

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

of

**AUSTRALIAN ENVIRONMENTAL PEST
MANAGERS ASSOCIATION LIMITED**

(As amended by special resolutions 1992, 1999, 2002, 2008 & 2011)
12th August 2014

ACT 2001
Company Limited by Guarantee

CONSTITUTION

AUSTRALIAN ENVIRONMENTAL PEST MANAGERS ASSOCIATION LTD
(as amended July 2008)

INTERPRETATION

1. In these regulations: -

"Corporations Act" or **"The Act"** means the Corporations Act 2001 (Cwth) except to the extent of any exemption, modification, declaration or order made in respect of that legislation which applies to the Company.

"The Association" means Australian Environmental Pest Managers' Association Ltd.;

"The Seal" means the Common Seal of the Association;

"The National Executive Director" means any person appointed to perform the duties of the National Executive Director of the Association;

"The Secretary" means any person appointed to perform the duties of a Secretary of the Association and includes an Honorary Secretary or Executive Secretary;

"National Board" means the directors for the time being of the Association present at a duly convened meeting of the directors at which a quorum is present;

"Council" means the executive body for the time being of the Association present at a duly convened meeting of a Branch at which a quorum is present;

"Branch" means the members of a State, Territory or geographic region of Australia,

"Sub-Branch" means the members in a locality, area or district within a State or Territory of Australia;

"Member" means a member for the time being of the Association;

"Month" means calendar month;

"Committee" means a working group established to carry out a specific task.

"Register" means the Register of Members required to be maintained under the provisions of The Act".

"Auditors" - means the auditors appointed from time to time by the National Board.

"Constitution" means this Constitution as altered or added to from time to time and a reference to a provision of this Constitution is a reference to that provision as altered or added to from time to time.

"Manual" means the Policy and Procedures Manual published by or on behalf of the Company and containing rules and guidelines relevant to the Company which may be revoked, substituted, deleted or amended from time to time at the absolute discretion of the National Board.

“Registered Office” means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic and other modes of representing or reproducing words in a visible form;

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act 1897 and of the Act as in force at the date at which these regulations become binding on the Association.

2. The Association is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Association proposed to be registered is seven but the National Board may from time to time register an increase or decrease of members.
4. The subscribers to the Memorandum of Association and such other person, firm or corporation, as the National Board shall admit to membership in accordance with those regulations shall be members of the Association.
5. Any individual, sole trader, partnership, trust or company carrying on business as a contractor, merchant or manufacturer supplying services or using goods, materials, chemicals or plant and equipment connected with the treatment, prevention, inspection, or control of insect, animal or plant pests, and any member of any trade or profession, ancillary or supplementary to the pest management industry, shall be eligible to apply for membership pursuant to the categories set out in Article 12.
6. Application for membership shall be made on the application form authorised by the National Board from time to time.
7. Applications for membership shall be submitted to the National Office of the Association for processing in the manner determined by the National Board from time to time. Final authority to consider and if thought fit, accept an application shall reside with the National Board.
8. The Secretary shall be responsible for advising the applicant whether or not the application has been successful.
9. All applicants for membership shall agree in writing to abide by the Memorandum and Constitution.
10. The Association shall not be bound to assign any reason for rejection of an application for membership.
11. Any member may resign his membership on giving one month's notice in writing to the Secretary and paying all dues owing at the date of such notice in writing.
12. Membership of the Association in the following classes and with the following qualifications shall be available: -

- (a) **Professional Members:** Any individual, sole trader, partnership, trust or company carrying on business in his, their or its own account supplying services or using goods, materials, chemicals or plant and equipment connected with the treatment, prevention or control of insect, animal or plant pests, shall be eligible to become a Professional Member of the Association.

Professional members by themselves or their nominees in writing shall be entitled to receive notices of and to attend and vote at all general meetings of the Association, to participate in all activities of the Association, to receive publications and all information which the Association may issue or have available for issue and to attend with or

without visitors at all educational, social, scientific or cultural functions arranged from time to time by the Association. They shall have the right to nominate or support the nomination of any candidate for office of the Association at Sub-Branch, Branch and National Board level, and shall be eligible (and if a corporation by its nominee in writing) to be a candidate for any office in the Association. Notwithstanding, not more than one person or nominee from any structured business group, licensee or agency entity (as solely determined by the National Board) may vote at any meeting of the Association.

