

# **Australian Specialty Coffee Association Inc - Constitution**

***Under the NSW Associations Incorporation Act 2009 and Associations  
Incorporation Regulation 2016 (NSW)***

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# Part 1 - Preliminary

## 1 Definitions

(1) In this constitution:

**Act** means *NSW Associations Incorporation Act 2009*

**Association** means the Australian Specialty Coffee Association Incorporated

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Board of Management (Board)** means the committee comprising the president, vice president, secretary, treasurer, ~~the immediate past president~~, a representative of each state or territory of the Commonwealth, and a representative of a Barista Guild and of a Roasters Guild.

**digitally secure** means a digital file that cannot be printed, extracted or disassembled in part or in whole.

**in writing** means advice by paper sent by standard post, facsimile, an emailed digitally secure attachment, or other digitally-secure document by digital transmission.

**ordinary committee member** means a member of the Board who is not an office-bearer of the association.

**membership committee** means a committee of the Board comprising two members of the Board and one other member nominated by the Board.

**office bearer** means a member who fulfils a formal role in the management and administration of the association

**present** means, in respect of any meeting, physically present at the nominated location for the meeting or, if the meeting is designated as a virtual meeting, at a remote location accepted by the member presiding at the meeting

**president, vice president, secretary or treasurer** means:

- (a) that person holding the office under this constitution, or
- (b) if no such person holds that office - the public officer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) a reference to a person includes a person who is the assigned nominee of a registered organisation or business member.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **1A Objectives**

- (1) The association is dedicated to supporting its members in promoting the preparation and enjoyment of specialty coffee in Australia and providing professional training for the development of specialty coffee throughout Australia, and to a role as the peak representative body for specialty coffee in Australia. To achieve this, the Association will:
- a) convene and promote regional, state and national coffee championships, and sponsor winners to compete in international coffee events;
  - b) develop appropriate training standards, and provide and/or accredit specialised training of coffee professionals throughout the Australasian coffee industry;
  - c) endorse quality work practices amongst those involved in the processing, distribution consumption and education of specialty coffee;
  - d) promote the specialty coffee activities of members;
  - e) foster public information, education and promotion of specialty coffee;
  - f) provide membership across all aspects of the specialty coffee industry, including but not limited to: baristas; roasters; coffee retailers; coffee bar, café and restaurant operators; growers and producers; brokers, importers and exporters; coffee equipment suppliers; coffee educators; and ancillary businesses; and
  - g) liaise with organisations with similar objectives, both nationally and internationally.

## **1B Status of members at date of endorsement of this constitution**

- (1) All members of the association at the date of endorsement of this constitution will continue to be members, and their financial status continue. The secretary will seek additional information from existing members as required to complete membership records as required by this constitution.

## **Part 2 - Membership**

### **2 *Membership generally***

- (1) Subject to these rules membership is open to individuals and corporations. Membership shall be subject to approval by the Board of Management. Different classes of Membership may be decided upon by the Board from time to time and at any time provided that no person or corporation shall be denied access to a class of membership to which he, she or it has been granted at any previous time provided that that membership has remained financially current.
- (2) A person is eligible to be an individual member of the association if:
  - (a) the person is a natural person,
  - (b) the person is actively involved in the specialty coffee industry in Australia.
- (3) Where membership is sought by a registered organisation or business, the membership must be assigned to a natural person. Except where specifically stated, that assigned member will have the same rights, responsibilities and obligations as an individual member.

### **2A *Class of Membership***

- (1) The association will have three classes of membership, being:
  - (a) guild member;
  - (b) barista member
  - (c) company member; or
  - (d) life member.
- (2) A barista member, company member and a life member will have one vote at any association meeting open to and attended by that member.
- (3) A business member will include individuals employed in the coffee industry or businesses whose key activity is associated with the coffee industry.
- (4) In the case of a registered organisation or business identified in Clause 2(3), the business member will be the assigned member.
- (5) In cases where the member is a registered organisation or business, the Board may specify a number of users whom the assigned member may nominate, each of whom will have access to membership benefits specified by the Board. Voting rights remain solely with the assigned member.
- (4) A life member will be determined by the Board following recommendation by two members of the association, and reflect substantial contribution to the operation and good standing of the association over three or more years.

