

**The MEMORANDUM  
and  
ARTICLES of ASSOCIATION**



**The Gemmological Association of Australia**  
A.C.N. 000 106 061

THESE MEMORANDUM AND ARTICLES OF ASSOCIATION. ARE AVAILABLE TO ALL STATE ASSOCIATION MEMBERS UPON REQUEST FROM THE FEDERAL SECRETARY AND ARE TO BE USED IN CONJUNCTION WITH THE RESOLUTIONS OF THE FEDERAL COUNCIL.

WHEN APPROPRIATE, REVISED MEMORANDUM AND ARTICLES OF ASSOCIATION WILL BE AVAILABLE FROM THE FEDERAL SECRETARY UPON REQUEST.

**ALL FEDERAL COUNCILLORS AND DIRECTORS WILL BE AUTOMATICALLY ISSUED WITH ANY UPGRADES AS THEY BECOME AVAILABLE.**

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OF  
THE GEMMOLOGICAL ASSOCIATION OF AUSTRALIA.

II

1. The name of the Association is;

**A. “THE GEMMOLOGICAL ASSOCIATION OF AUSTRALIA”**

2. The objects for which the Association is established are:

- (a) To promote the study of gemmology and the scientific and industrial study of all material and articles used or dealt in by persons interested in gemmology, and in connection there with to establish and control educational systems, to hold examinations and tests, to award prizes, diplomas, medals, certificates and scholarships, to found and maintain libraries, laboratories and collections of gem materials and to do anything that will further research and study of the said subject and of the said materials and articles or any of them: Provided always, and with the exception of certificates, diplomas or other instruments of competency issued by the authority of The Vocational Education and Training Accreditation Council, that no diploma or certificate shall be issued by the Association which does not state clearly on the face of it that it is not issued by the authority of any Government Department or Authority but is issued by the authority of the Association only.
- (b) To promote, popularise, encourage, improve and elevate by advertisements, exhibitions and other lawful means of propaganda as may be thought fit the study of Gemmology and to give advice to **MEMBERS**, and to keep a diligent watch upon Legislation of the Parliaments of the Commonwealth or any State or Territory thereof and where necessary, to take steps to place before the various Government Departments the views of the Association regarding any matters affecting the interests of gemmology, and to originate and promote improvements in the law and to support or oppose alterations therein as may be deemed expedient, and to effect improvements in administration and for the purposes aforesaid to petition Parliament, Government Departments and other Authorities and take such other steps and proceedings as maybe deemed expedient.

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- (c) In furtherance of the objects of the Association, to print, publish, sell, lend or distribute any books, journals, magazines or leaflets or audio Cassettes or video Cassettes or audio tapes or compact discs or computer discs or ROMs or works published in other forms of media which the Association may think desirable and to found, establish, undertake, superintend, administer and contribute to any educational, art and technical schools and classes and institutions and Universities and any charitable or benevolent funds from whence salaries or remuneration may be paid or donations or advances made to teachers, masters and deserving persons who may be engaged in education or art and technical work relating to gemmology.
- (d) To establish, subsidise, promote, co-operate with, amalgamate with, receive into union, become a member of, act as, or appoint agents and delegates for control and manage, superintend, lend monetary assistance to, or otherwise assist any associations incorporated or not incorporated, with objects altogether or in part similar to those of this Association, provided that such associations prohibit the payment of any dividend or profit to or the distribution of any property amongst their members as strictly as such payment or distribution is prohibited to or amongst **MEMBERS** of this Association.
- (e) To raise by subscriptions or donations or in any other manner which may seem expedient funds to provide for the promotion and furtherance of the foregoing objects of the Association or any of them.
- (f) Subject to the provisions of the Act, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain, and alter any buildings or erections necessary or convenient for the work of the Association.
- (g) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (h) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (i) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

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- (j) Subject to the provisions of the Act, to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but if the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (k) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (l) Removed by Special General Meeting 16 November 2017
- (m) To promote petition apply for and obtain any Act of Parliament Letters Patent of Incorporation or other authority which may appear desirable for reconstituting the Association or amending or extending its constitution or with a view to attaining any of its objects.
- (n) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or conditions which if an object of the Association would make it a Trade Union or Trade Association.

