

CORPORATIONS ACT 2001

**A COMPANY LIMITED BY GUARANTEE OF \$10 PER MEMBER AND NOT HAVING  
A SHARE CAPITAL.**

**CONSTITUTION**

Of

**THE ALLERGEN BUREAU**

**NAME**

1. The name of the Company is **The Allergen Bureau**.

**PRELIMINARY**

- 2.1 The Replaceable Rules will not apply to the Company.
- 2.2 The liability of members of the Company is limited.
- 2.3 **Definitions**

In this Constitution, unless the subject or context indicates a contrary intention:

**“Associate Member”** means a person who has been admitted to membership of The Allergen Bureau as an Associate Member;

**"Board"** means the Board for the time being of The Allergen Bureau;

**"Corporations Law"** means the Corporations Act, 2001 as amended;

**"Director"** means a member of the Board;

**"Full Member”** means any person who has been admitted to membership of The Allergen Bureau as a Full Member;

**"General body of Full Members"** means the Full Members of The Allergen Bureau, assembled in general meeting;

**“Honorary Secretary”** means the Director who is elected or appointed as Honorary Secretary in accordance with Article 17;

**“Honorary Treasurer”** means the Director who is elected or appointed as Honorary Treasurer in accordance with Article 17;

**"Polling Date"** means the date, as determined by the Board in accordance with these Articles and as specified in a ballot paper for a postal vote, by which the completed ballot papers for that postal vote must be received by The Allergen Bureau for those postal votes to be counted;

**“President”** means the Director who is elected or appointed as President in accordance with Article 17;

**"Vice-President"** means the Director who is elected or appointed as Vice-President in accordance with Article 17.

## 2.4 Interpretation

In this agreement:

**"In writing"** and **"written"** will include typing, printing, facsimile and email and other modes of representing or reproducing words and figures in a durable visible form;

Any reference to a **“person”** will include a corporation or other legal entity.

## REGISTERED OFFICE

3. The initial registered office of The Allergen Bureau will be Level 4, 29 Elizabeth Street, Hobart, Tasmania 7000. The Board may resolve to change the location of the registered office to another address within Australia at any time.

## OBJECTS

4. The objects for which The Allergen Bureau is established are:
  - (a) To promote, foster and advance the management of food allergen risks in food ingredients and manufactured food in Australia, New Zealand and internationally;
  - (b) To promote research into food allergen risks in food ingredients and manufactured food and to develop and promote strategies, programs or products to manage this risk;
  - (c) To promote and support the development of management strategies for food allergen risks in food ingredients and manufactured food in Australia, New Zealand and internationally;
  - (d) To establish recognised educational programs for the Australian and New Zealand food manufacturing industry;

- (e) To provide meetings, lectures, seminars or training programs for members and non-members in relation to food allergen risks in food ingredients and manufactured food from time to time;
- (f) To licence, sell to, or authorise members and non-members to use any strategies, programs or products developed by or for The Allergen Bureau for the management of food allergen risks in food ingredients and manufactured food either in Australia, New Zealand or internationally;
- (g) To develop, implement and manage a certification program for users of any strategies, programs or products developed by or for The Allergen Bureau for the management of food allergen risks in food ingredients and manufactured food in Australia or internationally;
- (h) To consider issues affecting the management of food allergen risks in food ingredients and manufactured food and to promote or oppose any legislative or other measures affecting food allergen risks which are relevant to the interests of The Allergen Bureau or its members, as determined by The Allergen Bureau from time to time;
- (i) To represent the interests of The Allergen Bureau in Australia and New Zealand;
- (j) To confer or correspond with any person in relation to any of the objects of The Allergen Bureau on any matter of interest to its members;
- (k) To enhance the status of The Allergen Bureau throughout Australia, New Zealand and internationally;
- (l) To acquire, establish, print, publish, issue and circulate newsletters, journals, magazines or other publications relating to the promotion of these objects or in any way beneficial to The Allergen Bureau;
- (m) To establish the classes of members of The Allergen Bureau and to admit to the respective classes or membership anyone who is eligible in accordance with the regulations of The Allergen Bureau and to make and maintain a register of members of The Allergen Bureau;
- (n) To accept any gift endowment or bequest made to The Allergen Bureau generally or for the purpose of any specific object and to carry out any trusts attached to any such gift endowment or bequest;
- (o) To delegate all or any of its powers to the Board of The Allergen Bureau or to any Committee consisting of one or more members;
- (p) To undertake and execute any trusts which may be necessary or convenient for the carrying out of the objects of The Allergen Bureau;
- (q) To procure The Allergen Bureau to be registered or recognised in any country or place outside Australia;
- (r) To purchase, take or lease or otherwise acquire any real and personal property and any rights or privileges which The Allergen Bureau may think necessary or convenient for the purposes for which it is established and, in particular, any lands,

buildings, erections, plant and equipment;

- (s) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of The Allergen Bureau upon land held in fee simple or under lease from the Crown or any corporation or person or upon any other tenure as to The Allergen Bureau may seem fit;
- (t) To sell, improve, manage, develop, exchange, lease, mortgage, dispose or turn to account or otherwise deal with all or any part of the property and rights of The Allergen Bureau;
- (u) To borrow or raise or secure the payment of money in such manner as The Allergen Bureau thinks fit and, in particular, by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property of The Allergen Bureau both present and future and to purchase redeem or payoff any of those securities;
- (v) To invest and deal with the moneys of The Allergen Bureau not immediately required in the manner determined from time to time;
- (w) To draw, make, accept, endorse, discount, execute and issue promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments;
- (x) From time to time to make, rescind or alter any by-laws or regulations relating to the affairs of The Allergen Bureau (provided there is no resulting inconsistency with any Statute or with this Constitution);
- (y) To do all such other things which are incidental or conducive to the attainment of the above objects;
- (z) In case The Allergen Bureau takes or holds any property which is subject to a trust, The Allergen Bureau may only deal with that property in the manner allowed by law having regard to the trust.

