

**BUILDING PRODUCTS
INNOVATION COUNCIL LIMITED**

ACN 104 539 620

CONSTITUTION

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Amended and Approved: 13 May 2004 (Clauses 3.9 - 3.15)

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Amended and Approved: 5 June 2015 (Clause 7.8)

BUILDING PRODUCTS INNOVATION COUNCIL LIMITED

ACN 104 539 620

CONSTITUTION

1. PRELIMINARY

Definitions

1.1. In this Constitution unless the contrary intention appears:

"Affiliate" means a Member of the Council qualified under clause 3.11;

"Associate" means a Member of the Council qualified under clause 3.9;

"Board" means the board of directors of the Council;

"By-laws" means the by-laws of the Council made and substituted by the Board from time to time under this Constitution;

"Chair" "Chairperson" "Chairman" means the person duly elected to be the Chairman for the time being of the Council;

"Committee" means any committee or sub-committee of the Council or of the Board as the circumstances require unless otherwise qualified;

"Deputy Chair/Chairman" means the person duly elected by the Council to be the Deputy Chairman for the time being;

"Director" means a member of the Board;

"Effective Date" means the date on which the Council is incorporated by the Australian Securities and Investment Commission;

"Council" means Building Products Innovation Council Limited;

"Founding Member" means each of the organisations specified in clause 3.1;

"Immediate Past Chairman" means the immediate past Chairman for the time being of the Council;

"Industry Association" means a national body corporate or an unincorporated body established in Australia to represent the interests of building products manufacturers or suppliers operating in the Australian building industry;

"Law" means the Corporations Law;

"Member" means a Founding Member or an organisation which has qualified under clause 3.2 and has complied with clause 3.6;

"Month" means calendar month;

"National body" and **"National industry association"** do not include federations or alliances;

"Officer" has the meaning given in section 9 of the Law;

"Representative" means the holder of an office specified in clause 3.7;

"Seal" means the common seal of the Council;

"Secretary" means any person appointed to perform the duties of a company secretary of the Council;

"Year" means calendar year.

Interpretation

- 1.2 Words or expressions contained in this Constitution must be interpreted in accordance with the provisions of the *Acts Interpretation Act 1901 (Commonwealth)* and of the Law.
- 1.3 Expressions referring to writing must, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile, electronic and other modes of representing or reproducing words a visible form.

2. OBJECTS

- 2.1 The objects for which the Council is established are to:
 - a) Advancing building technology through regulatory reform by promoting and establishing a council of national industry associations representative of building products manufacturers and suppliers and without limiting the generality of the forgoing to:
 - position BPIC to be recognised by governments and their regulatory agencies as an authoritative group for the building products sector of the building industry on technical matters;
 - coordinate an industry-wide approach and response to codes and standards;
 - improve the regulatory environment for the accreditation of building products;
 - facilitate the sourcing of practical industry information to regulators from BPIC member organisations; and

- encourage investment in skills formation, product development and industry research by removing regulatory impediments to innovation.
- b) Enhancing building affordability through regulatory reform:
- support for a nationally consistent regulatory framework for the building industry;
 - keeping a check on regulatory costs through support of practical, nationally consistent regulatory arrangements;
 - provide building cost information to government and regulators that reflect current industry practice and identify impacts of proposed regulatory changes particularly on the industry's supply chain;
 - investigate options for voluntary initiatives that encourage innovation as an alternative to regulation; and
 - reduce both the direct and compliance costs of product certification.
- c) To develop policy and make submissions or representations to governments, industry and the community on agreed technical standards, codes and regulatory issues of mutual concern to Members;
- d) To improve communications between Members and between Members and other stakeholders in the Australian building industry;
- e) To foster industry practices that promote the prosperity of Members and of the Australian community in general;
- f) To be an agent for strategic change to improve the technical standards, codes and regulatory environment in which Members do business in Australia and elsewhere;
- g) To promote and foster good relations between Members and members of Members;
- h) To provide opportunities for the exchange of experiences and opinions through discussion, study, publications and meetings;
- i) To conduct research into any matter of agreed mutual interest in the technical standards, codes and regulatory areas affecting the building industry;
- j) Carry out, encourage and support any act, matter or thing which is or may be incidental or conducive to any of the above objects or which may be conveniently done in connection therewith.