- 3. The liability of the **MEMBERS** is limited.
- 4. Every **MEMBER** of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while it is a **MEMBER** or within one year afterwards for payment of the debts and liabilities of the Association contracted before it ceases to be a **MEMBER** and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one dollar.

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5. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of a State Association but shall be given or transferred to some other **MEMBER** or associations having objects similar or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 8 hereof, and which are exempt from income tax under Section 23 of the Income Tax Assessment Act, such **MEMBER** or associations to be determined by the **MEMBERS** of the Association at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or any such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
6. True accounts shall be kept of the sums of moneys received and expended by the Association and the manner in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of the **MEMBERS**. Once at least every year the accounts of the Association shall be examined and the correctness thereof duly ascertained by one or more properly qualified Certified Practising Accountant (s) appointed or elected in that behalf by the Association.
7. The registered office of the Association shall be at Melbourne in the State of Victoria.
8. All the income and property derived or owned by the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the **MEMBERS** of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any **MEMBER** of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any person to the Association.

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Nor shall the preceding provisions of this Clause apply to prevent the gratuitous distribution among or sale at a discount to subscribers to the funds of the Association of any books or publications, or audio Cassettes or video Cassettes or audio tapes or compact discs or compact disc ROMs or works published in other forms of media whether published by the Association or otherwise relating to all or any of its objects as above set forth nor to prevent any person who may be a successful competitor or exhibitor at any competition or exhibition held or promoted by the Association under the said objects or to the cost of establishing or holding of which the Association may have subscribed out of its income or property from receiving as such competitor or exhibitor a prize medal or other recognition which may under the regulations affecting the said competition or exhibition be awarded to that person.

<SIGNED>

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**1. PRELIMINARY**

- 1.1. The number of **MEMBERS** with which the Association proposes to be registered shall not exceed 20. The Federal Council may from time to time propose an increase of **MEMBERS**.

**2. INTERPRETATION**

- 2.1. In these Articles if not inconsistent with the context:

- (a) “The Act” or “The Law” means the Corporations Act (2001) and any amending or consolidating statute or any enactments substituted for the Act.
- (b) “Association” means “the Gemmological Association of Australia” or the unincorporated body previously known as “the Gemmological Association of Australia”.
- (c) “Federal Councillor” means a State Association member nominated by the **MEMBER** to be a Councillor representing the **MEMBER** at the Federal Council.
- (d) The term “Honorary Federal President” means the office bearer and Federal Council member who is to preside over the Association.
- (e) “Honorary Federal Chairman” means the Federal Council member elected to chair meetings of the Federal Council and the Board of Directors.
- (f) “The Federal Board” means the Federal Board of Directors comprising of the duly elected representatives of the **MEMBERS** as prescribed in these Articles.
- (g) “Federal Director” means the member of a State Association from time to time serving on the Federal Board.
- (h) “Federal Councillor” means a member of a State Association from time to time serving on the Federal Council.
- (i) “The Office Bearers” means the Federal Council members elected to hold the positions of; the Honorary Federal President, Honorary Federal Chairman, Honorary Federal Treasurer and the Honorary Federal Secretary. The Office Bearers shall also be known as the Federal Executive.
- (j) “Financial Year” means the calendar year ending 31 December.
- (k) The term “General Meeting” refers to an annual general meeting or special meeting as the case may be.

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- (l) “Management Committee” means the management committee of a State Association.
- (m) “**MEMBER**” means a State Association admitted as a **MEMBER** of the Association.
- (n) “State Association member” means a financial member of a State Association.
- (o) “Sustenance” means the annual fee payable by a **MEMBER** for each of its members.
- (p) “Articles” means these Articles of Association and any Rules and Regulations and/or By-Laws of the Association from time to time in force.
- (q) The term “State Association” means the body corporate incorporated in a State or Territory of Australia whose objects and rules have been approved by the Federal Council and known as “The Gemmological Association of Australia [name of State or Territory] Division Inc.”.
- (r) “Resolution” means a motion carried at any meeting of the Association or Federal Council or Committee of the Federal Council.
- (s) Expressions defined in the Act shall have the same meaning in these Articles as in the Act.
- (t) Words of the singular number shall include the plural and vice versa and words of the masculine gender shall include the feminine and in relation to incorporated **MEMBERS** the neuter gender.
- (u) “Non voting member” means an ordinary member of the Gemmological Association of Australia who does not have a franchise and is not a resident of Australia.