The intention is that unless the context otherwise requires, the objects specified in each paragraph of this Article will be independent main objects and will not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of The Allergen Bureau.

## **PROHIBITION ON DISTRIBUTUION TO MEMBERS**

- 5. The income and property of The Allergen Bureau must be applied solely towards the promotion of the objects of The Allergen Bureau as set out in this Constitution and no portion of any income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members of The Allergen Bureau.
- 6. Clause 5 will not prevent the payment in good faith of reasonable and proper:
  - (a) remuneration to any employees of The Allergen Bureau;
  - (b) fees to any member of The Allergen Bureau in return for services actually rendered to The Allergen Bureau;

- (c) interest on money borrowed from any member of The Allergen Bureau at a rate not exceeding the rate for the time being charged by banks in Australia on overdrawn accounts;
  - (d) rent for premises leased by any member to The Allergen Bureau.
7. No Board member of The Allergen Bureau may be appointed to any salaried office of The Allergen Bureau and no officer of The Allergen Bureau may be paid any fees, remuneration or other benefit, except repayment of out-of-pocket expenses.

## **CONTRIBUTIONS**

8. Every member of The Allergen Bureau agrees to contribute to the assets of The Allergen Bureau, in the event of The Allergen Bureau being wound up while the person is a member or within one year afterwards, for payment of the debts and liabilities of The Allergen Bureau during the time that the person is a member, and the costs charges and expenses of winding up and for an adjustment of the right of contributories among themselves. The amount that must be contributed by each member will be the amount as may be required, but will not exceed Ten Dollars (\$10) per member.

## **CHARITABLE PURPOSES**

9. If The Allergen Bureau is wound up or dissolved and there is surplus property (after payment of all debts and liabilities), then that surplus property must:
- (a) not be paid to or distributed amongst the members of The Allergen Bureau; and
  - (b) be given or transferred to a Corporation or to some other institution(s) with objects similar to the objects of The Allergen Bureau, provided that the Corporation or institution(s) must themselves prohibit the distribution of their income and property to their members to an extent at least as great as is imposed on The Allergen Bureau under this Constitution. The identity of the Corporation or institution(s) under this clause will be determined by the members of The Allergen Bureau at or before the time of dissolution. If no determination is made before the time of dissolution of The Allergen Bureau, then distribution of the surplus property of The Allergen Bureau will be as determined by the Chief Judge in Equity of the Supreme Court of New South Wales (or another Judge of that Court who has or acquires jurisdiction in the matter). If and so far as effect cannot be given to this provision, then surplus property will be distributed to some charitable purpose.

## **ACCOUNTS**

10. The Allergen Bureau must keep true accounts of the sums of money received and expended by The Allergen Bureau, the matters in respect of which those receipts and expenditure take place and of the property, credits and liabilities of The Allergen Bureau. The accounts of The Allergen Bureau will be open to inspection by members (subject to

any reasonable restrictions as to time and manner of inspecting accounts that may be imposed in accordance with the regulations of The Allergen Bureau). If required by law or by any resolution of The Allergen Bureau, then The Allergen Bureau will prepare a financial report each year and arrange for The Allergen Bureau's accounts to be reviewed or audited (as the case may be) and made available to any member who elects to receive them.

## **NUMBER OF MEMBERS**

11. For the purposes of registration and not by way of limitation, The Allergen Bureau is declared to consist of four (4) members. The Allergen Bureau may from time to time whenever it thinks fit increase the number of members in its register of members.

## **MEMBERS**

12. The members of The Allergen Bureau will be the subscribers of the Constitution and any other people who are admitted to membership in accordance with these Articles and have not ceased to be members for any reason. The members of The Allergen Bureau will consist of Full Members and Associate Members. The Allergen Bureau may determine that there are different categories of Associate Members. The Allergen Bureau must keep a register of its members.

## **ELIGIBILITY FOR ADMISSION AS A FULL MEMBER**

13. A person will be eligible for admission as a Full Member of The Allergen Bureau if:
  - (a) they are involved in the manufacture, distribution and/or resale of food; or
  - (b) they are involved in the testing of food for the presence of food allergens; and
  - (c) their application for full membership has been approved by the Board; and
  - (d) the Board considers that the applicant is a fit and proper person to be admitted as a Full Member of The Allergen Bureau.

## **ASSOCIATE MEMBERS**

14. A person will be eligible for admission as an Associate Member if:
  - (a) they are involved in the manufacture, distribution and/or resale of food; or
  - (b) they are involved in the testing of food for the presence of food allergens; and
  - (c) their application for associate membership has been approved by the Board; and
  - (d) the Board considers that the applicant is a fit and proper person to be admitted as an Associate Member of The Allergen Bureau.

The Allergen Bureau may expand the eligibility criteria for admission as an Associated

Member and/or introduce new classes of Associate Members.