3. MEMBERSHIP Founding Members

3.1 The Founding Members are:-

AUSTRALIAN STEEL INSTITUTE
AUSTRALIAN GLASS AND GLAZING ASSOCIATION
AUSTRALIAN WINDOW ASSOCIATION
BUREAU OF STEEL MANUFACTURERS OF AUSTRALIA
CLAY BRICK AND PAVER INSTITUTE LTD
CONCRETE MASONRY ASSOCIATION OF AUSTRALIA
INSULATION MANUFACTURES ASSOCIATION OF AUSTRALIA
NATIONAL ASSOCIATION OF FOREST INDUSTRIES
NATIONAL ASSOCIATION OF STEEL-FRAMED HOUSING INC
PLANTATION TIMBER ASSOCIATION OF AUSTRALIA LTD
STEEL REINFORCEMENT INSTITUTE OF AUSTRALIA
THE NATIONAL MANUFACTURERS COUNCIL OF HIA
TIMBER DEVELOPMENT ASSOCIATION

The Founding Affiliate Members are:-

BUILDING DESIGNERS ASSOCIATION OF AUSTRALIA LTD

New Members

- 3.2 Members must be national building or construction industry associations whose membership is comprised of private sector business enterprises engaged in the manufacture or supply of building products in the building industry.
- 3.3 Applications for Membership must be in writing and must be delivered to the office of the Council.
- 3.4 A qualified applicant may be admitted to Membership by three quarters majority decision of the Board.
- 3.5 If an applicant has been accepted for Membership in accordance with clause 3.4, the Board must promptly give the applicant written notice of acceptance and request payment of any entrance fee and first annual subscription of an amount as determined from time to time by the Board.
- 3.6 A successful applicant becomes a Member on payment of any admission fee and the first annual subscription.

Representative (refer also to 15.5 for General Meetings)

- 3.7 Each Member must be represented at meetings of the Council by:
- a) its Chief Executive Officer; or

- b) if the Member does not have a Chief Executive Officer, its President; or
- c) in their absence, by a duly nominated proxy who must be either a senior elected executive member or another senior employee of the Member.

3.8 Each member must notify the Secretary of the name and contact details of its representative under clause 3.7. A Member must, if it wishes to change its representative, notify the Secretary accordingly of the name and contact details of its new representative.

Associate

3.9 An industry association eligible for membership under clause 3.2 but one not seeking voting rights may be admitted as an Associate Member of the Council.

3.10 Associates must satisfy all appropriate clauses of this Constitution and payment of the fees as required from time to time by the Council.

3.11 When the ranks of the Associates number four, the board may appoint an additional Director from the ranks of the Associates. The Appointment must be confirmed by vote at the Annual General Meeting of the Council.

3.12 Associates may attend Annual and other General Meetings of the Council but may only participate on Council working parties and subcommittees with the prior written consent of the Board. Except as otherwise provided in clause 7.1(b), Associate Members are entitled to vote at Annual General Meetings as provided in clause 15.6.

Affiliate Members

3.13 The Board may under clause 3.4 admit as an Affiliate Member any related organisation which will assist in the achievement of the Council's objects.

3.14 Affiliates must satisfy all appropriate clauses (other than clause 3.2) of this Constitution and payment of fees as determined from time to time by the Council.

3.15 Affiliates may only attend Annual and other General Meetings of the Council and may only participate on Council working parties and subcommittees with the prior written consent of the Board. Affiliates do not have voting rights and except as otherwise provided in clause 7.1 (c), may not be elected to the Board.

4. CESSATION OF MEMBERSHIP

Unpaid Subscription

4.1 The financial year for the Council will be 1 January to 31 December. Any organisation whose subscription is in arrears on 1 March of any year automatically ceases to be a Member of the Council and forfeits all rights and claims upon the Council, except as otherwise provided in clause 24.1(h). The former Member may be reinstated at the discretion of the Board upon

payment of all arrears and any re-admission fee as may be fixed by the Council from time to time.

