the operations of, supervise and control Special Interest Groups which by these Articles the Board may appoint or control;
 - iv. To consider and subsequently approve or reject Council membership applications;
 - v. To determine the subscriptions payable by members;
 - vi. To review Council memberships including suspending or terminating membership;
- f) Define and from time vary the services to be rendered by the Council in pursuance of its objects.
- g) Nothing in these Articles prevents a Director from being a member of a IPCA Special Interest Group.

29. APPOINTMENT OF EXECUTIVE

- a) At the first meeting of the Board following the Annual General Meeting the Board shall elect from its number a President, a Vice President and a Treasurer each of whom will hold office until:
 - i. Their successor is elected; or
 - ii. They resign or are moved from office
 - iii. Ceases to meet the membership eligibility criteria to be a Director.

30. SPECIAL INTEREST GROUPS

- a) Special Interest Groups may be formed by the Chief Executive Officer as and when the Board has identified the need and given approval for such a group to be established.
- b) All Special Interest Groups will be given terms of reference to operate under, and any additional functions or roles to those provided in the terms of reference must be approved by the Board.
- c) The Board will approve the appointment of members to Special Interest Groups who to be eligible for membership, must:
 - i. Be employed by a company or be an individual that holds current financial membership to IPCA: or
 - ii. Be invited to join to provide specific expertise that would assist the Special Interest Group in its deliberations.
- d) Directors of the Board will receive copies of all agendas, minutes and other documentation generated in the deliberations of each Special Interest Group.
- e) A Special Interest Group cannot commit IPCA to any unauthorised expenditure.
- f) The Board will annually review the operation and performance of all Special Interest Groups.

31. CHIEF EXECUTIVE OFFICER

- a) A Chief Executive Officer who may be a member of the Council but not a member of the Board shall be appointed by the Board for the term, at the remuneration and upon the conditions which the Board of Directors thinks fit and the Chief Executive Officer so appointed may at any time be removed by the Board.
- b) The Chief Executive Officer shall be responsible for the day-to-day management of the business of the Council as per the duties outlined in his/her contract of employment.
- c) The Chief Executive Officer shall be responsible for the custody of the books, property, documents, records and accounts of the Council, and shall cause correct entries to be made in the books of all matters requiring entry therein in the ordinary course of proceedings of the Council and shall be responsible for the correct keeping of the accounts of the Council and shall when required by the Board render an account of all transaction matters and things relating to the Council and its affairs over which the Chief Executive Officer may have control and of which he/she may have knowledge.
- d) The Chief Executive Officer shall carry out such further and other duties as may properly be and are usually required of a Chief Executive Officer as when called upon to do so by the Board.
- e) The Chief Executive Officer shall appoint the permanent or temporary officers including consultants and other staff which may be required to enable the Council to achieve its stated purposes.
- f) The Chief Executive Officer shall convene all the meetings of the Board and attend the meetings of the Board as well as meetings of any Special Interest Groups or committees established under the auspices of IPCA.

32. FINANCIAL MANAGEMENT

1. FUNDING OF COUNCIL

- a) The Council's funds shall be derived from joining fees, annual subscriptions, income from applying IPCCA Code of Practice, special levies, donations and from other income generating activities as determined by the Board.

2. BUDGETS

- a) The IPCCA Board shall set an annual budget for managing the Councils funds. The Board shall establish appropriate procedures for forecasting and administering all income and expenditure in accordance with the budget.
- b) To avoid a deficit the Board may by Ordinary Resolution can halt any expenditure notwithstanding the expenditure is authorized by the budget.

3. ACCOUNTS

- a) IPCCA shall ensure proper accounting procedures are implemented with records of all receipts and expenditure that accurately reflect the financial standing of the Council.

4. RECEIPT OF FUNDS

- a) IPCCA shall set up an account in the name of the Council with a bank or financial institution and without limitation all monies received will be paid into that account.

5. PAYMENT OF FUNDS

- a) At least two (2) persons nominated by the Board shall sign all cheques, drafts, bills or exchange, and negotiable instruments of any description drawn and or endorsed for on behalf of IPCCA.

6. APPLICATION OF INCOME AND PROPERTY

- a) All income and property of IPCCA shall be applied solely in the promotion of the purposes of IPCCA.
- b) No portion or part of the income or property of IPCCA may be paid or transferred either directly or indirectly by way of dividend, bonus or by any other means whatsoever, to any Person or Company who is or has been a member.
- c) Nothing in this Article (32.6) shall prevent the payment in good faith or remuneration to any Officer, Servant or Member in return for services actually rendered to IPCCA nor prevent the payment in good faith of interest at commercial rates of money borrowed from any Members nor prevent the payment of rental of premises let by any member or IPCCA provided however that:
 - i. No member of the Board may be appointed to nor hold any salaried office of IPCCA; and
 - ii. No remuneration or other benefit in monies or in-kind may be paid to any Member for services on or attendance at Board or General or Special Interest Group meetings of IPCCA except for the reimbursement of reasonable out of pocket expenses if so approved by the Board.

