



THE MEMORANDUM AND
ARTICLES OF ASSOCIATION

2008

AUSTRALIAN FOREST GROWERS ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these regulations:

<i>'Act'</i>	means the Corporations Act 2001, as amended.
<i>'Board'</i>	means the Board of the Company constituted as prescribed
<i>'Branch'</i>	means a regional, functional or special interest grouping of members, such Branches to be determined by the Board in accordance with article 48 hereof.
<i>'Branch Committee'</i>	means a Committee of a Branch as may from time to time be elected by the members of each Branch.
<i>'Branch Secretary'</i>	means the Secretary appointed by a Branch and includes in all cases any officer for the time being discharging the duties of such officer(s).
<i>'Chief Executive'</i>	means any person approved and appointed to this position by the Board.
<i>'Company'</i>	means Australian Forest Growers.
<i>'Director'</i>	means a member of the Board appointed under article 41 or 43.
<i>'Eligible Member'</i>	means a member who is deemed by their category of membership to have voting rights within the Company, who is a current financial member at the end of the month preceding the Company meeting they are attending; and who is not in breach of any of articles 10-13 (inclusive)
<i>'Functional Group'</i>	means a group of members whose function is distinct from other members.
<i>'Member'</i>	means any member of the Company
<i>'Policy Forum'</i>	means the Policy Forum as constituted in article 66
<i>'President'</i>	means the President of the Company as elected under article 42.
<i>'Seal'</i>	means the Common Seal of the Company.
<i>'Special Interest Group'</i>	means a group whose interests are of a special nature.
<i>'State Committee'</i>	means the representatives appointed by the Branches with members within the State.
<i>'State President'</i>	means a person elected by members of a State Committee.

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

1.2 Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Act.

1.3 Words or expressions contained in these regulations importing the singular number or plural number shall include the plural number and singular number respectively and words importing any gender shall include each other gender.

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

MEMBERSHIP – NUMBER OF MEMBERS

3. The maximum number of Members with which the Company proposes to be registered is 10,000, but the Board may from time to time, by resolution, approve an increase of members.

MEMBERSHIP – HONORARY LIFE MEMBERSHIP

4. Life membership of the Company may be conferred upon a person who has rendered outstanding service to the Company. Such life membership shall be conferred at an Annual General Meeting of the Company PROVIDED HOWEVER that:
 - (a) no more than two life members shall be elected in any one year;
 - (b) notice of intention to nominate a person for life membership shall have been given in writing, including a resolution from a Branch stating the reasons for the nomination, to the Chief Executive no later than one month prior to the Annual General Meeting;
 - (c) the election of a life member shall require a majority of 3/4 of those present and entitled to vote at the Annual General Meeting;
 - (d) a life member shall be eligible for election to any office of the Company; and
 - (e) a life member shall be eligible to attend and vote at any general meeting of the Company.

MEMBERSHIP – GENERALLY

5. The subscribers to the Memorandum of Association and such other person, persons, corporation or corporations as the Board shall admit to membership in accordance with these articles shall be Members of the Company.
6. Every application for membership shall be accompanied by the prescribed membership fee and shall be made to the Secretary of the Branch relevant to the Branch area in which the proposed Member resides, owns forest or has the relevant qualifications as are required for the functional/Special Interest Group. In the case of an overseas Member, the Secretary of the Branch of his or her choosing provided that such member may belong to only one branch.
 - 6.1 The Branch Secretary shall assess the application and cause a report thereon to be tabled at the next Branch Committee meeting to consider either the acceptance or rejection of the Application. If the Application is rejected then the Applicant has the automatic right to refer the application to the Chief Executive for consideration by the Board. At the next meeting of the Board, the Board shall determine the admission or rejection of the applicant and, if admitted, in which Branch the applicant will be registered. In the case of a rejection, then the Board shall forthwith refund the said prescribed membership fee to the applicant.
 - 6.2 For the purpose of maintaining the Branch Register and Overseas Registers as referred to in Article 79 hereof, the Chief Executive shall enter the name of any such person, persons, corporation or corporations accepted for membership on the Register as is appropriate according to the residence of the person or persons so admitted to membership or in the case of a corporation or corporations the registered office of such corporation or corporations.