- b) Associate members shall be divided into two membership classes for the purpose of calculating membership fees.

- [i] a business/firm/individual with a total revenue of greater than \$1 million
- [ii] a business/firm/individual with an total revenue of less than \$1 million

Associate Members: Any individual, sole trader, partnership, trust, company, co-operative or association carrying on business as a contractor, merchant or manufacturer supplying goods, materials, chemicals, or plant and equipment connected with the treatment, prevention, destruction or control of insect, animal or plant pests and any members of any trade or profession ancillary or supplementary to the pest management industry shall be eligible to become an Associate member of the Association. Associate members by themselves or their nominees in writing shall be entitled to receive notices of and to attend and vote at all general meetings of the Association, to participate in all activities of the Association, to receive publications and all information which the Association may issue or have available for issue and to attend with or without visitors at all educational, social, scientific or cultural functions arranged from time to time by the Association.

They shall have the right to nominate or support any candidate for office of the Association at Sub-Branch or Branch level and shall be eligible (and if a partnership, trust, company, co-operative or association by its nominee in writing) to be a candidate for any office other than that of Branch Chairman or Sub-Branch Chairman.

They shall have the right to nominate and support any candidate for the office of Associate Member National Board Member and shall be eligible (and if a partnership, trust, company, co-operative or association by its nominee in writing) to be a candidate for the office of Associate Member National Board Member but shall not be eligible for the office of President of the Association.

Distinguished Associates may be defined as any individual, sole trader, partnership, trust or company who provides academic support and/or services to the Pest Management Industry who the National Board deems to be of merit. A Distinguished Associate will have the same rights as an Associate Member as defined in 12 [b].

- (c) **Honorary Members:** Any person who by reason of his interest in or contribution to pest control generally is deemed by the National Board to be suitable and who indicates his willingness to accept election shall be eligible to be elected by the Association in general meeting as an Honorary Member for such period as such meeting may determine. No subscription or other fees shall be payable by an Honorary Member nor shall an Honorary Member be eligible for any office in the Association nor to nominate or support the nomination of any candidate for office in the Association nor shall an Honorary Member be entitled to vote at general meetings of the Association.
- (d) **Life Members:** Any person who has been a financial member or any person who has been the nominee of a financial member of the Association being a corporation and in the opinion of the National Board has rendered conspicuous service to and shown exceptional ability in promoting the interests of the Association may be granted by the National Board as a Life Member of the Association. A Life Member shall have all the rights, powers and privileges of an ordinary member but shall not be called upon to

pay any subscription or fees in relation to his membership of the Association from the date of his election as a Life Member. Those individuals who, on the 1st July 1987, have life membership of an existing State Association will automatically be granted Life Membership of the Association.

- (e) **International Members:** Any person firm or corporation, carrying on business, not in Australia, as a contractor supplying services or as a contractor, merchant or manufacturer supplying goods, materials, chemicals or plant and equipment connected with the pest management industry shall be eligible to become an International Member of the Association. International Members shall be entitled to receive publications and information which the Association may issue from time to time and attend general meetings but shall not be entitled to receive notices, to vote, to stand for office or nominate candidates for office.
- (f) **Affiliate Members:** Any person representing an association, foundation, government or semi government body or organisation engaged in pest management research, education, training, similar industry association or such other body the National Board approves shall be eligible to apply for Affiliate membership of the Association.

Affiliate Members by themselves or their nominees in writing shall be entitled to receive notices of and attend general meetings of the Association, to participate in all activities of the Association, to receive publications and all information which the Association may issue or have available for issue and to attend with or without visitors at all educational, social scientific or cultural functions arranged from time to time by the Association. Affiliate members are not entitled to nominate or support the nomination of a candidate for office of the Association at Sub-Branch, Branch and National Board level and are not eligible to be candidates for any office in the Association. Affiliate members may not vote on any matters raised including elections and resolutions put by the members of the Association.