## **RIGHTS NOT TRANSFERABLE**

15. The rights and privileges of every member will be personal to that member and cannot be transferred or transmitted.

## **GOVERNING BODY**

16. The governing body of The Allergen Bureau will be a Board consisting of:
  - (a) Four (4) Directors elected or appointed pursuant to this Constitution during their respective terms of office, one of whom will be the Company Secretary;
  - (b) temporary or substitute Directors appointed pursuant to Article 33 during their respective periods of appointment;
  - (c) a maximum of two (2) Invited Directors appointed pursuant to Article 33A during their respective periods of appointment.

## **OFFICERS**

17. The Officers of The Allergen Bureau will be a President, Vice-President, an Honorary Secretary and an Honorary Treasurer, all of whom must be Directors of the Company. At the first Board meeting following the annual general meeting of The Allergen Bureau each year, the positions of President, Vice-President, Honorary Secretary and Honorary Treasurer will be declared vacant. The Board will then elect Directors to the positions of President, Vice-President, Honorary Secretary (and Company Secretary) and Honorary Treasurer.

## **TERM OF OFFICE**

18. Subject to Article 21, the Directors of The Allergen Bureau will be elected and hold office for two (2) years.

## **RE- ELECTION TO OFFICE**

19. A Director will not be eligible for re-election for any period which would result in the Director holding the position of Director for a consecutive term longer than eight years.
20. For the purposes of Articles 18 and 19, a year will be the time elapsing between an annual general meeting and the next following annual general meeting

## **RETIREMENT OF DIRECTORS**

21. The Directors of The Allergen Bureau will retire and may be eligible for re-election as

follows:

- (a) At the first annual general meeting of The Allergen Bureau, all four Directors will retire and elections will be held for four Directors to be appointed;
- (b) At the second annual general meeting of The Allergen Bureau, two of the Directors will retire. The two Directors who must retire at the second annual general meeting will be determined by the Board. Elections will then be held for two Directors to be appointed for a two year term;
- (c) At the third and each subsequent annual general meeting, the two Directors (or their replacements) who did not retire at the previous annual general meeting will retire, and elections will be held for two Officers to be appointed for a two year term.

## **ELECTION OF DIRECTORS**

- 22. At each annual general meeting, an election must be held to fill the vacancies occurring by reason of the retirement of Directors under this Constitution or any casual vacancy which exists at the date of such election. The election of Directors may be conducted by postal vote (including by email) of the Full Members.

## **DISCLOSURE OF RELEVANT FINANCIAL INTERESTS ON ELECTION TO OFFICE**

- 23. In order to protect the interests of The Allergen Bureau from significant conflicts of interest, Directors must, as a condition of acceptance of an elected position, declare to The Allergen Bureau Board all current and potential conflicts of interest which may interfere with or influence the Director in the performance of their duties for The Allergen Bureau. This may take the form of stock holdings, options, payments in cash or other forms of remuneration, inducements or gifts from individuals or companies involved with or having a commercial or personal relationship with members of or companies or organisations involved wholly or partly within the food industry. This provision will also apply to the holdings at arms length by a third party, company or organisation with which the Director may have some relationship or interest. The intent of this Article is for the newly elected or appointed Director to declare in advance any conflict or potential conflict of interest which might interfere with or might be construed as interfering with the Director's ability to perform their role and or duties as a director of The Allergen Bureau. If a conflict or potential conflict of interest arises on a particular matter(s) the Director will stand aside and not participate in the particular matter except if asked to provide additional expert advice and will not be able to vote on the matter(s).
- 24. After acceptance of office, the Directors are required to disclose to The Allergen Bureau any changes in their financial circumstances which would place them under obligation to disclose under Article 23 as if they were being appointed to the position anew.
- 25. Any Board member may, at any time, seek clarification from any Director of their status with respect to relevant financial interests and Directors are required to formally comply with a statutory declaration of relevant financial interests.



26. Failure of Directors to disclose as required under this Constitution within 30 days of acceptance of the position, or of a change in their financial circumstances, or upon written request (as the case may be) will result in immediate suspension of the individual from the position until a satisfactory explanation is given. If such an explanation is not given within 2 weeks, the Director will automatically be removed from office and the position will be declared vacant with a call for new nominations and election.

## **NOMINATIONS**

27. The Board must invite nominations for candidates for election as a Director of The Allergen Bureau by written notice before each annual general meeting (Nominations Notice). Every candidate for election as a Director of The Allergen Bureau must be:
  - (a) nominated in writing by at least two Full Members whose activities are based in Australia and/or New Zealand; and
  - (b) an officer or employee of a Full Member whose activities are based in Australia and/or New Zealand at the time of the candidate's nomination and at the time of the election of Directors.

All nomination papers (together with the candidate's written acceptance of the nomination) must be lodged with the Honorary Secretary on or before the date specified in the Nominations Notice.

## **ELECTION UNOPPOSED**

28. If there is only one nomination for any vacant Director position, the person so nominated will be declared elected at the annual general meeting. If there is more than one nomination for any such office or position, ballot papers will be prepared containing the names in alphabetical order of the candidates nominated.

## **VOTING RIGHTS**

29. Every Full Member entitled to vote, including the candidate (if they are themselves a Full Member), will have the right to vote for the number of candidates required to fill the number of vacant Director positions.

## **SCRUTINEERS**

30. Two representatives nominated by the Board will act as scrutineers and any voting paper judged by them (in consultation) to be improperly filled in will be invalid, provided that no person may act as a scrutineer at any election to an office or position for which the person (or any employee or officer of the person) is a candidate or for which the person (or any employee or officer of the person) has nominated or seconded a candidate.