MEMBERSHIP – FEES

7. The annual subscription payable by Members of the Company shall be such fee as the Board shall from time to time prescribe.
8. All annual subscriptions of Members shall become due and payable as determined by the Board.
9. A portion of subscriptions received will be forwarded to the respective Branch to assist in meeting the expenses of the Branch. The amount and frequency of such transfers will be decided by the Board.

CESSATION OF MEMBERSHIP

10. If the subscription of a Member shall remain unpaid for a period of three (3) calendar months after it becomes due, then the Chief Executive shall forward such defaulting Member notice allowing a period of fourteen (14) days from the date of posting of such notice to rectify the default. In the event of failure to comply, then the Board may by resolution debar such defaulting Member from all privileges of membership PROVIDED HOWEVER that the Board may reinstate the Member and restore his or her or its name to the Register on payment of all arrears if the Board thinks fit so to do.
- 10.1 The Chief Executive shall notify the relevant Branch Secretaries and shall report at each Board Meeting details of any Members whose subscriptions are in arrears to the extent of the said period of three (3) months and to whom a notice in accordance with such Clause 10 hereof has been forwarded, and the Board shall upon such report consider debarring the said defaulting Member from all privileges of membership.
11. A Member may at any time by giving notice in writing to the Branch Secretary and/or Chief Executive resign his or her membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other monies due by him or her to the Company and in addition for any sum not exceeding Twenty Dollars for which he or she is liable as Member of the Company under Clause (4) of the Memorandum of Association of the Company.
12. If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company the Board shall have power by resolution to censure, fine, suspend or expel the member from the Company and in the latter case to strike his or her name from the Register of Members.
- 12.1 No Member shall be fined an amount exceeding his or her annual subscription fee and any such fine shall be recoverable by the Company from such defaulting Member as a liquidated debt.
- 12.2 At least twenty eight (28) clear days before the meeting of the Board at which such a resolution is proposed to be passed, the member shall be given notice in writing of such meeting and such notice shall set out the substance of what is alleged against the Member and the intended resolution.
- 12.3 Before any such resolution is put to the vote the member shall have the opportunity of giving any explanation or defence he or she may think fit either orally or in writing.

- 12.4 Any such Member may by notice in writing lodged with the Chief Executive at least fourteen (14) days before the time for holding the meeting at which the said resolution is to be considered, elect to have the question dealt with by the Company in general meeting, and in that event an extraordinary general meeting of the Company shall forthwith be called by the Chief Executive.
- 12.5 Any such resolution for consideration by the Board or at an Extraordinary General Meeting shall be deemed to be passed if and only if the same is passed by a majority of 2/3 of those present and entitled to vote (such vote to be taken by ballot).

MEMBERS CEASING TO HOLD OFFICE

13. The office of a member of the Board or Branch Committee shall become vacant if a member:
- (a) ceases to be a member of the Company by virtue of any act;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns office by notice in writing to the Secretary of the Branch or in the case of a Board by notice in writing to the Chief Executive;
 - (f) for more than six months is absent without permission from meetings of the Board or the Branch held during that period as the case may be;
 - (g) holds any office of profit under the Company and/or is in breach of Clause 2 of the Memorandum of Association of the Company; and
 - (h) is directly (either personally or as a result of his or her directorship or shareholding in any Company) or indirectly interested in any contract or proposed contract with the Company.

PROCEEDINGS OF THE COMPANY, BOARD, BRANCHES, BRANCH COMMITTEES OR STATE COMMITTEES

(In this section committee shall be taken to include Company, Branches, Branch Committees, State Committees or Standing Committees.)

14. No business shall be transacted unless a quorum of Eligible Members is present at the time when the meeting proceeds to business. The business of a meeting shall be resolved by a simple majority of Eligible Members unless otherwise stipulated within these articles or required by the Act.
- 14.1 A quorum shall be:
- (a) in the case of an Annual General Meeting or any Extraordinary General Meeting, ten percent (10%) of the membership or fifteen (15) members present in person, or by proxy, whichever is lesser; and
 - (b) in the case of the Board four (4) Directors; and
 - (c) in the case of the Branch Committee or State Committee (if elected), at least 50% plus one (1) of its Members.
- 14.2 'Eligible Member' includes a person attending as a proxy who shall be a financial member enrolled on the Branch Register whose category entitles them to vote, and includes the duly appointed nominee of any Eligible Member being a corporation or corporations, provided such nomination is duly executed by the corporation or corporations under seal.