- (g) **Subsidiary Members:** Any individual, sole trader, partnership, trust or company carrying on business in his, their or its own account supplying services or using goods, materials, chemicals or plant and equipment connected with the treatment, prevention or control of insect, animal or plant pests, where the entity is an organisation wholly owned by an existing Professional or Associate Member of the Association. Subsidiary Members shall be entitled to receive publications and information which the Association may issue from time to time and attend general meetings but shall not be entitled to receive notices, to vote, to stand for office or nominate candidates for office.
- (h) **Related Industry Participants:** Any individual, sole trader, partnership, trust or company that is engaged in the business of providing goods or services that, in the view of the National Board, is undertaking activities related to the provision of pest management. Related Industry Participants shall be entitled to receive publications and information which the Association may issue from time to time and attend general meetings but shall not be entitled to receive notices, to vote, to stand for office or nominate candidates for office.
- (i) Membership of the Association is not transferable without the written consent of the National Board.
- (j) All annual subscriptions shall become due and payable in advance on the first day of March in each year, and shall be pro rated in respect of any organisation becoming a Member other than on 1 March.
- (k) A Member who fails to pay the subscription noted in 12 (i), within three (3) months after its due date for payment shall be considered to be a non-financial Member for the purposes of these Articles.
- (l) A non-financial Member shall have no right to vote at any General Meeting of the Company or in the course of any postal vote, nor shall that Member be eligible to hold

any office in the Association, or be an office bearer of a Branch, Sub-Branch or a member of a Branch Council or Sub-Branch Committee

13. The membership application fees (if applicable) and subscriptions payable by members shall be fixed by the National Board from time to time.

LEVIES

14. (a) The National Board may at any time and from time to time recommend to a general meeting of the members of the Association that additional funds are required for an extraordinary project or undertaking of the Association. Such general meeting may thereupon determine that a special levy be made upon such members as are by these regulations bound to pay annual subscriptions and in such amounts or proportions as such meeting may decide.
Such meeting shall also fix the date by which members shall be bound to pay the sum or sums so determined and if any member shall not pay such sum or sums within the time fixed, the provisions in these regulations in regard to unpaid subscriptions shall mutatis mutandis apply.
- (b) A Branch or Sub-Branch may, from time to time, make a levy on Branch or Sub-Branch members for expenditure within the Branch or Sub-Branch. Such meeting shall also fix the date by which members shall be bound to pay the sum or sums so determined and if any member shall not pay such sum or sums within the time fixed, the provisions in these regulations in regard to unpaid subscriptions shall mutatis mutandis apply.

RESIGNATION AND CESSATION OF MEMBERSHIP

15. (a) Every member ceasing to be a member of the Association (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance or subscription fee or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a member of the Association provided they shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of that membership of the Association and any other monies due at the date of cessation of that membership of the Association or for which they are or may become liable under the Memorandum of Association.
- (b) A member may at any time by giving notice in writing to the Secretary resign from membership of the Association and such resignation shall take effect from the date on which it is received by the Secretary.

SUSPENSION AND EXPULSION

16. If any member shall refuse or neglect to comply with any of the provisions of the Memorandum of Association or of this Constitution or be in the opinion of the National Board, guilty of any conduct prejudicial to the interests of the Association or be guilty of conduct which in the opinion of the National Board is unbecoming of a member or which shall render that member unfit for membership, the National Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of members provided that:
- (a) such member shall be:
- i) notified of any charge against the member pursuant to this Article;

- ii) supplied with particulars of the allegations against the member;
- iii) notified of any proposed resolution against the member; and
- iv) notified of the time and place at which a meeting is to be convened to hear the allegations against the member.

Such notification shall be by notice in writing by a prepaid letter posted to the member's last known address at least 14 clear days before the meeting at which such charge and any proposed resolution is to be heard.

- (b) the member shall be entitled to attend the meeting for the purposes of the hearing and shall have an opportunity, orally and/or in writing to:
 - i) answer to the charge;
 - ii) provide an explanation or defence to the charge;
 - iii) provide a submission penalty.

A member is deemed not to have attended the meeting if the member is not present at the commencement of the meeting.