- 4.2 Ceasing to be a Member does not release an organisation from its accrued Membership liabilities to the Council.

Resignation

- 4.3 A Member may resign from the Council by giving not less than 6 months' written notice to the Board but remains liable to the Council for any annual subscription, arrears and other monies due and unpaid up to, and including, the date on which its resignation takes effect.
- 4.4 The Council may retain the unexpired portion of a resigned Member's annual Membership subscription.

5. DISTRIBUTION TO MEMBERS

- 5.1 Subject to clause 5.2, the income and property of the Council must be applied solely towards the promotion of its objects and no portion may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Member.
- 5.2 The Council is not prevented from the payment in good faith of remuneration to any officer or employee of the Council or to an Independent Chair in return for any services actually rendered to the Council, for goods supplied in the ordinary course of business, from the payment of interest at a rate not exceeding the overdraft rate for the time being fixed by the Council's bankers for the amount in question, from the payment of reasonable rent for premises or from out-of-pocket expenses incurred by any Director while engaged on Council business.
- 5.3 The Council must not support with its funds any endeavour to impose any regulation or restriction by its Members or others which would make the Council a trade union within the meaning of the *Industrial Relations Act 1988*;
- 5.4 The Council must not subscribe to, or support with its funds or amalgamate with, any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Council.

6. LIABILITY OF MEMBERS

- 6.1 The liability of Members is limited;
- 6.2 Members must contribute to the assets of the Council in the event of its winding up while they are Members, or within 1 year after they cease to be Members, for payment of the debts and liabilities of the Council (incurred, in the case of an organisation which has ceased to be a Member, before cessation of Membership), the costs, charges and expenses of the winding up

and for the adjustment of the rights of the contributories among themselves, of an amount not exceeding \$200.00.

7. THE BOARD OF DIRECTORS

- 7.1 The initial Board comprises the following Directors:
- (a) the representative of each Member notified to the Secretary under clause 3.8;
 - (b) one person elected by and from the ranks of Associate Members;
 - (c) one person elected by and from the ranks of Affiliate Members; and
 - (d) the Principal Executive Officer of the Council; and
 - (e) one other Director, if so appointed by the Board under subclause 7.2.
- 7.2 The Board may appoint, from time to time, one additional Director who is not required to be a member of the Council.
- 7.3 An honorary Treasurer may be appointed by the Board and may be an employee or office holder of a Member (eg CEOs). The Treasurer does not have voting rights on the Board unless he or she is also a nominated representative of a Member exercising voting rights on behalf of that Member.
- 7.4 The initial Board will determine when the membership of the Council has attained the size where numbers on the Board need to be limited. Elected Board Directors together with any Directors appointed under subclauses 3.11 and 7.2 will replace the initial Board after due elections using the following procedures. The Council in general meeting shall determine (by a three quarters majority) the size and composition of the elected Board. Nominations for each elected Director position must be called by the company secretary not less than 30 days prior to the annual general meeting of the Council. Nominations may also be received during the annual general meeting.
- 7.5 The initial Board must elect one of their number to be the first Chairman of the Board and the Council, or appoint an Independent external Chairman. Subsequent Chairman and Deputy Chairman must be either elected by and from the ranks of the Directors or an independent appointment made with the concurrence of all Directors.
- 7.6 The Chairman of the Board and the Council serves for a term of one year which must expire at the conclusion of the next annual general meeting, whether more or less than one calendar year has expired before that time.
- 7.7 If the Chairman is unable or unwilling to carry out his/her duties and functions then the Deputy Chairman will be the acting Chairman. If they are unable to act as Chairman then the Board must elect another of their number to be acting Chairman until the Chairman is able to resume duties. The person appointed or elected acting Chairman has all the rights, duties and obligations of the Chairman.