15. 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 Eligible Members, shall be dissolved. In any other case it shall stand adjourned to the same day of the week fourteen (14) days later at the same time and place, or to such other day and at such other time and place as the Board or Committee may determine, and if, following circulation of a notice with a minimum of seven (7) days, at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Eligible Members present (being not less than three (3)) shall be a quorum.
16. The President shall preside as chairman at every meeting of the Company, and the Branch President shall preside as chairman at every meeting of the Branch Members. A President may delegate the chair to another member of the Board or Committee. If there is no President, or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice President shall be the chairman. If a Vice President is not present or is unwilling to act, the Eligible Members present shall elect one of their number to be chairman of that meeting.
17. 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.
 - 17.1 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - 17.2 Except 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.
18. 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; and/or
 - (b) by at least three Eligible Members present in person or by proxy.
- 18.1 Unless a poll is so demanded, a declaration shall be made by the chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost as the case may be, with an entry to that effect in the book containing the minutes of the proceedings. Such a declaration shall be conclusive evidence of the fact without proof of the number or proportion of the voted recorded in favour of or against the resolution.
- 18.2 The demand for a poll may be withdrawn.
19. 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.
 - 19.1 Notwithstanding the provisions of article 19 hereof, a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

21. An Eligible Member may vote in person or by proxy or by attorney, and on a show of hands every person who is an Eligible Member or a representative of an Eligible Member shall have one vote and on a poll every Eligible Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
22. The vote of an Eligible Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health, may be cast by their trustee or attorney or by such other person or group that properly has the management of their estate.
23. 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 Company or any such place within the state as is specified for that purpose in the notice convening the meeting, not less than twenty four (24) hours before the time for holding the meeting or adjournment meeting at which the person named in the instrument proposes to vote, and in default of lodgement the instrument of proxy shall not be treated as valid.
24. Where it is desired to afford Eligible Members an opportunity of voting for or against a motion, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

Australian Forest Growers
<p>I, _____ of _____, being an Eligible Member of</p> <p>the abovenamed Company, hereby appoint _____ of _____ or,</p> <p>failing that, _____ of _____ as my proxy to vote on my behalf at the *Annual General/*Extraordinary General Meeting of the Company/*Board/*Meeting of Branch members/*Branch Committee/* to be held on the _____ day of ____ 20____ and at any adjournment thereof.</p> <p>Signed _____ this _____ day of _____ 20 _____.</p> <p>This form is to be used *in favour of/*against the resolution. Unless otherwise instructed, the proxy may vote as he or she thinks fit. (* Strike out whichever does not apply.)</p>

25. The continuing members of the Board or Committee may act notwithstanding any vacancy in the Board or Committee, but if so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the Board or Committee, the continuing number of members of the Board or Committee may meet only so as to fill the vacancy or for the purpose of summoning a general meeting of the Board or Committee but for no other purpose.
26. The Board or Committee may delegate any of its powers to committees consisting of such member or members of the Board or Committee as they think fit; any committees so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board or Committee.
27. A Committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.

28. A Committee may meet and adjourn as it thinks proper. Questions arising at any time 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.
29. All acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified, be valid as if every person had been duly appointed and was qualified to be a Director.
30. A resolution in writing signed or agreed by electronic means by a majority of Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if the resolution had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed or agreed by electronic means by one or more Directors.
31. The Board may meet together for the dispatch of business, may adjourn, and may otherwise regulate its meetings as it thinks fit. A Director may at any time by notice in writing to the Secretary requisition a meeting of the Board whereupon the Secretary shall forthwith, within fourteen (14) days, summon a meeting of the Board.
32. The Board shall cause minutes to be made:
 - (a) of all appointments of officers, contractors and servants;
 - (b) of names of Members present at all meetings of the Company, Board or Branch; and
 - (c) of proceedings at all meetings of the Company, Board or Branch.
33. 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.
34. Branches, State Committees and any sub-committees established by those bodies shall lodge a copy of the draft minutes of all meetings held with the National Office of Australian Forest Growers (AFG) within thirty (30) days of those meetings.

