

## **CONSTITUTION AMENDMENT – 8 October 2024**

### **AUSTRALIAN HEMP COUNCIL (AHC)**

#### **1. Name**

- 1.1. The name of the association shall be the Australian Hemp Council Incorporated referred to here as “the association”.

#### **2. Definitions**

- 2.1. “Hemp” means industrial hemp having less than 1% of the psychoactive ingredient THC.
- 2.2. “Full Member” means a state or territory based peak body or an individual chosen to represent the hemp industry in that state or territory.
- 2.3. “State peak body” means an association or other incorporated body having primary responsibility to represent the needs of the hemp industry in that state or territory.
- 2.4. “Councillor” means an individual appointed subject to the Appointment process in Clause 6 and endorsed at an Annual General Meeting or Special General Meeting.
- 2.5. “Council” means the group of Councillors appointed subject to the Appointment process in Clause 6.
- 2.6. “The Act” means the South Australian Associations Incorporation Act 1985.
- 2.7. “Special resolution” means a special resolution defined in the Act.
- 2.8. “In writing” is taken to include electronic delivery via a known email address from an individual.

#### **3. Objects**

- 3.1. To represent and promote the interests of hemp growers and processors at a national and international level.
- 3.2. To advocate with Government for policies which support the development of the Australian Hemp Industry.
- 3.3. To promote research into hemp cultivation, processing and manufacturing

- 3.4. To compile research and other industry information to support a national development plan for the hemp industry
- 3.5. To promote a nationwide approach to regulations which support high industry and product standards
- 3.6. To facilitate the exchange of best practice methods amongst hemp growers

#### **4. Powers**

- 4.1. The Association shall have all the powers conferred by section 25 of the Act.

#### **5. Membership of the AHC**

##### 5.1. Full Member: State based peak body membership:

- 5.1.1. Membership is open to hemp industry associations or peak bodies located in each State or Territory.
- 5.1.2. There shall be only one Member from each State or Territory
- 5.1.3. Where no formal peak body exists the Council may determine a suitable individual to represent the interests of growers and processors in that State or Territory.
- 5.1.4. Where there is more than one peak body within a state or territory, the Council shall decide, subject to consultation with growers and other interested parties, the membership it deems best represents the interests of growers and processors in that State or Territory.

##### 5.2. Affiliate membership:

- 5.2.1. Individuals and corporations may apply to become Affiliate Members.
- 5.2.2. Affiliate Members will have no voting rights.
- 5.2.3. Affiliate Membership may be revoked by a resolution of Council and at its sole discretion to protect the interests of the association.

#### **6. Register of members:**

- 6.1. A register of members will be retained by the Secretary to include:
  - 6.1.1. the full contact details for each member
  - 6.1.2. the date on which each member was admitted to, or resigned from, the association
  - 6.1.3. the date of and reason(s) for termination of membership (if applicable).

## **7. Appointment of Councillors**

- 7.1. Councillors shall be appointed subject to Clause 30 of the Act and based on a joint process between the Full Member and the Council and subject to a by-law established for that purpose.

## **8. Suspension or expulsion of a member**

- 8.1. To protect the interests of the association, a Councillors may be suspended or expelled subject to a by-law established for that purpose.
- 8.2. A Full Member may be suspended or expelled to protect the interests of the association.
- 8.3. An Affiliate Member may be suspended or expelled to protect the interests of the association.
- 8.4. Where a Councillor is expelled the association may seek a new Councillor from the Full Member that originally nominated the expelled Councillor.
- 8.5. Suspension or expulsion of a Full Member or its Councillor can only be made at a Special General Meeting called for that purpose.
- 8.6. Suspension or expulsion of an Affiliate Member can be made by a simple majority of Council.

## **9. Management**

- 9.1. Management of the Association will be the responsibility of the Council.
- 9.2. The Executive Committee, subject to Clause 30 of the Act, shall be elected by Council to act on its behalf.
- 9.3. The terms and scope of authority of the Executive Committee will be decided by Council.
- 9.4. In its first meeting following an AGM, the Council shall appoint an Executive Committee, including a President and Vice President. Council may also choose to appoint additional individuals to the Executive Committee.
- 9.5. Council will appoint the Public Officer subject to the rules of the state of incorporation.
- 9.6. The Council may establish subcommittees to assist in the conduct of the business of the association as it may deem necessary or expedient.
- 9.7. The Council may establish by-laws.
- 9.8. The Council may whenever it thinks fit convene a Special General Meeting.

Twenty one (21) days' notice at least specifying the place, day and hour of meeting and the general nature of business shall be given to all members via email.