- 7.8 The Directors hold office for a two (2) year period and must retire (subject to this Constitution) on the second AGM after the annual general meeting when they were elected. The elected Directors remain eligible for re-election, except as otherwise provided in clauses 3.9, 3.11 and 3.15 and Directors appointed under subclauses 3.11 or 7.2 are eligible for reappointment by the incoming Board.
- 7.9 An independent person appointed as Chairman with the concurrence of all Directors under clause 7.5 shall be entitled to exercise all the powers of a Director under this Constitution and shall be eligible for re-appointment.

8. POWERS AND DUTIES OF THE BOARD

General Business of the Board

- 8.1 The business of the Council must be managed by the Board which may exercise all powers of the Council as are not, by the Law or by this Constitution, required to be exercised by the Council in general meeting.
- 8.2 The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the Directors by the Law or the general law) to one or more committees, task forces or advisory boards consisting of such persons as the Board thinks fit.
- 8.3 The Board may make and amend By-laws from time to time to regulate the affairs of the Council provided they are not inconsistent with this Constitution.

Borrowing Powers

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

Cheques, etc

- 8.5 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Directors or in such other manner as the Board from time to time determines.

Delegation Powers

- 8.6 The Board may delegate any of its powers to an Executive Committee consisting of the Chair, at least one other Director, the Company Secretary, the CEO and any other person or persons as the Board thinks fit. In the exercising of delegated powers, any Committee formed or persons appointed to the Executive Committee must conform to any regulations that may be imposed by the Board. A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vest in the delegate.

- 8.7 The meetings and proceedings of the Executive Committee are to be governed by this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board under clause 8.6 above. A quorum for the transaction of the business of the Executive Committee is three, one of whom must be a Director and one of whom must be the CEO.

9. MINUTES

- 9.1 The Board must cause minutes to be made of all proceedings at all meetings of the Council and the Board.
- 9.2 The minutes must be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

10. PROCEEDINGS OF THE BOARD

Meetings of the Board

- 10.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 10.2 The Secretary must on the direction of the Chairman or the requisition of any 3 Directors convene a meeting of the Board.
- 10.3 Subject to this Constitution, questions arising at any meeting of the Board must be decided by a majority of votes and a determination by a majority of Directors must for all purposes be deemed a determination of the Board.
- 10.4 Each Director has only 1 primary vote per resolution.
- 10.5 A Director must not vote or be involved in the debate in respect of any contract or proposed contract with the Council in which their is directly or indirectly interested, or any consequential matter, and if their does so vote their vote must not be counted.

Quorum

- 10.6 The quorum necessary for the transaction of the business of the Board must be at least one-half plus 1 of the Directors then in office.
- 10.7 If at any stage during a meeting of the Board a quorum is not present then the meeting must stand adjourned until a quorum is present.

Effect of Vacancies in the Board

10.8 The continuing Directors may act, notwithstanding any vacancy in the Board, but if and so long as their number is less than a quorum they may only deal with business of an urgent nature or for the purpose of summoning a general meeting of the Council.

Chairman of Board Meetings

10.9 The Chairman must preside as chairman at every meeting of the Board, or if there is no Chairman, or if at any meeting they are not present within 10 minutes after the time appointed for holding the meeting, or if the Chairman is present but is unwilling to act, the Deputy Chairman must be the Chairman. If neither is present or willing to act then the Directors must choose one of their number to be Chairman of the meeting.

Board Meetings Defined

10.10 For the purposes of this Constitution, a meeting of the members of the Board means:

- (a) the Directors assembled in person on the same day at the same time and place; or
- (b) the Directors communicating with each other by any technological means by which they are able simultaneously to hear or communicate with each other and to participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place, and a Director participating in the meeting under this sub-clause must be deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting.

10.11 Clauses 11.6, 11.7 and 11.8 must have the same effect in relation to meetings of the Board and acts done by Directors at such meetings as they do in relation to meetings and acts done by members of committees, task forces, and advisory boards established by the Council.