(NOTE: Minutes circulated after meetings are deemed 'draft' or 'memoranda of meeting' until they have been confirmed by the next meeting of that group. AFG National Office/Board MUST receive a copy of those drafts within thirty (30) days of the meeting.)

MEETINGS – SPECIAL BUSINESS – EXTRAORDINARY GENERAL

35. All business shall be special that is transacted at an Extraordinary General Meeting of the Company or Branch, and also all that business which is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, the balance sheets, the report of the Board and Auditors, and the appointment and fixing of the remuneration of the Auditors. For special business that seeks to change these Memorandum and Articles of Association a voting majority of 75% of those present, in person or by proxy, and eligible to vote is required.

MEETINGS – COMPANY

36. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
37. Any Director may by requisition require the Chief Executive to convene an Extraordinary General Meeting which the Chief Executive shall do within a period of thirty (30) days of such notice of requisition being served upon the Chief Executive.
- 37.1 Not less than five percent (5%) of the Eligible Members of the Company may at any time by requisition require the Chief Executive to convene an Extraordinary General Meeting, which the Chief Executive shall do within a period of thirty (30) days of such notice of requisition being served upon the Chief Executive.
38. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty one (21) days notice at the least (exclusive of the day the notice is posted out and exclusive of the day for which it is given) specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
39. Formal meetings of the Board, Branches or State Committees, other than Annual General Meetings or Extraordinary General Meetings of the Company, may be held either in part or wholly face-to-face or through electronic telecommunications means at a time and place notified to all members of those bodies at least seven (7) clear calendar days prior to the appointed day.

MEETINGS – BRANCH

40. Each Branch shall convene at least once in each twelve (12) months and hold an Annual General Meeting of members enrolled on the Register of that Branch on such day and at such place as the Branch Committee may determine, provided that such Annual General Meeting is held at least Two (2) weeks prior to the Annual General Meeting of the Company. All general meetings of Members of a Branch other than Annual General Meetings of such Members shall be called Extraordinary General Meetings.
- 40.1 The Branch Committee may whenever it thinks fit convene an Extraordinary General Meeting of the Branch.
- 40.2 The Branch Committee shall, within thirty (30) days of receipt of a requisition made in writing by either any Branch Committee person or not less than five percent (5%) of the Branch members, convene an Extraordinary General Meeting of the Branch.

BOARD – COMPOSITION, ELECTIONS, ALTERNATES AND CASUAL VACANCIES

41. The Board shall have a maximum of seven (7) Directors, consisting of:
 - (a) Five (5) Directors nominated and elected, in a single election, by the Policy Forum
 - (b) One (1) Director selected by the National Special Interest Branch/es only while they remain National Special Interest Branch/es approved by the Board.
 - (c) One (1) supplementary Director may be appointed by the abovementioned Directors

Directors will be elected to the Board for a term of two years, concluding at the end of the Policy Forum subsequent to that from which they were elected. Retiring Directors are eligible for re-election at the expiry of their term (article 41 is subject to the provisions of articles 43 and 45).

42. The Board will elect from amongst its number (subject to the provisions of article 43) a President, a Vice President and a Treasurer. These office bearers are to be elected annually.
43. A supplementary Director may only be co-opted to provide expertise that the other Directors agree is otherwise lacking on the Board; if co-opted, the supplementary Director cannot be elected to the Office of either President or Vice President. The co-opted Director is only eligible to serve up to one term (two years) as a supplementary Director and must be an Eligible Member of the Company.
44. Directors take office immediately on being elected (subject to article 45). The voting entitlements of Policy Forum delegates shall not change as a consequence of any new or re-elected Directors taking office.
45. Article deleted.
46. A casual vacancy under article 41 (a) will be filled by a postal ballot of Branches based on voting entitlements calculated for the previous Policy Forum, from nominations in writing proposed by one Branch President and seconded by another Branch President. Except that no casual vacancy that occurs inside three months prior to the next Policy Forum will be filled. Except that the Directors must act to fill a casual vacancy if the casual vacancy causes there to be insufficient numbers for a quorum.