- 9.9. The Council shall determine an annual schedule of meetings to carry out its responsibilities as it deems appropriate.
- 9.10. Decisions of the Executive Committee shall be by consensus. Where this is unable to be achieved the issue will be referred to the full Council.
- 9.11. Meetings may be conducted via phone or using other communications technology where suitable.
- 9.12. Councillors may at any time request a report on the work of the Executive Committee. A full report including a financial statement shall be made available within 2 weeks of any such request.
- 9.13. Council will determine appropriate membership fees to apply to Full Members and/or Affiliate Members.

## **10. Quorum**

- 10.1. All decisions of Council shall require a simple majority of Councillors voting.
- 10.2. A quorum of at least half of all eligible Councillors must be present for any decisions to be valid.

## **11. Finance & Property**

- 11.1. Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 11.2. The income, property and funds of the Association shall be used and applied solely towards the promotion of the objects of the Association and shall not be paid or transferred to the members or their relatives provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- 11.3. The Council has the management and control of the funds and other property of the association.
- 11.4. All financial transactions shall be signed by two nominated signatories.
- 11.5. The financial year of the Association is 1 July to 30 June.

## **12. Disclosure of interest**

- 12.1. A Councillor who has a direct or indirect interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Council prior to deliberation on the contract.
- 12.2. While Councillors are nominated by Full Members, each Councillor must faithfully support what they believe to be the best interests of the association.

### **13. Annual General Meeting**

- 13.1. The Annual General Meeting (AGM) shall be held within 5 months of the end of the financial year
- 13.2. Notice of the Annual General Meetings and Special General meetings shall be given at least twenty one (21) days prior to the date of the meeting specifying the place, the day and the hour for the meeting. Such notice shall be sent to the valid representative of each Full Member via email or other suitable means. Notice will include the agenda items for discussion, as endorsed by Council.
- 13.3. No business shall be transacted at any Annual General Meeting or Special General meeting unless a quorum of 4 is present at the commencement of such business.
- 13.4. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall be adjourned to such place, date and time as the president of the meeting shall decide, provided that no such meeting shall stand adjourned for a period of more than fourteen days following the date of the adjournment. If at such adjourned meeting a quorum is not present those present shall constitute a quorum and may proceed to transact the business for which the meeting was called.
- 13.5. Subject to these rules, the valid representative of each Full Member have only one vote at a meeting of the Association.
- 13.6. Subject to these rules, a question for decision at a general meeting, other than a special resolution, shall be determined by a simple majority of members.
- 13.7. The business of the AGM shall include:
- 13.8. Confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- 13.9. Executive Committee report.
- 13.10. Election of Councillors: Each Full Member is entitled to nominate one Councillor. The Nomination and Appointment process shall be prescribed by the Bylaw established for that purpose.
- 13.11. Appointment of an auditor if deemed appropriate.
- 13.12. Other business included on the Notice of Meeting.

#### **14. Special General Meetings**

- 14.1. The Council may call a special general meeting of the association at any time.
- 14.2. Upon a requisition in writing of not less than 3 Councillors, the Council shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 14.3. Every requisition for a special general meeting shall be signed by the relevant members and state the purpose of the meeting.

#### **15. Proxies**

- 15.1. In consultation with Council, a Full Member shall be entitled to appoint any alternative representative to act on its behalf and attend and vote at any general meeting of the association.
- 15.2. In consultation with Council, a Councillor shall be entitled to appoint any person to act on their behalf and attend and vote at any Council meeting.

#### **16. Dispute Resolution**

- 16.1. The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
  - 16.1.1. a member and another member
  - 16.1.2. a member and the association
- 16.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties
- 16.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

#### **17. Alteration of the Constitution**

- 17.1. Proposals for amendments to this constitution or dissolution must be delivered to the Public Officer in writing. The Secretary in conjunction with all other officers shall then decide on the date of a forum meeting to discuss such proposals, giving at least four weeks (28 days) clear notice. The forum meeting serves as an opportunity to discuss any proposed constitutional change. All Councillors must be invited to

attend and participate in the forum meeting. Council may choose to invite other individuals.

- 17.2. Following the forum meeting, an individual may then propose a Special General Meeting (as outlined in section 12, above) to change the constitution.
- 17.3. A special resolution to make any changes to this constitution must be agreed by at least three quarters of those members present and voting at the meeting convened for this purpose.

## **18. Interpretation of the Rules**

- 18.1. Where an interpretation of the rules is disputed, the Council shall decide the matter.

## **19. Dissolution**

- 19.1. On dissolution all property whether real or personal remaining after all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:
- 19.2. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein.
- 19.3. If the Association shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be approved: and
- 19.4. The Association shall not be dissolved except by approval of not less than three quarters of members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice of the proposed dissolution has been given to all members.