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**3 MEMBERS**

- 3.1 There shall be one class of **MEMBER** only and without exception namely:

Any body corporate formed for the purpose of replacing a State Branch or a body corporate formed subsequently, whose objects and rules are approved by the Federal Council and which the Federal Council admits as a **MEMBER** (in these Articles called 'a State Association').

- 3.2 As at the date of the adoption of these articles, each of the following State Associations shall be **MEMBERS** of the Association:

- 3.2.1 The Gemmological Association of Australia (New South Wales Division) Incorporated
- 3.2.2 Gemmological Association of Australia Qld Div Inc
- 3.2.3 The Gemmological Association of Australia South Australia Division Incorporated
- 3.2.4 The Gemmological Association of Australia (Tasmanian Division) Inc.
- 3.2.5 The Gemmological Association of Australia (Victorian Division Inc.)
- 3.2.6 The Gemmological Association of Australia West Australia Division Inc.

- 3.3 Each **MEMBER** of the Association shall to the best of its ability and judgement, further the objects, purposes, interests and influence of the Association.

- 3.4 In each State Association there shall be four (4) categories of members namely:

- 3.4.1 Ordinary members - those members being a member of a State Association and not within categories and (2, 3 & 4).
- 3.4.2 Honorary members - Those members who may be elected to the post of Federal President of the Gemmological Association of Australia if they do not fall under the categories (1), (3) or (4).

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- 3.4.3 Life members - those members who are admitted by a State Association to life membership on a fee prescribed by the **MEMBER**.
- 3.4.4 Honorary Life members - those members who are elected as Honorary Life members by the Federal Council of the Association or elected at a general meeting of the Association on the recommendation of the Federal Council.
- 3.5 GAA non voting member - a member of the Federal GAA who is not resident in Australia.

**4. STATE ASSOCIATION RULES & ARTICLES**

- 4.1 No State Association rules or Articles shall:
  - 4.1.1 conflict with or contradict these Articles of Association and,
  - 4.1.2 conflict with the resolutions of the Federal Council as they may be in force from time to time;
  - 4.1.3 be inconsistent with any of the provisions of the Act or the Memorandum and Articles of Association of the Association or the Rules of the Federal Council nor shall any By-Law or any amendment thereof have any force or effect until it has been approved by the Federal Council.
- 4.2 The objects and rules of a State Association shall:
  - 4.2.1 have no force or effect and may not be altered in any way without the prior approval of the Federal Council.
  - 4.2.2 Without limiting the generality of clause 4.2.1. and subject to the relevant State Act, the objects and rules of a State Association shall provide that if for any reason it ceases to be a **MEMBER** of the Association it shall forthwith discharge all its liabilities, and transfer any assets remaining to the Association.
  - 4.2.3 The objects and rules of a State Association shall provide that if for any reason it ceases to be a **MEMBER** of the Association it shall change its name to delete any reference to the word 'Gemmological' or 'Gemological' and Australia.

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5. ***ADMISSION OF MEMBER***

- 5.1 A body corporate may apply for membership in writing accompanied by a copy of its objects and rules, a list showing the names and addresses of its members and such other information as the Federal Council may require.
- 5.2 Only one body corporate in each of the States or Territory of the Commonwealth of Australia shall be admitted to membership and shall thereupon become a State Association.

6. ***REGISTER OF MEMBERS***

- 6.1 The Association shall keep at its registered office a Register of **MEMBERS** as required by the Act.
- 6.2 At the Headquarters of each State Association there shall be kept a list of members of that State Association as required by the relevant State Act.

7. ***RECIPROCITY***

- 7.1 A member of any State Association, while visiting the centre in which another State Association is located, shall be entitled to participate in all proceedings of that other State Association except that he shall not be entitled to vote on any motion or resolution.
- 7.2 If a member of a State Association moves to another State of Australia for a period of three months or more, the member may transfer their membership from that State Association to the other without restriction.