### **2B *Category of membership***

- (1) The Board may determine a number of categories within each class of membership, reflecting roles in the coffee industry and size of organisation or business. There will be no differentiation within each class of membership of membership rights or obligations

## **3. *Application for membership***

- (1) An application by a person for membership of the association:
  - (a) must be made in writing in the form set out in Appendix 1 to this constitution, or on a digital form containing the same information and which has been approved by the secretary,

- (b) must be lodged with the secretary of the association, and
  - (c) must be accompanied by an application fee as determined from time to time under Clause 8.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the membership committee which is to determine whether to approve or to reject the nomination. The membership committee is required to confirm the applicant's role in the coffee industry, the applicant's bona fides, and that the applicant is a fit and proper person of good standing in the coffee industry. The committee will recommend membership to the Board for its determination.
  - (3) The Board is required to make a determination within 28 days of the receipt of the application by the secretary.
  - (4) As soon as practicable after the Board makes that determination, the secretary must:
    - (a) notify the applicant, in writing, that the membership committee approved or rejected the nomination (whichever is applicable), and
    - (b) if the membership committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as establishment fee and annual subscription, or
    - (c) if the membership committee rejects the application, refund (within the period of 28 days after receipt of the application) to the applicant any amount received from the applicant in excess of the application fee.
    - (d) If the application is rejected, no correspondence will be entertained.
  - (5) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association with the privileges of membership associated with the class of Membership as set out in this constitution.

#### **4. Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due or by the anniversary of original membership, whichever is the later.

#### **5. Membership entitlements not generally transferable**

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.
- (2) A right, privilege or obligation which a person has by reason of being the assigned member for a registered organisation or business:

- (a) is capable of being transferred or transmitted to another person from the same organisation or business following application in writing and approval by the Membership committee, and
- (b) terminates on cessation of the organisation's or business's membership.

## **6. Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the membership committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7. Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name, postal or business address or residential address, contact phone number and email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a physical or a digitally secure copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) The register of members will also include

## **8. Fees and subscriptions**

- (1) The Board of Management may determine appropriate fees no more frequently than annually including but not limited to
  - (a) application fee,
  - (b) membership establishment fee,
  - (c) annual membership fee,
  - (d) association competition and event fees,

- (e) any other fee as determined by the majority of the full Board.
- (2) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (3) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
- (4) A member will continue to be liable for fees appropriate to the class of membership until such time as the person ceases to be a member as provided by clause 4.
- (5) A life member will pay no association fees in respect of their membership or their own participation in association events.

## **9. Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

## **10. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

- (1) A complaint may be made to the Board by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (a) may choose to establish as a discipline subcommittee of two members of the Board and a third member to act on its behalf and report to the Board.
  - (b) must cause notice of the complaint to be served on the member concerned, and
  - (c) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (d) must take into consideration any submissions made by the member in connection with the complaint.

- (4) The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.
- (7) If the complaint relates to a person who is the assigned member on behalf of registered organisation or business, the Board may decide to take action against the assigned member or that organisation or business.
- (8) The Board may issue a 'Code of Ethics' as an articulation of the responsibilities and conduct of members.

## ***12. Right of appeal of disciplined member***

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 3 - The Board of Management**

### **13. Powers of the Board of Management**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Board:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **14. Composition and membership of the Board of Management**

(1) The Board is to consist of voting members of the association, being:

- (a) the office-bearers of the association,
- (b) a representative of the ASCA Barista Guild, and
- (c) a representative of the ASCA Roasters Guild,
- (d) potentially up to 2 ordinary board members

each of whom is to be elected at the annual general meeting of the association under clause 15.

(2) The total number of Board members is to be up to 9.

(3) The office-bearers of the association are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the secretary,
- (e) the immediate past president.

(4) A Board member may hold up to 2 offices (other than both the president and vice-president offices).

(5) Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(6) There is no maximum number of consecutive terms for which a committee member may hold office.

### **15. Election of Board members**

(1) Nominations of candidates for election as office-bearers of the association or as ordinary Board members:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an ordinary Board member of the association must be a member of the association.
- (8) A person nominated as a candidate for election for Secretary, Vice President or Treasurer must have served as member of the current Board to be eligible for nomination and be a member of the association.
- (9) A person nominated as a candidate for election for president must have served as office bearer of the current Board to be eligible for nomination and be a member of the association.

## **16. Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Board, and
  - (b) the names of members of the Board present at a Board meeting or a general meeting, and
  - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **17. Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or

- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19. Removal of Board members**

- (1) The association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) If the Board determines that membership of any sub-committee or Guild is inappropriate or contrary to the best interests of the association, the Board may remove that member by simple majority of the full Board

## **20. Board meetings and quorum**

- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the Board:

(a) the president or, in the president's absence, the vice-president is to preside, or

- (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

## **21. Delegation by Board to sub-committee**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee will appoint a convenor, and may meet and adjourn as it thinks proper. Any member of the Board may attend a meeting of the sub-committee, and may chair the meeting if that member so desires.
- (8) Such sub-committee may include State or Territory chapters of the association.
- (9) The Board will approve an operating budget for the sub-committee or chapter for events, competitions and prizes, with all moneys being managed in accordance with this constitution. The convenor will be responsible for administration of that budget. Any donations to the Guild such as by way of sponsorship are to be used at the discretion of the Board.
- (9) Meetings and quorum of any sub-committee or Guild will be subject to the same requirements as the Board in Clause (20).