POWERS AND DUTIES OF THE BOARD

47. The Board may appoint such paid officers or contractors as it sees fit and must approve the appointment of any paid officers or contractors to be appointed by Branch Committees or State Committees.
48. The Board shall approve the formation of proposed new Branches initially, and from time to time in consultation with the Branches define Branch boundaries, and in the case of Functional/Special Interest Groups define such functional or special interest qualifications for membership.
49. The Board shall provide, from time to time, rules for Branch operations, to the extent those rules are not elsewhere provided for in the Memorandum of Association and these Articles. These rules may include, but not be limited to, number of Members, types and frequency of activities, and merging or closing Branches.
50. The Company may, by resolution passed at an Annual General Meeting or an Extraordinary General Meeting, due notice of which has been given to the members, vary from time to time as may seem desirable the number of Functional or Special Interest Groups.
51. The business of the Company shall be managed by the Board which may pay all expenses incurred in promoting, registering and maintaining the business of the Company, and which may exercise all such powers of the Company as are not inconsistent with the Act, Regulations thereunder and the Memorandum of Association and these Articles or such resolutions as may be passed by the Company in General Meeting.

52. The Board may exercise all the powers of the Company, 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 Company, including the payment of all accounts. Details of such accounts, either paid or to be paid, shall be submitted to each Board meeting for payment or ratification.
53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board may from time to time determine.

BRANCH COMMITTEES

54. The officers of a Branch Committee of the Company shall consist of a Branch President, a Secretary or Secretary/Treasurer, who shall be Members of the Company.
55. In addition, a Branch Committee shall consist of the said officers and at least two other members of the Branch elected as herein provided.
56. At the first general meeting of the Branch and at the Annual General Meeting, members will elect the Branch Committee and officers.
57. The officers and other members of a Branch Committee shall be elected from members whose names are recorded on the Register of the Branch.
58. Such officers and other members of a Branch Committee shall hold office until the next Annual General Meeting when they shall retire, but they shall be eligible for re-election.
59. The election of officers and other members of a Branch Committee shall take place in the manner described in articles 59.1–59.3.
 - 59.1 Any two (2) members of the Branch shall be at liberty to nominate any other member to serve as an officer or other member of a Branch Committee.
 - 59.2 The nomination must be accepted by the nominee.
 - 59.3 Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
60. A Branch Committee shall have power at any time, and from time to time, to appoint any person to the Branch Committee, either to fill a casual vacancy or as an addition to the existing officers, and other members of the Branch Committee so appointed shall hold office only until the next Annual General Meeting.
61. A Branch may by resolution remove any officer or other member of the Branch Committee before the expiration of his or her period of office, and may by resolution appoint another person in his or her stead; the person so appointed shall hold office only until the next Annual General Meeting of the Branch Committee.

POWERS AND DUTIES OF BRANCH COMMITTEES

62. Subject to the approval of Board, Branch Committees shall have the management and superintendence of the affairs of the Company in their respective areas and for such purposes shall have power to receive on behalf of the Board annual subscriptions payable to the Company by Branch members of that Branch and to remit the said monies forthwith to the Chief Executive.
63. The Board shall monitor and control the affairs of Branches and State Councils, and may require the submission of financial reports, other reports, business plans and other plans or any other documents as deemed necessary by the Board from time to time.
64. Subject to the Board, Branch Committees shall have the management and superintendence of the affairs of the Branch in their respective areas, and for such purposes shall have power:
 - (a) to give receipts, releases and other discharges on behalf of the Company for all the monies for and in respect of any claims and demands with respect to the affairs of the Branch;
 - (b) to hold and conduct field days, classes, lectures and debates on subjects of interest to members amongst its Branch members or employees of those members;
 - (c) to raise such other funds and to be engaged in fund raising activities for the benefit of the Branch, with the authority to retain such further funds as raised and to apply the same to the benefit of the Branch and members, and to open such bank accounts as may be necessary for this purpose, PROVIDED HOWEVER that where the total amount of liabilities to be incurred in the raising of these funds or in these fund raising activities exceeds the portion of annual subscription income due to the Branch, then a business plan shall be required to be approved by the Board before those activities can proceed.
 - (d) To represent the interests of Branch members as they may be affected by Government or other regulations and actions, having liaised with National Office and the relevant State Committee and other Branches as appropriate.