## **8 FEES AND SUBSCRIPTIONS**

- 8.1 Applicants for membership shall pay an entrance fee fixed by the Federal Council from time to time.
- 8.2 Each **MEMBER** shall within forty days (40) after the commencement of each financial year forward to the Honorary Federal Treasurer and Honorary Federal Registrar a list setting out the names and addresses of the persons who are the financial members of the State Association as at the expiry of the previous financial year.
- 8.3 Each **MEMBER** shall forward a copy of its audited accounts to the Honorary Federal Treasurer within fourteen (14) days of the adoption of the audited accounts at a general meeting of the State Association.
- 8.4 The annual sustenance payable by a **MEMBER** shall be determined by the Federal Council based upon the number of members appearing in the list referred to in Article 8.2 and shall be calculated at the same rate for all **MEMBERS** according to the number of financial members of each State Association.
- 8.5 At the general Meeting of the Federal Council preceding the Annual General Meeting of the Association, the Federal Council shall determine the sustenance for the following year. The required sum shall be remitted by the Treasurer of the State Association to the Honorary Federal Treasurer by March 31 of the following year, or in accordance with such other arrangements as are determined by the Federal Council from time to time.
- 8.6 The Federal Council may from time to time deem it necessary to make a levy on the **MEMBERS** to ensure that the Association remains solvent.

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**9. GENERAL MEETING**

- 9.1 An Annual General Meeting shall be held in every calendar year (not being more than fifteen months after the holding of the last preceding annual general meeting) at such time and place as the Federal Council may determine.
- 9.2 In default of an Annual General Meeting being held any **MEMBER** may convene a general meeting in the same manner as provided by Article 10.
- 9.3 All other general meetings shall be called special general meetings.
- 9.4 The Federal Council may whenever it thinks fit convene a special general meeting of the Association.
- 9.5 At the request of a minimum of two (2) **MEMBERS** a special general meeting may be convened, or, in default, may be convened by such requisitionists as provided by the Act.

**10. NOTICE OF GENERAL MEETING**

- 10.1 Subject to the provisions of the Act relating to special resolutions, at least forty-eight (48) days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) shall be given of any General Meeting; but with the consent of all the **MEMBERS** entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice but not less than fourteen (14) days, and in such manner as those **MEMBERS** think fit.
- 10.2 A notice of a General Meeting shall specify the place, the day and the hour of the General Meeting and except as provided by Article 10.3, shall state the general nature of the business to be transacted at the General Meeting.

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- 10.3 It shall not be necessary for notice of a General Meeting to state that the business to be transacted at the General Meeting includes the consideration of the accounts, the reports of the Federal President, Federal Chairman, Federal Executive or the Federal Council, the election of Federal Councillors or members of the Federal Executive, or the appointment and fixing of the remuneration of the Certified Practising Accountants and Auditors if required.
- 10.4 A Notice of Meeting is to be sent to each **MEMBER** by such means that written acknowledgement of receipt of the notice by the State Association may be received by the Federal Secretary not later than 7 days before that meeting.
- 10.5 A Notice of Meeting is to be sent by the **MEMBER** to each member of a State Association at least five (5) working days before the meeting. This Notice shall contain the same information as is contained in the Notice of Meeting sent to **MEMBERS**.
- 10.6 A Notice of Meeting to the members of a State Associations shall be sent by ordinary prepaid post by the **MEMBER**.
- 10.7 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any a member of a State Association shall not invalidate the proceedings at any meeting of the Association.

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**11. BUSINESS TO BE CONDUCTED AT THE AGM OF THE ASSOCIATION**

- 11.1 At the Annual General Meeting of the Association there may be from time to time elected a Federal Patron.
- 11.2 At the AGM of the Association there may be from time to time elected Honorary Life Member(s).
- 11.3 At the Annual General or General meeting of the Association the Honorary Federal President, or such other person as may from time to time be nominated for that purpose, shall table a report of the resolutions of the preceding Federal Council meeting for ratification by the **MEMBERS**.
- 11.4 At the Annual General Meeting of the Association the Honorary Federal Treasurer, or such other person as may from time to time be nominated for that purpose, shall table a report of the resolutions pertaining to income and/or expenditure of the preceding Federal Council Meeting together with the budget for the coming financial year for ratification by the **MEMBERS**.
- 11.5 A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Association in general meeting shall not less than (14) fourteen days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Association in accordance with the provisions of Articles 10.4 and 10.5.