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or the sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **22A Board may establish Guilds**

- (1) The Board may establish Guilds, comprising members who are principally specific areas of the coffee industry.
  - (a) The Board may establish an “ASCA Barista Guild”, comprising members who are principally engaged as baristas or directly associated activities such as barista trainers. The Barista Guild will promote knowledge of barista skills, barista training, and accreditation of baristas, and may organise events and competitions, subject to endorsement by the Board.
  - (b) The Board may establish a “ASCA Roasters Guild”, comprising members who are principally engaged as a coffee roasters or directly associated with coffee roasting such as roasting equipment, roasting educators or roast quality assurance. The Roasters Guild will promote knowledge of coffee roasting, and roasting training, and collective coffee acquisition, and may organise events and competitions, subject to endorsement by the Board.
  - (c) The Board may establish other guilds as it see fit, subject to similar membership and operational requirements.
  - (d) The guilds will be known as the “ASCA name Guild” where “name” refers to that activity in the coffee industry to be served by guild.
- (2) The Guild will operate as a sub-committee of the Board, and may elect a convenor and other office bearers from within its membership.
- (3) The Board will assign an operating budget to the Guild for events, competitions and prizes, with all moneys being managed in accordance with this constitution. The convenor will be responsible for administration of that budget. Any donations to the Guild such as by way of sponsorship are to be used at the discretion of the Board.
- (4) The convenor is ex officio a member of the Board, and must advise the Board of forthcoming events, and must report Guild activities to each meeting of the Board.
- (5) Membership of a Guild is additional to membership of the association, subject to application on a form approved by the Board, proposed and seconded by members of that Guild, and subject to approval by the Guild convenor and a member of the Board.
- (6) There will be no additional fee associated with membership of a Guild.

## **Part 4 - General meetings**

### **23. Annual general meetings - holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary Board members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) Nominations for election of office bearers must be received by the secretary three working days before the date of the annual general meeting on the form in set out in Appendix 2 or on a digital form containing the same information that has been approved by the secretary.

### **25. Special general meetings - calling of**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice in writing to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given in writing to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **28. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the public officer must choose to preside as chairperson at the meeting or adjourn the meeting.

## **28A Virtual meetings**

- (1) Meetings of the Board and any general or special general meetings of the association may be convened as tele-conferences or video-conferences using telephony or internet services or other remote digital technology. All meetings must be held in real time.

- (2) A virtual meeting will be chaired by the single presiding member at the principle location advised in the secretary's notice of meeting. The presiding member must give all locations and all members equal opportunity to participate in the business of the meeting. The presiding member will have authority to mute any remote location if in the chair's opinion the remote location is disrupting the business of the meeting.
- (3) Proceedings at the principle location and all remote locations must be available at all locations, whereby all parties at the virtual meeting are able to see and/or hear each other whilst the meeting is under way and take part in discussion as if each person were in a room at the same time.
- (4) Any business documents or files tabled at any location of the virtual meeting are to be made available at all locations. These may be transmitted digitally to the other locations for viewing at those locations. The business of the meeting with respect to those documents or files must not proceed until all locations have access to them.
- (5) Each remote location may appoint a representative to manage the proceedings of the meeting at that location and to present the position of members at that location

## **29. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give notice in writing of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **31. Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **32. Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (5) If the meeting is a virtual meeting, then those attending a remote location will nominate one member attending at that location as their representative to gather and report their voting intentions.

### **33. Proxy votes permitted**

- (1) Proxy voting may be undertaken at or in respect of a general meeting.
- (2) Proxy votes must be provided in writing to the secretary more than 3 days before the meeting in question on the form at Appendix 2, or on a digital rendition of that form containing the same information and issued by the secretary.
- (3) An assigned member of registered organisation or business may assign their proxy vote to another nominated user from that organisation or business or to another member of the association

### **34. Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation. A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- (3) A postal ballot may be executed using digitally secure procedure, executed on behalf of the association by a third party provider.
- (4) Proxy votes will not be accepted in the conduct of a postal ballot.

### **35. Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36. Minutes of general meetings**

- (1) The secretary must circulate to all members present at a general meeting a digitally secure copy of draft minutes and any tabled reports of that meeting within 6 weeks of the close of that meeting.
- (2) If any members attending do not have access to a digital source, the secretary will provide printed copy by normal mail.
- (3) Any members present at the meeting may advise the secretary of any errors in fact within 6 weeks of circulation of those draft minutes.

- (4) The secretary will consolidate any member comment and refer to the Board with 6 weeks for a decision on the validity of comment. The secretary will recirculate any amended draft minutes to members present at the originating meeting, and will present the minutes as amended to the following general meeting for endorsement.