## **ELECTION BY POSTAL VOTE**

31. The Board will determine the form of the ballot paper to be used in taking the poll, the Polling Date and how the vote will be conducted. Elections may be held by postal vote, including by email.

## **CASUAL VACANCIES**

32. If a Director vacates their office (otherwise than by the retirement in rotation at an annual general meeting) the Board will have the power to fill the casual vacancy from persons qualified for election or appointment. Any person appointed to fill a casual vacancy will hold office only until the next annual general meeting and will be eligible for re-election at that annual general meeting.

## **SUBSTITUTE DIRECTOR**

33. The Board may appoint any person to be a substitute Director during the temporary absence from Australia of any member of the Board (or while they are unable to attend meetings for any reason), and the appointee, while they hold office as a substitute member, will be entitled to notice of meetings of the Board and to attend and vote at Board meetings. The substitute member will vacate their position if and when the Director whose substitute they are returns to Australia, becomes able to attend meetings, or vacates their office.

## **INVITED DIRECTOR**

- 33A. The Board may appoint any person to be an Invited Director and the appointee, while they hold office as an invited member, will be entitled to receive notice of meetings of the Board and to attend and vote at Board meetings. The invited member will hold office only until the next annual general meeting.

## **CONTINUING MEMBERS MAY ACT**

34. The continuing members of the Board may act, notwithstanding any vacancy in their number.

## **VACATION OF OFFICE**

35. A Director must immediately resign as a director (and, if applicable, the company secretary) of The Allergen Bureau if the Director:
- (a) becomes bankrupt or suspends payment or compounds with their creditors;
  - (b) is an insane patient or an insane or incapable person, within the meaning of any statute in Australia;
  - (c) is prohibited from being an officer of a Company under the Corporations Act; or

- (d) ceases to be an officer or employee of a Full Member whose activities are based in Australia and/or New Zealand.

## **BOARD MEETINGS AND QUORUM**

- 36. The Board will meet for the transaction of business at such times and places as it may from time to time by resolution determine or as the President may direct. Meetings may be held in person or by phone or by any other audio/visual technology which the Board has approved as being satisfactory for the purposes of attending a meeting of the Board. Depending on the number of members of the Board at that time of a Board meeting, a quorum will consist of different numbers of members of the Board present in person or by phone or other approved audio/visual technology. When the Board consists of:
  - (a) four members, the quorum will consist of three members; or
  - (b) five members, the quorum will consist of three members; or
  - (c) six members, the quorum will consist of four members.

## **CHAIRPERSON**

- 37. The President (or in the absence of the President, the Vice-President) will be the Chairperson at each Board meeting.

## **VOTING**

- 38. Questions arising at any meeting of the Board will be decided by a majority of votes and each Director will have one vote. In the case of an equality of votes the Chairperson shall have a second and casting vote.
- 39. The Directors may pass a resolution without a meeting of the Board being held if at least 75% of the Directors sign a document containing a statement that they are in favour of the resolution set out in the document. For the purposes of this Article, the requirement for a document to be signed is taken to have been met in relation to an electronic communication if it complies with the requirements of Articles 94 and 95.

## **MANAGEMENT OF THE ALLERGEN BUREAU**

- 40. The management and control of the business and affairs of The Allergen Bureau will be vested in the Board and the Board may exercise all such powers and do all such acts and things as The Allergen Bureau is by its Constitution or otherwise authorised to exercise and do (other than matters which are required under this Constitution or by law to be exercised or done by The Allergen Bureau in General Meeting).

## **SPECIFIC POWERS**

- 41. Without limiting the general powers conferred by Article 40 and the other powers

conferred by these Articles, the Board will have the following express powers (subject to the provisions of this Constitution):

- (a) to take on, lease, or otherwise acquire any office buildings or other property for the business and purposes of The Allergen Bureau and generally on behalf of The Allergen Bureau to enter into contracts, agreements and arrangements and make or take purchases, leases, sales and dispositions on the terms and in the manner and form as the Board from time to time thinks fit and proper for the purposes of The Allergen Bureau;
- (b) to appoint any person to accept and hold in trust for The Allergen Bureau any lands or rights in land or other concessions or any exclusive or other beneficial rights or privileges or any funds of any description of The Allergen Bureau as the Board may deem desirable;
- (c) to appoint, remove and suspend employees, agents and contractors of The Allergen Bureau as the Board may from time to time consider to be requisite and (subject to these Articles) fix their remuneration and determine their duties;
- (d) to establish agencies and to make regulations for their management and to close and discontinue those agencies as the Board thinks fit;
- (e) to conduct or compromise or abandon any legal proceedings and to refer any disputes to arbitration and observe and perform the awards;
- (f) to invest any part of the funds of The Allergen Bureau which are not required to satisfy or provide for immediate demands in any securities or investments thought advisable by the Board and to vary those securities and investments and convert them as deemed expedient;
- (g) to pay the costs, charges and expenses preliminary and incidental to the formation, establishment and regulation of The Allergen Bureau;
- (h) to authorise the Directors (or other persons appointed by the Board) to sign on behalf of The Allergen Bureau bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;
- (i) to execute in the name of and on behalf of The Allergen Bureau, in favour of any member of the Board or any other person who may incur or be about to incur any personal liability for the benefit of The Allergen Bureau, any indemnities and mortgages of the property of The Allergen Bureau (present and future) as the Board thinks fit and as it may be lawful for The Allergen Bureau to give and on terms determined by the Board;
- (j) to prescribe the eligibility criteria and membership fees for Full Members of The Allergen Bureau and for Associate Members (and any category of Associate Member) from time to time;
- (k) to enter into negotiations and contracts and rescind and vary contracts and execute and do any deeds and things in the name of and on behalf of The Allergen Bureau as the Board may consider expedient for or in relation to any of the matters set out in this Article or otherwise for the purposes of The Allergen Bureau;