**12. NOTICE OF MOTIONS**

- 12.1 Any agenda items or motions brought before a General Meeting of the Association with the exception of resolutions from the Federal Council,

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shall be in writing and deposited at the registered office of the Association or personally handed to the Honorary Secretary no less than thirty (30) days prior to the duly called meeting. Any such agenda items or motions shall be moved by a State Association member and seconded by another State Association member.

- 12.2 Any **MEMBER** or member of a State Association may propose an agenda item or motion for consideration at a General Meeting of the Association.
- 12.3 The Honorary Federal Secretary shall pursuant to Article 28.1 circulate notices of motion for a general meeting no less than fourteen (14) days prior to the meeting.

**13. QUORUM**

- 13.1 No business shall be transacted at any general meeting unless a quorum of **MEMBERS** is present at the time when the meeting proceeds to business.
- 13.2 A duly appointed representative of no fewer than four (4) of the State Associations personally present shall be a quorum.

**14. PROCEEDINGS OF GENERAL MEETING**

- 14.1. If within fifteen minutes from the time appointed for the meeting a quorum is not present;
- 14.1.1 the meeting if convened upon the requisition of **MEMBERS**, shall be dissolved; or
- 14.1.2 in any other case it shall stand adjourned to a time and place to be determined by the Federal Council.

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- 14.2. If within 15 minutes from the time appointed for the meeting a quorum is not present at the adjourned meeting, it shall be dissolved.
- 14.3. The Honorary Federal Chairman shall be the chairman of every General Meeting of the Association unless he is absent or at his discretion, delegates this authority to the Honorary Federal President. If the Honorary Federal President or Honorary Federal Chairman are unable or unwilling to chair the meeting, the Chair shall be taken by the Honorary President of the State Association where the meeting is being held.
- 14.4. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, those present and eligible to vote shall choose one of their number to be chairman.
- 14.5. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 14.6. When a meeting is adjourned for thirty (30) days or more at any one time notice of the adjourned meeting shall be given as in the case of an original meeting.
- 14.7. Except as provided by Article 14.6 it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**15. VOTING PROCEDURE**

- 15.1 At any general meeting of the Association, a motion put to the vote of the meeting shall be decided by a simple majority on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

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- 15.1.1 the duly appointed representative of a State Association; or
  - 15.1.2 at least 10% of the member of the State Associations personally present and entitled to vote; or
  - 15.1.3 the Chairman.
- 15.2 Unless a poll is so demanded, a declaration by the chairman that a motion has on a show of hands been carried unanimously or carried by a particular majority or lost and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion.
- 15.3 In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote and the status quo shall be maintained.
- 15.4 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- 15.5 Subject to Article 15.4 if a poll is duly demanded, it shall be taken in such a manner either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be a resolution of the meeting at which the poll was demanded.
- 15.6 In the event that a poll is taken the motion must be carried by;
- 15.6.1 no fewer than four (4) **MEMBERS** and;
  - 15.6.2 75% of the votes cast.
- 15.7 A demand for a poll may be withdrawn.
- 15.8 A motion to amend the Memorandum of Association or the Articles of Association shall be a poll.

**16. VOTING RIGHTS**

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- 16.1 Subject to Article 16.2, each State Association shall have one vote for each of its members shown on the list provided to the Association pursuant to Article 8.2. If in any year a State Association has not complied with Article 8.2, it shall not be entitled to vote at any meeting of the Association until it has done so.
- 16.2 Each member of a State Association shall be entitled to attend and vote in person or by proxy at any general meeting, and the vote of each **MEMBER** shall be reduced by the number of members of each respective State Association that is present either personally or by proxy and entitled to vote.
- 16.3 Each **MEMBER** shall provide a list of financial State Association members to the Honorary Federal Secretary at least one (1) hour prior to the commencement of the General Meeting.
- 16.4 Each member of a State Association shall be entitled to one (1) vote only.
- 16.5 No member of a State Association shall be entitled to vote at any general meeting unless all moneys presently payable by that member to the State Association have been paid, and provided always that such member remains a member of a State Association at the date of the General Meeting.
- 16.6 A State Association shall from time to time appoint from amongst its members at a State Association general meeting a representative to attend and vote at meetings of the Association. Where no such representative has been appointed the State President or his nominee, nominated in writing, is deemed to have been appointed.
- 16.7 The representative of a State Association may at any time be removed and another person appointed in his place by the State Association, subject to Article 16.5. All such appointments and removals shall be notified in writing to the Honorary Federal Secretary of the Association.