## **Part 5 - Miscellaneous**

### **37. Insurance**

The association may effect and maintain insurance.

### **38. Funds - source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members or employees authorised to do so by the Board.

### **40. Association is non-profit**

- (1) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note.

Section 5 of the Act defines pecuniary gain for the purpose of this clause.

### **41. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

### **42. Custody of books etc**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **43. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all Board meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to

in subclause (1) on payment of a fee of not more than \$1 for each page copied.

#### **44. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or

- (c) by sending it by facsimile transmission or some other form of digital transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of digital transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **45. Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

*Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.*

#### **43 Board may appoint an executive division**

- (1) The Board may by majority of the full Board appoint an Executive Officer and support staff for a period of three years to:
  - (a) provide administrative support to the responsibilities and activities of the Board, the Barista Guild, the Roasters Guild and any sub-committee established by the Board.
  - (b) provide day-to-day administration of the association's affairs as first point of contact for association business.
- (2) The Executive Officer is charged with promoting the association's objectives and ensuring efficient administration of the association's affairs.
- (3) The Executive Officer must attend all meetings of the Board, unless the Board is advised otherwise. The Executive Officer may attend any sub-committee or Guild meeting.
- (4) Once appointed by the Board, the Executive Officer may only be dismissed majority motion of the Board.
- (5) The Executive officer will be responsible for efficient and effective use of an annual operating budget that the Board will allocate. The budget will include an ex gratia allowance for the role of Executive Officer, and other administrative expenses including travel expenses for the Executive Officer to assist with State and Territory business.
- (6) The Executive Officer will not be a member of the association nor a member of the Board.

#### **44 Media**

All media comment or promotion on behalf of the association is to be endorsed by a member of the Board and the Executive Officer.

## ***45 Distribution of property on winding up of association***

(1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

### **Note.**

Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

## ***46 By-Laws***

- (1) The Board may promulgate any By-Laws, which must not be inconsistent with this constitution of the Association or the Associations Incorporation Act 2009, and must be seen as necessary for the efficient management of the association.
- (2) Such By-laws may cover any operational or management issue, or other issue not covered by the Constitution.
- (3) A By-law may be proposed by any two members of the Board, but must be endorsed by a two thirds majority of the Board including the Executive Officer.
- (4) A By-law will only be effective 7 days after it is notified to members in writing. The By-law will be suspended if within that 7 day period a petition of 20 members is received by the secretary seeking its suspension subject to a special general meeting.

# Appendix 1 Application for membership of association

(Clause 3 (1))

APPLICATION FOR MEMBERSHIP OF  
AUSTRALIAN SPECIALTY COFFEE ASSOCIATION INCORPORATED

(incorporated under the *Associations Incorporation Act 2009*)

I, .....  
[full name of applicant]

of .....  
[company]

ABN: ..... ACN: .....  
[ABN or CAN]

at .....  
[physical address]

.....  
[email address]

.....  
[phone number]

.....  
[occupation]

hereby apply to become a member of the Australian Specialty Coffee Association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force, and pay all fees appropriate to the class of membership determined by the Board of Management.

.....  
Signature of applicant Date

Class of membership: Guild Member:  Barista Member:  Company Member:

Category of Membership: .....

## Appendix 2 Nomination as Office Bearer

Clause (24(4))

### NOMINATION AS OFFICE BEARER

We the undersigned being financial members of Australian Specialty Coffee Association hereby nominate:

Candidate Name: .....  
for election to the Board of Management position of: .....

#### **Proposer**

Name: .....  
Company: .....  
AASCA membership login email .....  
Signature: .....

#### **Secunder**

Name: .....  
Company: .....  
AASCA membership login email .....  
Signature: .....

#### **Candidate Acceptance**

I hereby agree to accept nomination for the vacancy on the Board of Management.

Name: .....  
Company: .....  
AASCA membership login email .....  
Signature: .....  
Date: .....

# Appendix 3 Application for Proxy Vote

(Clause 33(2))

## APPLICATION FOR PROXY VOTE

I, .....

*(full name)*

of .....

*(Company name)*

at .....

*(address)*

being a current financial member of Australian Specialty Coffee Association (ASCA) hereby appoint

.....

*(full name of proxy)*

of .....

*(Company name)*

at .....

*(address)*

also being a member of the Australian Specialty Coffee Association, as my proxy to vote for me on my behalf at the Annual General Meeting of the Association,

to be held at .....[time] on .....[date]

at .....[address]

and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against *(delete as appropriate)* the resolution *(insert details)*.

*\* to be inserted if desired.*

.....

*Signature of member appointing proxy      Date*

### NOTE:

- 1. A proxy vote may not be given to a person who is not a member of the Association*
- 2. Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.*