- (c) the voting by the members present and entitled to vote at such meeting shall be by ballot and no motion by the meeting to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members entitled to vote at the meeting and being present, vote in favour of such motion;
- (d) if the member fails to attend such meeting the charge or complaint may be heard and dealt with by the meeting and the meeting may decide on the evidence before it (the member's absence notwithstanding) having regard to any representations made to it in writing by the member charged;
- (e) any decision of the meeting at such a hearing or any adjournment thereof shall be final and the meeting and/or the National Board shall not be required to assign any reason for the decision;
- (f) in the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Article, the National Board shall have power to suspend that member from all privileges of the Association until the charge is heard and determined to a maximum period of one month.

SUB-BRANCHES

- 17. An Association Sub-Branch will comprise a number of members located in a geographic region. Applications for the formation of new Sub-Branches should be submitted to the Branch Secretary for consideration by the Council.
- 18. Each Sub-Branch, when formed, will elect from its members, a chairman, treasurer and a delegate to the Branch Council. These executives are to be elected at a General Meeting to be held at least two months prior to the Annual General Meeting of the Association. The Sub-Branch shall appoint a secretary who need not be a member of the Sub-Branch or the Association.
- 19. Sub-Branch Meetings will be held in the same way as and will be conducted under the same rules as apply to Meetings of the Association, except that a quorum will be three (3) members.
- 20. Each Sub-Branch will operate on a Committee system similar to that of the National Board, and Committees will report to Sub-Branch Meetings in the same manner. Committee Reports

should be attached to or included in the Minutes of the Meeting and submitted to the Branch Council.

21. At each Sub-Branch Meeting, formal Minutes will be recorded by the Secretary (or in his absence, a replacement appointed by the Chairman) and a copy of such Minutes will be forwarded within seven days to the Secretary of the Branch Council. These Minutes should be typed in a format similar to National Board Minutes and signed by the Chairman.
22. Items of business which the Sub-Branch wishes discussed by the Council or the National Board should be advised to the Secretaries of the Council or National Board 14 days prior to their next Meeting for inclusion in the Agenda.
23. Association letterhead correspondence issued by Sub-Branches should only cover matters of local policy and copies of all such correspondence should be sent to the Council Secretary at the time of distribution.
24. No press statements, written or verbal, should be made without the prior approval of the Council Chairman, the Executive Officer or the President of the Association.
25. Funds for Sub-Branch expenditure will only be allocated by the Branch Council after receiving and approving a budget application from the Sub-Branch.

BRANCHES

26. An Association Branch will comprise all Members located in a State, Territory or geographic region, and their number shall be determined unanimously by the National Board on a case by case basis. Branches will be designated by their State or Territory name followed by the word Branch, e.g. Australian Environmental Pest Managers' Association Ltd, Queensland Branch.
27.
 - (a) Each Branch, when formed, will have a Council comprising such number (but not less than the number for the time being of Sub-Branches within the Branch) of Councillors as shall be determined at the first General Meeting of the Branch (and which may be altered from time to time at any subsequent General Meeting of the Branch held at least one (1) month prior to an Annual General Meeting of the Association).
 - (b) The Council of a Branch shall comprise the Delegates appointed for that purpose by the Sub-Branches within the Branch, together with, if and so long as the number of Councillors is determined to be in excess of the number of Sub-branches, such other Councillors as shall be elected from the Members of the Branch at the first and each subsequent General Meeting of the Branch. Not more than one third of the Councillors for the time being shall be representatives of Associate Members or any one structured business group, licensee or agency entity (as solely determined by the National Board).
 - (c) The Council shall from its members elect a chairman, vice-chairman and treasurer. The Council shall also elect from its numbers one delegate and one alternate delegate to the National Board of the Association and each such delegate shall be a Professional Member of the Association. The Council shall appoint a secretary who need not be a member of the Council or the Association.
 - (d) Council meetings will be held in the same way as and will be conducted under the same rules as apply to meetings of the National Board of the Association, except that a quorum shall be one-half of the Councillors in office.
28. Branch Meetings will be held in the same way as and will be conducted under the same rules as apply to Meetings of the Association, except that a quorum will be 4 members.
29. Each Branch will operate on a Committee system similar to that of the National Board, and Committees will report to the Branch Council meetings in the same manner. Committee reports should be attached to or included in the Minutes of the Meeting and submitted to the National Board.