- (l) from time to time to raise and borrow (on mortgage of any of the property of The Allergen Bureau or on such other securities as the Board may think fit) money;
  - (m) from time to time to make vary and repeal by-laws, as deemed necessary or expedient or convenient by the Board, for the proper conduct and management of The Allergen Bureau;
  - (n) to authorise the issuing of media statements and publications and respond to media inquiries on any matter relating to The Allergen Bureau or its objects;
  - (o) to regulate the conduct and supervision of research;
  - (p) to regulate what fees are to be paid by or to any person in connection with any matter relating to the undertaking of The Allergen Bureau and fix the amount of such fees;
  - (q) subject to these Articles, to regulate the voting by post by Full Members and all matters relating to voting;
  - (r) subject to Articles 55-57, to prescribe the procedure to be followed in connection with proceedings for the termination of any memberships of The Allergen Bureau (provided that The Allergen Bureau in general meeting shall have the right to veto any determination or by-law of the Board relating to this procedure);
  - (s) to determine the portfolios for which each Director will be primarily responsible and the constitution of any committees relevant for any of those portfolios;
  - (t) to regulate all matters in connection with the appointment and duties of taskforces or other committees established by the Board.
42. If the Board adopts any by-laws or regulations, then it must bring those by-laws or regulations to the notice of its members. Those by-laws or regulations will then be binding upon the members of The Allergen Bureau or that class of members of The Allergen Bureau to whom they are expressed to apply.

### **COMMITTEE MEMBERSHIP**

43. At least one Director must be a member of each committee of The Allergen Bureau. Any Officer may attend meetings of a committee, even if they are not a member of the committee.

### **DELEGATION OF BOARD'S POWERS**

44. The Board may delegate any of its powers to committees as it thinks fit and may from time to time revoke any such delegation. Any committee formed by the Board must, in the exercise of its delegated powers, observe any regulations or directions that may from time to time be imposed upon it by the Board.

### **PASSING RESOLUTIONS WITHOUT A MEETING OF THE RELEVANT COMMITTEE**

45. Committee members may pass a resolution without a meeting of the relevant committee being held if at least 75% of the committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For the purposes of this Article, the requirement for a document to be signed is taken to have been met in relation to an electronic communication if it complies with the requirements of Articles 94 and 95.

### **INDEMNITY OF OFFICERS AND EMPLOYEES**

46. The Allergen Bureau must pay all costs, losses and expenses including travelling expenses which any Officer or employee of The Allergen Bureau incurs or becomes liable for by reason of any contract entered into, or deed or act done by that Officer or employee, in the proper course of their duties as an Officer or employee of The Allergen Bureau, or in any way in the discharge of their duties.
47. Every Officer of The Allergen Bureau or any Full Member providing services gratuitously to The Allergen Bureau at the request of The Allergen Bureau, or any person employed by The Allergen Bureau as Auditor, will be indemnified out of the funds of The Allergen Bureau against any liability incurred by them as an Officer or Director or Full Member or Auditor: in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in which relief is granted to them by a Court or in which it appears to the Court before which the proceedings are taken that the Officer, Director, Full Member or Auditor is or may be liable in respect of the negligence, default, breach of trust or breach of duty but where they have acted honestly and that, having regard to all the circumstances of the case, including those connected with their appointment or the request by The Allergen Bureau that they provide such services, they ought fairly to be excused for the negligence, default or breach either wholly or in part.

### **ADMISSION AS A FULL MEMBER**

48. Any person who satisfies the criteria for eligibility for admission as a Full Member may apply to the Board for admission as a Full Member. The application must contain an undertaking by the applicant that the applicant, upon admission as a Full Member, agrees to be bound by and observe the Constitution of The Allergen Bureau.

### **DECISION BY BOARD ON ADMISSION AS FULL MEMBER**

49. The Board must consider the application for Full Membership by an applicant, any evidence as to fitness for admission as a Full Member and all relevant materials and information made available to Board. The Board may either admit the candidate as a Full Member or reject the application or suspend final determination for any period it thinks fit to allow for further evidence to be submitted as to the candidate's qualification or fitness for admission as a Full Member.

### **REVIEW OF DECISIONS OF BOARD**

50. The Board may implement regulations establishing structures and procedures for the

review of any decision by the Board not to admit an applicant as a Full Member or to terminate the membership of a Full Member.

## **MEMBERSHIP FEES AND LEVIES**

51. The fees payable by a Full Member to The Allergen Bureau will be an entrance fee and an annual membership fee in respect of each year of membership, as determined by Board. Any determination of the Board to change the entrance fee or annual membership fee may be revoked or altered by a general meeting of Full Members of The Allergen Bureau, in which case the entrance fee and the annual membership fee will remain as they respectively were immediately prior to such determination by the Board.