33. ANNUAL AUDIT

- a) A registered Auditor shall be appointed and remunerated and their duties regulated in accordance with the provisions of the Act.
- b) All accounts of IPCCA including without limitation national accounts and special projects accounts shall be audited annually by the appointed Auditor.

34. GENERAL

1. SEAL

- a) The common seal of the Council must be kept in the custody of the Secretary.
- b) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signature either of two (2) members of the Board or, of one member of the Board and of the Public Officer of the Association.

2. INSPECTION OF BOOKS AND RECORDS

- a) Except as otherwise provided in these Articles, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Council.
- b) All accounts, books, securities and any other relevant documents of the Council must be available for inspection free of charge by any member upon request.
- c) A member may make a copy of any accounts, books, securities and any other relevant documents of the Council.

3. INDEMNITY

- a) The Council indemnifies every member of the Board of Directors, Board members, Chief Executive Officer, Secretary or other Officer, employee or volunteer against a liability incurred by the person in any of the capacities described in this Article except in circumstances prohibited by the Corporations Law.
- b) The Council will purchase and maintain at all times Directors and Officers liability insurance cover in respect of each Board Member, committee member, Chief Executive Officer, Secretary or other Officer, employee or volunteer at an amount deemed appropriate by the Board.

4. NOTICES

- a) Except for the requirement in Article 11, any notice that is required to be given to a member, by or on behalf of the Council, under these Articles may be given by:
 - i. Delivering the notice to the member personally; or
 - ii. Sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - iii. Facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - iv. Electronic transmission, if the member has requested that the notice be given to him or her in this manner.

5. DISSOLUTION

- a) In the event of the winding up or the cancellation of the incorporation of the Council, the assets of the Council must be disposed of in accordance with the provisions of the Act.
- b) The liability of a member to contribute towards payment of the debts and liabilities of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by Article 13. A member shall not, as a member of the Council, be under any personal liability to a creditor of the Council.

35. DISPUTES AND MEDIATION

- a) The grievance procedures set out in this Article applies to disputes under these Articles between:
 - i. A member and another member: or
 - ii. A member and the Council.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- d) 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 appointed by the Council's Board of Directors; or
 - B. In the case of a dispute between a member and the Council, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Department of Justice with jurisdictional authority relevant to the parties in dispute.
- e) A member of the Council can be a mediator.
- f) The mediator cannot be a member who is party to the dispute.
- g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h) The mediator in conducting the mediation, must;
 - i. Give the parties to the mediation every opportunity to be heard: and
 - ii. Allow due consideration by all parties of any written statement submitted by any party; and
 - iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i) The mediator must determine the dispute.
- j) 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.
- k) All parties will meet all of their own costs associated with resolving disputes through mediation law.

36. PUBLIC REPRESENTATION

- a) All public statements on behalf of the Council whether in writing or oral in regard to policy of the Council or a technical matter shall be made either by:
 - i. The President
 - ii. The Chief Executive Officer
 - iii. A person or persons specifically authorised or directed by the President or the Board of Directors to do so

37. AMENDMENTS TO ARTICLES

- a) These Articles and Objects may only be amended by Special Resolution of the members and in accordance with the Act.

APPENDICES

Please print clearly

Proxy Form

Insulated Panel Council Australasia Ltd Board Meeting

Date: ____/____/____

I, _____ a Member/Director of the above company

herby appoint _____ as my proxy for

this meeting to vote on matters as outlined in the agenda circulated to the Board.

Signed By

IPCA Member/Director

Date: ____/____/____

Please print clearly

Nomination for Election to the Board of Directors

I, (name of Nominator), being a Financial Member,
OR an appointed representative of Member Company (name of Company),
being a Financial Member, of

.....(address)

hereby nominate (name of Nominee), being a Financial Member,
OR an appointed representative of Member company (name of Company),
being a Financial Member, of

.....(address)

for election to the Board of Directors of Insulated Panel Council Australasia Ltd

Manufacturing Director

Signature of Nominator: Date:

Installer Director

Signature of Seconder: Date:

NZ Director

Acceptance of Nomination

I, (name of Nominee)
confirm that the above details relating to me are correct, and hereby consent to nomination for election to hold office on the Board.

Signature of Nominee: Date:

Candidates are encouraged to submit a statement of no more than 150 words accompanied by a colour photo in support of their candidacy, for use should a ballot of Members be required.

Return of Nominations

Note: In accordance with the Memorandum and Articles of Association, all nominators and nominees must be currently Financial Members. Nominations, fully completed and signed by both nominator and nominee, must be mailed to reach:

Insulated Panel Council Australasia Ltd
Suite 5B, Level 1,
88 Brandl Street
Eight Mile Plains QLD 4113

by no later than 11.00am, Wednesday, 3 September 2014



IPCA Ltd.
Insulated Panel Council
Australasia Ltd

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