30. At each Branch Meeting, formal Minutes will be recorded by the Secretary (or in their/his absence, a replacement appointed by the Chairman) and a copy of such Minutes will be forwarded within seven days to the Secretary of the National Board. These Minutes should be typed in a format similar to National Board Minutes and signed by the Chairman.
31. Items of business which the Branch wishes discussed by the National Board should be advised to the Secretary of the Association 14 days prior to the next meeting of the National Board for inclusion in the agenda.
32. Association letterhead correspondence issued by Branches should only cover matters of State or Territory policy and copies of all such correspondence should be sent to the Secretary of the Association at the time of distribution.
33. Funds for Branch expenditure will only be allocated by the National Board after receiving and approving a budget application from the Branch.

GENERAL MEETINGS

34. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association and at such place as the National Board may determine.
35. An Annual General Meeting of the Association shall be held in accordance with the provisions of The Act. All general meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.
36. Any five (5) members may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by The Act.
37. Subject to the provisions of The Act relating to special resolutions and agreements for shorter notice, twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of the business shall be given to such persons as are entitled to receive such notices from the Association.
38. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets and the report of the National Board and Auditors, the election of officers and other members of the National Board in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

39. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten members present in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.
40. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place; or to such other day and such other time and place as the National Board may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than four) shall be a quorum.

41. The President shall preside as Chairman at every general meeting of the Association, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
42. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
43. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded —
 - (a) by the Chairman; or
 - (b) by at least three members present in person, or by proxy, or in writing.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

44. If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
45. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
46. A member may vote in person, by written notice, or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote.
47. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Act relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of this estate, and any such Committee, trustee or other person may vote by proxy or attorney.
48. A member shall be entitled to cast a vote on special resolutions and elections by written notice received by the Secretary of the meeting at least 48 hours before the time of the general meeting in which the vote is required. Such vote by written notice must identify the proposed resolution and indicate whether the member is for or against that resolution, be signed and declare the name of the member and the date.
If voting in an election the written notice must indicate which candidate(s) are being voted for, be signed, and declare the name of the member and the date.
49. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be, a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

50. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

AUSTRALIAN ENVIRONMENTAL PEST MANAGERS ASSOCIATION LIMITED

I,, of

being a member of the abovementioned Association, hereby appoint:

....., of

or failing him,

....., of

as my proxy to vote for me on behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association, to be held on the

..... day of19.....

and at any adjournment thereof.

Signed this day of19.....

This form is to be used * in favour of / against the resolution.
**Strike out whichever is not desired.*

(Unless otherwise instructed, the proxy may vote as he thinks fit).

51. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Association, or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default, the instrument of proxy shall not be treated as valid.

52. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid had been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE NATIONAL BOARD

53. There shall be a National Board for the management of the affairs of the Association and the National Board members are the directors of the Association.
54. There shall be a minimum of five (5) and a maximum of nine (9) directors which shall be constituted as follows:
- a director nominated by each Branch Council, such director being the representative of a Professional Member.
 - a director elected by the Associate Members to represent their interest, to be known as the Associate Member National Board Member, such director being elected in manner determined by the National Board; provided that not more than one third of the directors for the time being shall be representatives of any one member, structured business group, licensee or agency entity.
 - The Immediate Past President shall be a Director of the Association and a member of the National Board for a period of not more than 12 months following his/her conclusion of term of office.
55. Any director nominated or elected under article 55 shall immediately cease to hold office if he or she ceases to be the representative of a Professional or Associate Member.
56. The directors from their number shall elect a President, Vice-President and Treasurer. The Branch Council which nominated the director elected as President, shall then be entitled to nominate a second director to the National Board. Election of the proceeding office bearers shall occur following the conclusion of the branch AGM and election of Associate Director shall occur prior to the Association's AGM
57. All directors will be elected by voting members who are financial members entitled to vote for a term of two years, following the commencement of this amendment and at each biannual election of directors following that second election
58. In the event of a vacancy occurring in the position of director representing a Branch Council the Branch Council shall be responsible for appointing a new representative to serve as a director.
59. The National Board shall have the power at any time and from time to time to appoint an Associate Member to a casual vacancy arising out of the vacancy of the office of the Associate Member National Board Member.
60. The Association may in general meeting remove any director pursuant to the Act.
61. (1) A person automatically ceases to be a director if he/she
- (a) dies;
 - (b) ceases to be a director by virtue of, or becomes prohibited from being a director by reason of an order made under the Law;
 - (c) represents a member which ceases to be a member of the Association or the member is suspended pursuant to the Constitution;
 - (d) ceases to be an employee or officer of a member which is a partnership, trust or company;
 - (e) is an individual or sole trader and ceases in the opinion of the National Board to be involved in the business of pest management;