POLICY FORUM

65. The Policy Forum shall convene biennially and coincidentally with the Annual General Meeting of the Company for that year.
66. Delegates to the Policy Forum shall be:-
 - (a) The Directors of the Company; and
 - (b) Eligible Members from each Branch under the following formula:
 - (i) one delegate from each Branch; and
 - (ii) a second delegate when the Branch has 21-50 Eligible Members; and
 - (iii) a third delegate when the Branch has 51-100 Eligible Members; and
 - (iv) one additional delegate for each additional 100 Eligible Members or part thereof in the Branch.
67. Each delegate present in person at the Policy Forum will have the right to vote in a ballot for the election of Directors. Where the full delegate entitlement for a Branch is not present, other delegate(s) present from that Branch may exercise the full voting entitlement for that Branch. Directors of the Company may not exercise any Branch voting entitlements, because they are not present at the Policy Forum as Branch delegates. Delegates may only exercise votes for the Branch of which they are an Eligible Member according to the Branch Register. The method of ballot for the election of Directors of the Company, if required, shall be by an exhaustive preferential voting system. In the event of a tie in this ballot, it shall be resolved by the returning officer by the toss of a coin or by lot.

68. Each delegate personally present at the Policy Forum may exercise one vote only in relation to matters that are being decided at the Policy Forum, not being elections. Except that the Chairman of the Policy Forum will be empowered to exercise a second or casting vote in the event of a tied vote.
69. The President of the Company shall be the chair of the Policy Forum. If he is unable or unwilling to act then the Vice-President of the Company shall be the chair of the Policy Forum. If they are both either unable or unwilling to act then a Director of the Company shall be the chair of the Policy Forum.
70. The agenda for the Policy Forum shall be developed by policy motions, issues for discussion and strategic advisory resolutions being submitted by Branches, State Committees or the Board to an agenda subcommittee appointed by the Board six (6) weeks prior to the Policy Forum. New business or urgency motions may also be raised at the Policy Forum, with the leave of the Policy Forum.

POWERS AND DUTIES OF THE POLICY FORUM

71. Subject to the powers and duties of the Board the Policy Forum shall develop, review or change Company policy in relation to private forestry and related matters.
72. It shall also discuss Company issues and provide guidance to the Board on matters that do not relate to the financial affairs of the Company. The Policy Forum may also workshop structural issues and provide advice to subsequent Annual or Extraordinary General Meetings of the Company.
73. Subject to the approval of the Board, policy or special interest committees, to be known as Standing Committees, may be selected by the Policy Forum to manage or review important matters affecting the objects of the Company and the welfare of the membership. Each Standing Committee shall have a board member as its chairman. The proceedings of the Standing Committees shall be according to articles 14 to 35 inclusive, notwithstanding that most business of these committees will be by electronic means.

STATE COMMITTEES

74. Branches with area within or a Functional/Special Interest Group located within a State may elect representative(s) to their respective State Committees.
75. State Committees, if formed, shall represent the Company in their respective States. Branches may have State Committee representatives in more than one State.
76. Each Branch with area within a State may elect at the Annual General Meeting between one (1) and five (5) representatives to the State Committee. Branches will agree among themselves how many Committee members shall be appointed from each Branch, provided that the number shall be equal for each Branch within any one State. If only one Branch exists then it becomes the State Committee.
- 76.1 The State President shall, on the receipt of a written requisition from any two (2) Branch delegates to the State Committee, convene a meeting of that State Committee within 30 days.

77. At the first meeting each year of the newly elected State Committees, the State Committee will elect a State President, one Vice President and a Secretary from among their number to hold office for the ensuing twelve months.

POWERS AND DUTIES OF STATE COMMITTEES

78. Subject to the approval of the Board, the State Committee shall have the management and superintendence of the affairs of the Company within the State, PROVIDED HOWEVER that where the total amount of any liabilities to be incurred in raising funds or in fund-raising activities exceeds the portion of annual subscription income due to Branches within the State, then a business plan shall be required to be approved by the Board before those activities can proceed.

- 78.1 Where a State Committee has not been formed, it shall be at the discretion of the various Branches within a State, liaising with National Office as appropriate, as to how they monitor and represent Members on pertinent matters within their State that may be raised by Government and other bodies.