## **FEES FOR NEW FULL MEMBERS**

52. The Board will determine the date on which the membership year will start and the membership year will continue for 12 months from that starting date. Where any person is admitted as a Full Member after the start of a membership year, then the annual membership fee payable by that member for the membership year will be reduced by one quarter for every three months which have elapsed between the start of the membership year and the date of the member's admission.

## **DUE DATE**

53. The entrance fee and annual membership fees will be debts payable by the member to The Allergen Bureau. Annual membership fees must be paid not later than the thirtieth day after the start of the membership year, or within one month after admission to membership, together with the entrance fee. The Board may, in its discretion, waive the whole or any part of the annual membership fee or entrance fee which would otherwise be payable by a Full Member who, in the opinion of the Board, is suffering from financial hardship or in such other circumstances as the Board considers appropriate and upon such terms and conditions and for such time as the Board sees fit.

## **RESIGNATION**

54. A Full Member may cease to be a Full Member of The Allergen Bureau by delivering a notice of resignation in writing to the Board and the Full Member will cease to be a Full Member of The Allergen Bureau on the earlier of:
  - (a) the expiration of six calendar months from receipt of the resignation notice by the Board; or
  - (b) acceptance of the resignation by a resolution of the Board.

## **AUTOMATIC CESSATION OF FULL MEMBERSHIP**

55. A Full Member will automatically cease to be a Full Member of The Allergen Bureau if:

- (a) the Full Member is found guilty by a court of competent jurisdiction of a criminal offence; or
- (b) the Full Member becomes insolvent or otherwise ceases to do business.

### **BOARDS DISCRETION TO CEASE FULL MEMBERSHIP**

56. A Full Member will cease to be a Full Member of The Allergen Bureau if the Board resolves that the Full Member's Full Membership be terminated on the grounds that:

- (a) the Full Member's conduct has been prejudicial to the interests of The Allergen Bureau; or
- (b) the Full Member's conduct is or has been such that the Full Member is not a fit and proper person to be a Full Member of The Allergen Bureau;

provided that at least 28 days notice of such meeting of the Board and its purpose was sent to the Full Member and the Full Member was given the opportunity of stating their case to the Board.

57. If any entrance fee, annual membership fee or any levy payable by a Full Member to The Allergen Bureau or any part of those amounts ("**Outstanding Monies**") remains unpaid for three months after it has become due, and:

- (a) a Director has sent to the Full Member (by registered post) a letter requiring payment of the Outstanding Monies within one month after the date of the letter and stating that if payment is not so made the Board will be entitled to terminate his Full Membership ("**Payment Notice**"); and
- (b) the Full Member fails to pay the Outstanding Monies within one month of the Payment Notice;

then the Board may resolve that the Full Member's Full Membership be terminated on the grounds that the Full Member has failed to pay the Outstanding Monies and the Full Member will cease to be a Full Member of The Allergen Bureau on the passing of that resolution.

### **EFFECT OF TERMINATION**

58. Any Full Member who ceases to be a Full Member of The Allergen Bureau will forfeit all the rights and privileges which they enjoy as a Full Member of The Allergen Bureau and will have no right or claim upon The Allergen Bureau or its property or funds (including for repayment of any membership or other fee) and must not represent or hold themselves out to be a Full Member of The Allergen Bureau.

### **REINSTATEMENT OF FULL MEMBERSHIP**



59. A Full Member who has ceased to be a Full Member of The Allergen Bureau may be reinstated as a Full Member of The Allergen Bureau at the discretion of the Board and upon such terms and conditions as the Board may, in its absolute discretion, determine.

### **ASSOCIATE MEMBERS**

60. The Board may admit people as Associate Members of The Allergen Bureau and the Board may make by-laws relating to the categories of Associate Members, eligibility criteria and procedures for the admission of Associate Members of The Allergen Bureau and the rights and privileges available to Associate Members.
61. Associate Members may attend but will not be entitled to vote at any general meetings of The Allergen Bureau. Associate Members may receive publications of The Allergen Bureau and other rights and privileges as determined by the Board. Associate Members must pay to The Allergen Bureau an entrance fee and annual membership fee as set by the Board from time to time.

### **ANNUAL GENERAL MEETINGS**

62. An annual general meeting of Full Members of The Allergen Bureau must be held at least once in every calendar year and not more than fifteen months after the last preceding general meeting. The time and place of annual general meetings will be determined by the Board.

### **BUSINESS OF ANNUAL GENERAL MEETINGS**

63. The business of annual general meetings will be:
- (a) To receive the report of the Board;
  - (b) To receive the statement of receipts and expenditure;
  - (c) To receive the report of the scrutineers as to the result of the voting for officers and members of the Board and to receive the declaration of the Chairperson as to the result of such election;
  - (d) To consider any resolution of which notice has been given;
  - (e) General Business;
  - (f) Any other business which may lawfully be brought forward.

### **NOTICE OF MEETINGS**

64. The Board must give at least one month's notice of a general meeting to each member of The Allergen Bureau at their address (as notified from time to time to The Allergen Bureau). The notice must specify the nature of any special business to be discussed at the meeting. The non-receipt of a meeting notice will not invalidate the proceedings at any

general meeting nor render invalid any vote taken at the meeting.