- (f) becomes of unsound mind or a person whose person or his estate is liable to be dealt with in any way under a Act relating to mental health;
 - (g) resigns his office by notice in writing to the National Board;
 - (h) absents himself from three consecutive meetings of the National Board without leave of absence from the National Board;
 - (i) is removed from office pursuant to Section 227 of the Act or
 - (j) holds any office of profit under the Association.
- (2) Subject to Articles 59 and 60 a person automatically ceases to be a director when the period for which he was elected or appointed expires unless he has been re-elected or re-appointed.
62. A director shall comply with Sections 231 and 236 of the Act and the Secretary shall record in the minutes of meetings of the National Board any declarations made or notices given by a director.”

POWERS AND DUTIES OF THE NATIONAL BOARD

63. The business of the Association shall be managed by the National Board who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by The Act or by these regulations, required to be exercised by the Association in general meeting, subject nevertheless, to any of these regulations, to the provisions of The Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the National Board which would have been valid if that regulation had not been made.
64. The National Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.
65. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn accepted endorsed or otherwise executed, as the case may be, by any two directors of the Association or by any one director and the Secretary or in such other manner as the National Board from time to time determine.
66. The National Board shall cause minutes to be made –
- (a) of all appointments of directors and servants;
 - (b) of names of members of the National Board present at all meetings of the Association and of the National Board; and
 - (c) of all resolutions at all meetings of the Association and of the National Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE NATIONAL BOARD

67. The National Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Not less than a third of the members of the National Board may at any time, and the Secretary shall on the requisition of these members of the National Board, summon a meeting of the National Board. Directors may participate in a meeting of the National Board by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. A director may not leave such a meeting by ending the telephone conference without the consent of the Chairman of such meeting
68. Subject to these regulations, questions arising at any meeting of the National Board shall be decided by a majority of votes and a determination by a majority of the members of the National Board shall for all purposes be deemed a determination of the National Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
70. A member of the National Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
71. The quorum necessary for the transaction of the business of the National Board shall be five or such greater number as may be fixed by the National Board. In the absence from any meeting of a director elected by a Branch, such Branch may appoint an alternate who shall be entitled to attend and vote in place of such absent director and who shall be counted for the purpose of determining a quorum.
72. The continuing members of the National Board may act notwithstanding any vacancy in the National Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the National Board, the continuing member or members may act for the purpose of increasing the number of members of the National Board to that number of summoning a general meeting of the Association, but for no other purpose.
73. The President shall preside as Chairman at every meeting of the National Board, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
74. The National Board may delegate any of its powers to committees consisting of such person or persons as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the National Board.
75. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
76. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

77. Committees are to report to the next scheduled meeting of the National Board any and all of its activities, and all information gained and pertaining to its committee function. No action will be undertaken, no expenditure authorised and no information promulgated by any party regarding the committee activities without the concurrence of the National Board.
78. All acts done by any meeting of the National Board, or of a committee, or by any person acting as a member of the National Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the National Board or person acting as aforesaid, or that the members of the National Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the National Board.
79. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the National Board, shall be as valid and effectual as if it had been passed at a meeting of the National Board duly convened and held. Any such resolution may consist of several documents in like form; each signed by one or more members of the National Board.

NATIONAL EXECUTIVE DIRECTOR

80. The National Executive Director shall, in accordance with The Act, be appointed by the National Board for such term, at such remuneration and upon such conditions as it thinks fit; and any officer so appointed may be removed by it. Nothing herein shall prevent the National Board from appointing a member of the Association as Honorary Secretary and any member so appointed shall forthwith become an officer of the Association and, if not already a member of the National Board, ex officio a member of the National Board and shall be subject to the provisions of Clause 4 the Memorandum of Association.