Circular Resolutions of the Board

10.12 A resolution in writing, a copy of which has been forwarded to every Director and which has been approved and signed by Directors entitled to at least three-fourths of the votes of the Board, shall be as valid and effectual as if passed at a meeting of the Board.

11. COMMITTEES, TASK FORCES AND ADVISORY BOARDS

11.1 Any committee, task force, or advisory board formed under clause 8.2 must conform to any By-law, subject to which it has the power to co-opt any other person or persons.

- 11.2 For the purposes of this Constitution, a meeting of the members of a committee, task force or advisory board means:
- (a) a meeting of the members assembled in person on the same day at the same time and place; or
 - (b) a meeting of the members by communicating with each other by any technological means by which they are able simultaneously to hear or communicate with each other and to participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place, and a member participating in the meeting under this sub-clause is deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting.
- 11.3 A committee, task force or advisory board may meet and adjourn as it thinks proper but may not incur any expense without the prior consent of the Board.
- 11.4 All members of a committee, task force or advisory board have only 1 primary vote per resolution.
- 11.5 Questions arising at any meeting of a committee, task force or advisory board must be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman has a second or casting vote.
- 11.6 All acts done at any meeting of a committee, task force or advisory board by any person acting as a member must, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the member, or that the member or was disqualified, be as valid as if the person had been duly appointed and was qualified to be a member.
- 11.7 A resolution in writing signed by a majority of members of a committee, task force or advisory board in Australia is as valid as if it had been passed at a meeting duly convened and held.
- 11.8 For the purpose of clause 11.7, any written resolution may consist of several documents in like form, each signed by one or more members.

12. PRINCIPAL EXECUTIVE OFFICER

- 12.1 The Board may appoint a principal executive officer with such powers and responsibilities and to perform such functions and duties as the Board determines from time to time. The Principal Executive Officer may also be known as the Chief Executive Officer, Executive Director or any other title determined by the Board from time to time. The principal executive officer is an ex officio Board Director and may vote on all matters other than the election of Board Directors, Chairman and Deputy Chairman. The principal executive officer of the Council has authority to bind the Council pursuant to Section 126 of the Law.

13. SECRETARY

13.1 The Board may appoint, in accordance with the Law, for such term and upon such conditions as it thinks fit, and remove, any Secretary. If no appointment is made the Chair shall act as Secretary. The Principal Executive Officer is ineligible for appointment as Secretary.

14. SEAL

14.1 The Board must provide for the safe custody of the Seal which must only be used by the authority of the Council or the Board.

14.2 Every instrument to which the Seal is affixed must be signed by a Director and be countersigned by the Secretary, a second Director or some other person appointed by the Board for the purpose.

15. GENERAL MEETINGS

Annual General Meetings

15.1 An annual general meeting of the Council must be held at least once in every Year in accordance with the Law.

General Meetings

15.2 The Board may whenever it thinks fit, and must, on the requisition of not less than one third of the Members, convene a general meeting of the Council.

15.3 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, 21 days' notice (exclusive of the day on which the notice is served or deemed to be served as well as the day for which notice is given) specifying the place, day and hour of meeting and, in the case of special business, the general nature of that business must be given to each Member. The Board may, if it thinks fit, send out a subsequent notice to defer the date of a notified general meeting, specifying a date not more than 14 days after the originally notified date provided that such further notice must not specify any business additional to the business set out in the original notice.

Special Business

15.4 For the purpose of clause 15.3, all business at an annual general meeting other than consideration of the accounts, balance-sheets and the reports of the Board and auditors, the election of office bearers and the appointment of the auditors, and all business at any other general meeting, constitutes special business.

Representation of Members

15.5 Each Member must be represented at general meetings by its:

- (a) its Chief Executive Officer; or
- (b) if the Member does not have a Chief Executive Officer, its President; or
- (c) in their absence, by a duly nominated proxy who must be either a senior elected executive member or another senior employee of the Member.

Voting Rights

15.6 Each Member has only 1 vote per resolution at any general meeting.

Proxies

15.7 A document appointing a proxy must be in writing under the hand of the appointor's authorised officer.

15.8 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

15.9 An appointor may instruct their proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed the proxy may vote as their thinks fit.