REGISTERS

79. The National Register and the Overseas Register shall be kept by the Chief Executive, and a Branch Register shall be kept by the Branch Secretary and the Chief Executive.
- 79.1 There shall be entered in the National Register the names, addresses and classes of membership of all the members of the Company and details of the Branch in which they are registered.
- 79.2 There shall be entered in each Branch Register the names, addresses and classes of membership of all members of the Company whose registered address is within that Branch area, although any such member may at his or her option request to be placed on the Register of the Branch in the area where the member's forest is located or according to his or her special interest rather than the Branch appropriate for their registered address.
- 79.3 There shall be entered in the Overseas Register the names, addresses and classes of membership of all members of the Company whose registered address is outside the Commonwealth of Australia.
- 79.4 Such other particulars shall be entered in the said Registers as the Board may from time to time prescribe.

COMPANY SECRETARY

80. The Company Secretary shall, in accordance with the Act, be appointed by the Board (See article 47). The Chief Executive shall be the Company Secretary unless and until the Board resolves otherwise.

SEAL

81. The Board shall provide for the safe keeping of the seal, which shall be used only by the authority of the Board, and every instrument to which the seal is affixed shall be signed by a Director and countersigned by the Company Secretary or by a second Director or by some other person appointed by the Board for the purpose.
82. Any Branch or State Committee documents requiring the affixation of the company seal shall be forwarded to the National Office for such execution.

ACCOUNTS

83. The Board shall cause proper accounting and other records to be kept, including accounts and records of Branches and State Committees, and shall make available to the members copies of annual profit and loss account and balance sheet (including every document required by law to be attached thereto), accompanied by a copy of the Auditor's report thereon as required by the Act, PROVIDED HOWEVER that the Board shall cause to be made out and laid before each Annual General Meeting of the Company a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.
84. The Board shall from time to time determine in accordance with Clause 6 of the Memorandum of Association at what time and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right to inspect any account or book or paper of the Company except as conferred by statute or by Clause 6 of the Memorandum of Association or authorised by the Board or by the Company in general meeting.

AUDIT

85. A properly qualified auditor or auditors shall be appointed, their remuneration fixed and duties regulated in accordance with the Act and Clause 6 of the Memorandum of Association.

NOTICES

86. A notice may be given by the Company to any member either personally or by sending it by ordinary post or by facsimile or electronically to the member's registered address or (if there is no registered address within the State) to the address, if any, supplied by the member to the Company for the receiving of notices. 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. Notice of every general meeting shall be given in any manner hereinbefore authorised:
 - (a) to every Eligible Member except those Eligible Members who (having no registered address within the Branch) have not supplied to the Company an address within the Branch for giving of notices to them; and
 - (b) to the auditor or auditors for the time being of the Company.
88. No other person shall be entitled to receive notices of general meetings.

WINDING UP

89. The provisions of Clause 5 of the Memorandum of Association relating to the winding up of the Company shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

90. All members of the Board, Branch Committees and State Committees, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of their duties of office that is incurred by them defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.
91. Subject to the Corporations Act, the Company may, at the discretion of the Directors, enter into and/or pay a premium in respect of a policy of insurance insuring a Director of the Company, any member of a Branch Committee and/or State Committee and all managers and offices of any of the Company, Branch Committee and/or State Committee (all of which for the purposes of Articles 90, 91, 92 and 93 shall be collectively and individually referred to as "Office Bearer") and all former Office Bearers against any liability incurred by Office Bearers (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both), except for a liability arising out of conduct involving a wilful breach of duty in relation to the Company or a contravention of Sections 182, 183, 184(2) or 184(3) of the Corporations Act. The Directors shall have an unfettered discretion to approve the terms and conditions of any such policy of insurance.
92. Where an Office Bearer (or former Office Bearer) has the benefit of an indemnity pursuant to an insurance policy, then regardless of their actions or omissions the Company shall not be required to indemnify them under article 90 except to the extent that the indemnity effected by the insurance policy does not fully cover the person's liability.
93. The indemnity granted by the Company in article 90 shall continue in full force and effect notwithstanding the deletion or modification of that article in respect of acts or omissions occurring prior to the date of the deletion or modification.

MEMORANDUM OF ASSOCIATION

1. The name of the Company is “Australian Forest Growers” which from 1969 to 1991 was known as “Australian Forest Development Institute” (hereinafter called “the Company”).