COMPLAINTS

81. The Association, through its elected officers or staff, will endeavour to settle complaints against member companies by encouraging the member and the complainant to discuss the issue reasonably, and if necessary, convey the requests and proposed settlement terms from one party to the other. Because complaints about either commercial issues or technical efficacy may be ultimately settled by courts, the Association officers and staff shall only make suggestions and shall not attempt to adjudicate in any complaint or dispute.

SEAL

82. The National Board shall provide for the safe custody of the seal, which shall only be used by the authority of the National Board or of a committee of members of the National Board authorised by the National Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the National Board and shall be countersigned by the Secretary or by a second member of the National Board or by some other person appointed by the National Board for the purpose.

ACCOUNTS

83. The National Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by Act to be attached thereto) accompanied by a copy of the Auditors report thereon as required by The Act provided, however, that the National Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than three months before the date of the meeting.
84. The National Board shall from time to time determine in accordance with Clause 8 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members not being members of the National Board, and no member (not being a member

of the National Board) shall have any right of inspecting any account or book or paper of the Association except as conferred by Statute or by Clause 8 of the Memorandum of Association or authorised by the National Board or by the Association in general meeting.

AUDIT

85. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with The Act and Clause 8 of the Memorandum of Association.

NOTICES

86. A notice may be given by the Association to any member either personally or by sending it to him at his registered address, or to the address supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

87. A notice may be served by the Association on a Member or other person receiving notice under this Constitution by sending it by facsimile or electronic mail to that person at the person's registered address. A notice so sent is deemed to be served on the day following production of a transmission report by the machine or computer from which the facsimile or electronic mail was sent which indicates that the facsimile or electronic mail was sent in its entirety to the person's facsimile number or electronic mail address (as the case may be).

- 88.
- (1) Subject to this Constitution, notice of every general meeting shall be given in any manner hereinbefore authorised to –
 - (a) every member, except those members who have not supplied to the Association an address for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Association.
 - (2) No other person shall be entitled to receive notices of general meetings.

WINDING – UP

89. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up of dissolution of the Association shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

90. Every person who is or has been an officer or auditor of the Association is indemnified by the Association against:

any liability to another person (other than the Association or a related body corporate) which arises or arose out of the person acting in the capacity as an officer of the Association unless the liability arises out of conduct involving a lack of good faith; and

any liability which arises or arose out of a person acting in the capacity as an officer of the Association for costs and expenses incurred by the person in defending proceedings, whether

civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted or in conjunction with an application, in relation to such proceedings, in which a court grants relief to the person under the Act.

91. The Association may pay any premium in respect of a contract insuring any person who is or has been an officer or auditor of the Association against any liability incurred by the person who is or has acted in the capacity as an officer of the Association as long as the liability does not arise out of conduct involving:

a willful breach of duty in relation to the Association; or

a contravention of the Act.

92. Notwithstanding the limitations in Article 90 the Association may pay any premium in respect of a contract insuring any person who is or has been an officer or Auditor of the Association against any liability for costs and expenses incurred by that person in defending proceedings, whether civil or criminal, whatever that outcome.

CODE OF ETHICS

93 The pest management industry plays an important part in the nation's economy, protecting our health, food, property and environment.

The Association has approved this Code of Ethics in the interests of promoting a high standard of business conduct.

MEMBERS SHALL:

1. ***Ensure that all pest management work is carried out in accordance with industry codes of practice and regulations and with due attention to consumers, employees and the environment.***
2. ***Observe the highest standards of honesty and integrity in business transactions and take every opportunity to promote the prestige and good reputation of the Association and its members.***
3. ***Show a spirit of friendly co-operation with fellow members and assist them if possible when in need.***
4. ***Whilst respecting the reputation and practices of other members, be willing to report to the Association without hesitation any member whose conduct is considered to be detrimental to the good reputation of the Association.***
5. ***When giving advice to consumers, respect their right to detailed information regarding service treatments.***
6. ***When issuing a quotation — in addition to stating the price, the pest(s) and the nature of the work — specify the duration of the service commitment period.***
7. ***Honour all service commitments with prompt courteous attention.***
8. ***Attend to consumer complaints promptly and ensure that these are resolved.***
9. ***Adopt a professional image and behave responsibly at all times.***
10. ***In communicating with consumers, and in all marketing activities, avoid demeaning or criticising the pest management industry or its members.***