15.10 The instrument appointing a proxy may be in, or to the effect of, the following form:

Appointment of Proxy Form

Building Products Innovation Council Limited.

I, () of () being an authorised officer of () hereby appoint () of () or failing him/her () of () as my proxy to vote on behalf of () at the *annual general meeting/* general meeting of the Council, to be held on the () day of, (month) (year) and at any adjournment.

My proxy is hereby authorised to vote *in favour/*against/*as he/she thinks fit in respect of the following resolutions:

.....
Signed this () day of (month) (year)
* Strike out whichever is inapplicable.

15.11 An instrument appointing a proxy must be delivered to the office of the Council or at any other place specified for that purpose in the notice convening the meeting, no later than the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, otherwise, the instrument appointing the proxy must not be treated as valid.

15.12 A vote given in accordance with the terms of an instrument appointing a proxy is valid notwithstanding the revocation of the instrument, if no written notice of such has been received at the office of the Council or any other place specified under clause 15.11 before the commencement of the meeting or adjourned meeting at which the instrument is used.

Quorum

15.13 No business may be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.

15.14 Half the Members present other than by proxy constitutes a quorum.

Failure to Achieve a Quorum

15.15 If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened upon the requisition of Members, must be dissolved; or
- (b) in any other case, must stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

15.16 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, 3 Members present otherwise than by proxy constitutes a quorum.

Chairman

15.17 The Chairman of the Board of Directors must preside as the Chairman at every general meeting. If they are not present or are unwilling to act then the Deputy Chairman must assume the Chairman and preside over the meeting. If they are not present or are unwilling to act, the Members' representatives present must elect one of their number to be Chairman of the meeting.

Adjournments

15.18 The Chairman may, with the consent of any general meeting at which a quorum is present including any adjourned meeting (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other

than the business left unfinished at the meeting from which the adjournment took place.

15.19 When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in the same manner as the original meeting.

15.20 Subject to clause 15.19, notice of an adjournment or the business to be transacted at an adjourned meeting is not required.

Resolutions of the Council

15.21 Subject to clause 15.25, clause 15.28 and quorum requirements, the majority required for the carriage of a resolution at a general meeting is as follows:

- for the establishment of Council policy and for special business, by a three quarters majority of **all the Members**
- for all other business, by a simple majority.

15.22 Unless a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or won by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Council, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15.23 A poll may be demanded and the demand for a poll may be withdrawn.

15.24 If a poll is duly demanded (unless demanded on the election of a Chairman or on a question of adjournment in which case it must be taken immediately) it must be taken in such manner and at such time as the Chairman directs, and the result of the poll must be the resolution of the meeting at which the poll was demanded.

15.25 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman is not entitled to a second or casting vote, and the matter must be resolved in the negative or so as to maintain the status quo.

15.26 No person otherwise authorised to vote on behalf of a Member is entitled to vote at any general meeting if that Member's subscription is more than 1 month in arrears at the date of the meeting.

15.27 On a show of hands or on a poll every Member is entitled to only 1 primary vote.

Circular Resolutions of the Council

15.28 A resolution in writing, a copy of which has been forwarded to every Member entitled to receive notice of and to attend and to vote at a general meeting and which has been approved and signed by Members entitled to at least three-fourths of the votes of the Council, shall be as valid and effectual as if passed at a general meeting of the Council.

16. ACCOUNTS

Proper Accounts

16.1 The Board must cause proper accounting and other records to be kept and must distribute annually to all Members a copy of every profit and loss account and balance-sheet (including every document required by law to be attached) accompanied by a copy of the auditor's report as required by the Law.

Annual Accounts

16.2 The Board must cause to be made out and laid before each annual general meeting of the Council a balance-sheet and profit and loss account made up to date not more than 5 months before the date of the meeting.

Inspection of Accounts

16.3 In addition to the obligations imposed by Section 314 of the Law, the Board must make available to Members the accounting and other financial records of the Council. The Board must, from time to time determine at what times and places and, subject to any relevant By-law then in force, under what conditions, the accounting and other financial records of the Board may be open to the inspection of Members.