### **EXTRAORDINARY GENERAL MEETINGS**

65. The Board may whenever it thinks fit convene an extraordinary general meeting of members. The Board must convene an extraordinary general meeting on a requisition in writing of Full Members of The Allergen Bureau representing not less than one twentieth of the total voting rights of all members of The Allergen Bureau having a right to vote at a general meeting of The Allergen Bureau. If Full Members wish to requisition an extraordinary general meeting, then:
- (a) The requisition must state the objects of the meeting and must be signed by the requisitionists and be deposited at the registered office and may consist of a number of documents in like form each signed by one or more of the requisitionists.
  - (b) If the Board does not within 21 days from the date of the deposit proceed duly to convene a meeting the requisitionists or any of them representing more than half the voting rights of all of them may themselves convene the meeting but the meeting so convened must not be held after three months from the date of the deposit.
  - (c) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Board will be deemed not to have duly convened the meeting if it does not give at least 21 days notice to each Full Member, containing details of the proposed special resolution.
  - (d) Any meeting convened under this Article by the requisitionists, must be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

### **QUORUM GENERAL MEETINGS**

66. Ten (10) Full Members of The Allergen Bureau present in person, by proxy, by phone or by any other audio/visual means approved by the Board will be a quorum for a general meeting and no business may be transacted at any general meeting unless the quorum requisite is present at the commencement of the business.
67. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting will be adjourned to the following day at the same time and place, or if this is not possible, to a time and place to be decided by the President and advised to Full Members under the same requirements of Notice, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the Full Members present will be a quorum.

### **VOTING AT GENERAL MEETINGS**

68. At any general meeting a resolution put to the vote of the meeting will be decided by a show of hands or verbal acknowledgement, unless a poll is demanded by at least five Full

Members entitled to vote and present in person or by phone or proxy (either before or after the initial vote). Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the minutes of The Allergen Bureau will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

69. If a poll is duly demanded, it will be taken at the meeting at which it is demanded and in such manner as the Chairperson directs and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
70. Subject to the provisions of these Articles, in the case of an equality of votes whether on a show of hands, verbal acknowledgement or on a poll, the Chairperson of the meeting at which the vote or poll takes place will be entitled to a second or casting vote.
71. At any general meeting, the meeting may decide at any time prior to the voting upon a resolution that a poll of the Full Members shall be taken by postal vote on any proposed resolution (secret or otherwise).
72. If a poll by postal vote is decided upon, the Board will determine the form of the ballot paper to be used in taking the poll, the polling date and whether the poll will be conducted by email or by other means. Any resolution passed as a result of the poll will have the same effect and operation as if it were a resolution validly passed at the general meeting at which the taking of the poll was directed.
73. The decision to take a poll by postal vote will not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been directed.
74. The Chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
75. Subject to the provisions of these Articles, on a show of hands (or verbal acknowledgment), every Full Member present in person or by phone or proxy will have one vote; on a poll taken at a meeting every Full Member present personally or by phone or proxy will have one vote; and on a poll taken by postal vote every Full Member will have one vote.

## **PROXIES**

76. A Full Member of The Allergen Bureau may appoint any person as a proxy. The instrument appointing a proxy will be in writing and signed by the appointor and may be in the following form or any other form approved by the Board.

**“THE ALLERGEN BUREAU”**

.....

of .....

being a Full Member of The Allergen Bureau

appoint .....

of .....

as our Proxy to vote for us and on our behalf at the General Meeting of The Allergen Bureau to be held on the day of 20 and at any adjourned meeting.

We direct that our proxy vote in the following manner:

For Against

Resolution [ ] [ ] [ ]

If no directions are given, our proxy may vote as the proxy thinks fit or may abstain.

Signed this day of , 2 .

.....”

- 77. The Honorary Secretary (or the President) must be notified of a proxy and receive the instrument appointing a proxy at least twenty-four hours before the time for holding a meeting or adjourned meeting at which the Proxy proposes to vote. If the instrument appointing a proxy is not provided in accordance with this Article, then the Proxy will not be treated as valid.
- 78. The instrument appointing a Proxy will be deemed to confer authority to demand or join in demanding a poll.

**POLL BY POSTAL VOTE**

- 79. The Board may from time to time determine, subject to the Corporations Act, that a poll of Full Members of The Allergen Bureau be taken by postal vote on any proposed resolution or resolutions capable of being passed at a general meeting of Full Members of The Allergen Bureau. The Board may also determine the form of the ballot paper to be used in taking the poll, the polling date and whether the poll will be a secret postal ballot or email ballot, subject to the following provisions:

- (a) The Polling Date must be determined by the Board in its discretion but must, in the case of a postal vote for the election of Directors, be a date not less than one (1) week before the next annual general meeting;
  - (b) The ballot papers must explain how to cast a valid vote;
  - (c) The ballot papers must set out the matters on which Full Members are being asked to cast a vote and be in accordance with these Articles and any determination of the Board;
  - (d) At least three (3) weeks before the Polling Date the Honorary Secretary will send the ballot paper by post, email or facsimile to each person entitled to vote. Each ballot paper forwarded to a Full Member must bear that Full Member's name;
  - (e) Each voter must mark their ballot paper in accordance with the instructions on the ballot paper, sign it, or the envelope (if any) provided for the purpose and forward it by post, facsimile, email or by personal delivery to the Honorary Secretary (or the person nominated by the Honorary Secretary) so as to be received on or before the polling date. No vote shall be valid unless the ballot paper is signed on behalf of the Full Member.
  - (f) The proposed resolution shall be deemed to be passed or rejected on the day the votes are fully counted and according to whether the number of members validly voting "Yes" or "No" are the greater. In the event of an equality of votes the passing or rejection of the resolution shall be determined by drawing of lots by the President in such manner as the President determines in his or her discretion.
  - (g) Subject to Article 30, the proposed resolution and the number of Full Members validly voting respectively "Yes" or "No" will be signed by the President and Honorary Secretary or their delegates for this purpose.
  - (h) No resolution or ballot will be deemed to be invalid by reason of non receipt of any ballot paper by any Full Member or at his registered address.
  - (i) Any duties required by this Article to be performed by the President or Honorary Secretary may, in the absence of either of them, be performed by their delegates for this purpose.
80. In the case of a postal vote for election of Directors, the votes must be counted after the Polling Date but before the annual general meeting so as to allow for declaration of elections at the annual general meeting. The candidates who receive the most votes will be declared elected at the annual general meeting and, in the case of two or more candidates receiving an equal number of votes, the one of them to be elected will be determined by drawing of lots by the President at the annual general meeting in such manner as he or she determines in their discretion.
81. Where it has been determined that an election of Directors will be held by secret postal ballot or where it has been decided either by a general meeting or the Board that a poll of Full Members will be taken by secret postal ballot, the Board will determine the manner in which the ballot will be taken in order to ensure its secrecy.