The objects for which the Company is established are:-

- (a) To develop and promote public interest in conservation, development, creation and proper management of forests both native and planted in Australia and in their commercial industrial and recreational use and to present a common point of view to all relevant authorities on matters of mutual and joint interests, and to assist private individuals and enterprises associated with forestry in the production, promotion, and utilisation of timber.
- (b) To disseminate knowledge of forestry among its members and promote general acceptance of standards and principles which conform with the proper requirements of private afforestation.
- (c) To take over the funds and other assets and the liabilities of the present unincorporated Company known as the Australian Forest Growers.
- (d) To foster a spirit of national awareness and approach to all problems concerning forests and forestry, and to serve and safeguard the interests of the members of the Company; and to provide a forum for discussion and a means of communication for all concerned.
- (e) To establish regional branches and to hold or arrange field days and meetings in order to promote interest in forestry.
- (f) To subscribe to, become a member of and cooperate with any other institute, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company, provided that the Company shall not subscribe to support with its funds any institute, 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 Company under or by virtue of Clause 2 of this Memorandum.
- (g) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company. Provided that in case the Company shall take or hold any property which may be the subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (h) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company’s objects, or any of them; and to obtain from any such Government or authority any rights privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (i) To appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Company.
- (j) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to describe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

- (k) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (l) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (m) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the re-payment or performance of any debt liability contact guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off any such securities.
- (n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (o) In furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property of and rights of the Company.
- (p) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- (q) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (g) of this Clause 1.
- (r) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- (s) To print and publish any newspapers, periodicals, books, or leaflets that the Company may think desirable for the promotion of its objects.
- (t) In furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and, which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Clause 2 of this Memorandum.
- (u) In furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (v) In furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (w) To make donations for patriotic or charitable purposes.

- (x) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth is engaged.
 - (y) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
2. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association, and no portion thereof shall be paid or transferred, directly or indirectly, by way or dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of the Company, or any member of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Company; and that no member of the Council of management or governing body of the Company or any office of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company. Provided that the provision last afore said shall not apply to any payment to any company of which a member of the council of management or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

3. The liabilities of the members are limited.
4. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).
5. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 2 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
6. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, and of the property, credit and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

7. The names, addresses and occupations of the subscribers are as follows:-

Alan Guymer	12 Hillcrest Avenue WINSTON HILLS 2153	Company Director
Peter W. Gausen	Australian Oines & Products 247 George Street SYDNEY NSW 2000	Managing Director
Eric Bearn	Bearn Enterprises Ltd 69 Cairns Road RIVERWOOD 2210	Company Director
John W.A. Curves	Botanic Australensis Pty Ltd 302 Pitt Street SYDNEY 2000	Managing Director
Clifford Francis	37 Barker Road STRATHFIELD 2135	Rtd Company Director
David L. Alcock	7 West Promenade Gilbert Park MANLY 2095	Dental Surgeon
Guseppe Flamia	36 Roebuck Street RED HILL ACT 2603	Managing Director
Alexandra Kalnoky	3 Ulric Lane NORTHBRIDGE 2063	Real Estate Agent
Douglas McFarlane	293 Burns Bay Road LANE COVE 2066	University Lecturer

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association.

Signature of Subscribers	Witness to Signature	Address of Witness
<i>Alfred M. Gwynne</i>	<i>Alfred M. Gwynne</i>	P. O. Box 22 Rydalmere 61 A Hewitt Ave Wahroonga.
<i>J. H. Curran</i>	<i>Alfred J. Eastman</i>	9
<i>James</i>	<i>Alfred J. Eastman</i>	"
<i>Alfred Thomas</i>	<i>James</i>	299 Edgerly Rd Woolakra
<i>K. L. ...</i>	<i>Alfred Eastman</i>	61 A Hewitt Ave Wahroonga
<i>...</i>	<i>Alfred J. Eastman</i>	61 A Hewitt Ave Wahroonga
<i>...</i>	<i>Alfred J. Eastman</i>	"
<i>David Leitch</i>	<i>Alfred J. Eastman</i>	"
<i>Alfred M. Gwynne</i>	<i>Alfred J. Eastman</i>	"

Dated this 22nd day of July 1969.

AUSTRALIAN FOREST GROWERS
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