17. AUDIT

17.1 A properly qualified auditor or auditors must be appointed in accordance with the Law.

18. SUBSCRIPTIONS

Subscriptions

18.1 Every Member must pay an annual subscription. The Council must from time to time determine the amount of such subscription and may determine that it vary in amount as between different groups of Member.

18.2 All annual subscriptions are due and payable in advance on 1 January every year unless the Board otherwise determines.

19. NOTICE

Service of Notices

19.1 Any notice required by law or by or under this Constitution to be given to any Member must be given by sending it by post to it at its last known address or by facsimile or other like electronic means to the number, within Australia supplied by it to the Council for the purpose.

19.2 Where a notice is sent by post, service is deemed to be given on the second day after the date of its posting. Where a notice is given by facsimile or other like electronic means it is deemed to be given on the day on which it appears on the transmission confirmation register of the transmitting instrument.

Notice of General Meetings

19.3 Notice of every general meeting must be given to:-

- (a) every Member,
- (b) every Director; and
- (c) the auditor for the time being of the Council.

19.4 No other person is entitled to receive notices of general meetings.

20. SURPLUS ASSETS ON WINDING UP OR DISSOLUTION

20.1 If upon winding up or dissolution of the Council a surplus remains after the satisfaction of all its debts and liabilities any money or property whatsoever, it must not be paid or distributed among the members of the Council but must be given or transferred to some other organisation, having objects similar to those of the Council and which 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 Council under this Constitution as determined by the Directors at or before the time of dissolution and, in default, by application to the Supreme Court for determination.

21. INDEMNITY

Indemnity of Officers

21.1 Every person who is or has been a Director, Secretary or principal executive officer of the Council is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Council against any liabilities for costs and expenses incurred by that person:

- (a) in defending any proceedings relation to that person's position with the Council, whether civil or criminal, in which judgement is given in that

- person's favour or in which that person is acquitted or which are withdrawn before judgement; or
- (b) in connection with any administrative proceedings relating to that person's position with the Council, except proceedings which give rise to civil or criminal proceedings against that person in which judgement is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - (c) in connection with any application in relation to proceedings relating to that person's position in the Council, whether civil or criminal, in which relief is granted to that person under the Corporations Law by the court.

21.2 Every person who is or has been a Director, Secretary or principal executive officer of the Council is entitled to be indemnified, to the maximum extent permitted by law, out of the property of the Council against any liability to another person (other than the Council) as such an officer unless the liability arises out of conduct involving a lack of good faith.

21.3 The Council may pay a premium for a contract insuring a person who is or has been a Director, Secretary or principal executive officer of the Council against:

- (a) any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Council or a contravention of sections 232(5) or (6) of the Law; and
- (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Council, whether civil or criminal, and whatever their outcome.

22. COMPLIANCE

22.1 Every Member, Director, committee member and every other officer of the Council must comply with the provisions of this Constitution and any By-laws.

23. ENABLING CLAUSES

23.1 On the Effective Date all of the assets and liabilities of the unincorporated association known as the national Building Products Innovation Council ("the Council") vest in the Council.

24. BY-LAWS

24.1 The Board may make By-Laws as it may deem appropriate for the proper conduct, control and management of the Council and in particular the Board may by such By-Laws regulate:

- (a) the management and good governance of the affairs of the Council;
- (b) the provision of services to or on behalf of the Council and its members;

- (c) the use by or supply to members of any of the property of the Council;
- (d) the commercial conduct of members of the Council and to the conduct of the Council's employees;
- (e) the setting apart of any part or parts of the Council's premises for particular purposes;
- (f) the procedure at meetings of the Council, its Boards, Councils and Committees;
- (g) the admission of persons to and their rights consequent upon membership of the Council'; and
- (h) terms for payment of membership fees, including without limitation extension of time for payment of membership fees and time for cancellation of membership for late payment when the Council adopts a new fee structure.