82. Any resolution deemed by virtue of Article 79 to be passed will, subject to the Corporations Law, have the same effect and operation as if it were a resolution validly passed at a general meeting of members of The Allergen Bureau.

### **NOTICE OF PROPOSED RESOLUTION**

83. Unless a shorter notice is allowed by the Board, thirty days notice in writing of the intention to propose any resolution at a general meeting of The Allergen Bureau must be given to the Honorary Secretary, who will send notice of the proposed resolution to every Full Member by post, facsimile or email at least twenty-one days before the general meeting at which the resolution is to be proposed.
84. Subject to the provisions of the Corporations Act, as to special resolutions and shorter notice, the Board may determine that a shorter notice, not being less than fourteen (14) days, may be given of intention to propose a resolution and that a shorter notice of at least seven (7) days may be given to members.

### **FUNDS**

85. The Honorary Treasurer or Acting Honorary Treasurer will receive all funds of The Allergen Bureau and disburse those funds. Unless and until the Board determines otherwise, cheques and electronic funds transfers must be signed or authorised by the Honorary Treasurer (or Acting Honorary Treasurer) and one other person authorised as a signatory by the Board.

### **COMMON SEAL**

86. The Common Seal for The Allergen Bureau will be kept at the registered office and must not be used except by authority of the Board and then only in the presence of and accompanied by the signatures of at least two members of the Board.

### **ACCOUNTS AND MINUTES**

87. The Board must cause proper accounts to be kept with respect to:
- (a) all sums of money received and expended by The Allergen Bureau and the matter in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods and services by The Allergen Bureau; and
  - (c) the assets and liabilities of The Allergen Bureau.
88. The Board must from time to time cause accounts to be kept as provided by Article 10 and must cause to be prepared and to be presented at general meetings of The Allergen Bureau in general meeting income and expenditure accounts, balance sheets and financial reports.

## **AUDITORS**

89. If required by law and/or by resolution of The Allergen Bureau, auditors or suitably qualified accountants (as the case may be) will be appointed to audit or review The Allergen Bureau's accounts and their duties will be regulated in accordance with the Corporations Act.
90. Every account of The Allergen Bureau, when reviewed or audited and approved by a general meeting, will be conclusive (except for any error discovered in the accounts within three months of approval of those accounts). If an error is discovered, then it must be corrected and the corrected accounts will be conclusive.

## **MINUTES**

91. The Board must cause Minutes to be taken, recorded, circulated to the Board and made available for inspection by Full Members:
  - (a) of all appointments of Officers made by the Board;
  - (b) of the names of the Officers present at each meeting of the Board and of any Committee of the Board; and
  - (c) of all resolutions and proceedings at all meetings of The Allergen Bureau and of the Board and Committees of the Board.

## **NOTIFICATION OF ADDRESS**

92. Every member must, upon or prior to admission to membership, notify the Honorary Secretary of:
  - (a) a postal address, which will be regarded as the member's registered address;
  - (b) an electronic mail address, which shall be regarded as the member's e-mail address; and
  - (c) a facsimile number, if any, which shall be regarded as the member's facsimile number.

A member may at any time notify The Allergen Bureau in writing of another postal address, e-mail address and/or facsimile number.

## **NOTICE**

93. A notice may be served by The Allergen Bureau upon any member either personally or by:
  - (a) being sent by post in a prepaid envelope or wrapper addressed to such member at their registered address;

- (b) facsimile to the member's facsimile number;
- (c) e-mail addressed and sent to the member's e-mail address.

94. Any notice sent by post shall be deemed to have been served on the fourth (4<sup>th</sup>) day following posting. The Board will establish guidelines concerning the security requirements for notices sent via email. A communication sent by email will be deemed received when it complies with the security requirements established by Board. A communication sent by facsimile shall be deemed received when the sender's facsimile machine produces a transmission report stating that the facsimile was sent to the addressee's facsimile number.
95. The signature to any notice to be given by The Allergen Bureau may be written or printed. In the case of electronic communications, the Board may from time to time establish procedures for accepting electronic signatures on notices and other documents and any electronic signature which complies with those procedures may be accepted as a signature to the notice or communication.
96. Where a given number of days notice or notice extending over any other period is required to be given, the day of service will, unless it is otherwise provided, be counted in that number of days or other period.