**17. PROXY**

- 17.1 The instrument appointing a proxy shall be in writing under the hand of the appointor, or of his attorney duly authorised in writing or, if the appointor is a **MEMBER**, either under the seal or under the hand of an officer or attorney of the **MEMBER** duly authorised. A proxy must be a member of a State Association.
- 17.2 The instrument appointing a proxy as per the form described in Art 17.4 be received by the Honorary Federal Secretary at a time and date set by the Honorary Federal Secretary allowing for delivery up to one hour prior to the meeting or adjourned meeting at which the person named in the instrument of proxy proposes to vote and in default of so doing the instrument of proxy shall not be treated as valid.
- 17.3 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 17.4 An instrument appointing a proxy may be in the following form or any other form the Federal Council approves or in a form that is similar to the following form as the circumstances allow:

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“THE GEMMOLOGICAL ASSOCIATION OF AUSTRALIA”

I, \_\_\_\_\_ of \_\_\_\_\_ being a  
member of The Gemmological Association of  
Australia (\_\_\_\_\_) Division Inc. hereby appoint

\_\_\_\_\_

as my proxy to vote for me and on my behalf at  
the (ordinary or special)\* general meeting  
of the Association to be held on

the \_\_\_\_\_ day of \_\_\_\_\_ 2\_\_\_\_\_

and at any adjournment thereof.

My proxy is authorised to vote in (favour or against)\* the following motion/s.

(insert the motion/s)

If no motions are detailed herein then my proxy is authorised to use their discretion  
to vote on each motion.

Signed \_\_\_\_\_ this \_\_\_\_\_ day

of \_\_\_\_\_ 2\_\_\_\_\_.

(\*). Strike out which one not applicable.

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17.5. Whenever a General meeting of the Association or a Federal Council meeting is held, the **MEMBERS** or Federal Councillors or members of a State Association, may meet together by telephone or some other form of instantaneous communication provided that all **MEMBERS**, Federal Councillors or members of a State Association, as the case may be, participating in the meeting must be able to both hear and speak to all others participating in the meeting. All **MEMBERS**, Federal Councillors or members of a State Association, as the case maybe, so participating shall be counted in a quorum.

**18. THE FEDERAL COUNCIL**

- 18.1 The Federal Council of the Association shall comprise :  
two (2) duly elected State Association members from each **MEMBER**.
- 18.2 At the first Committee of Management meeting following the Annual General Meeting of each **MEMBER** three (3) State Association members shall be elected to the Federal Council.
- 18.3 Of the three (3) State Association members pursuant to Article 18.2 one shall act as an alternate Federal Council member.
- 18.4 Each Federal Council member by virtue of their election must agree in writing to act as a Director of the Corporation; (The Gemmological Association of Australia) as set out by the Act.
- 18.5 The term of a Federal Councillor of the Association shall be two (2) years. A retiring Federal Councillor is eligible for re-election.
- 18.6 A Federal Councillor shall be eligible for election for as many consecutive terms as deemed suitable by the individual nominated State(**MEMBER**) and Federal Council, and said Federal Councillor shall be eligible for re-election at any time. This is applicable to all States (**MEMBERS**) regardless of the number of members they hold.

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- 18.7 Each **MEMBER** shall ensure that at all times its full representation on the Federal Council is maintained.
- 18.8 The Committee of Management of each **MEMBER** shall have the discretion to replace a Federal Councillor as it sees fit.
- 18.9 Without limiting the generality of Article 26.1 and Section 27 of these Articles, in the case of a casual vacancy on the Federal Council, the **MEMBER'S** Committee of Management may appoint a State Association member to fill the casual vacancy and complete the term of office of the Federal Councillor.
- 18.10 The Federal Council shall have no power to do any one or more of the following acts without the prior approval of the **MEMBERS**:
- 18.10.1 mortgage, encumber or grant any security whatsoever over the assets of the Association.
  - 18.10.2 enter into any guarantee or indemnity in the name of the Association.
  - 18.10.3 Incur any debt or single expenditure exceeding Twenty Thousand Dollars (\$20,000.00) in any financial year.
  - 18.10.4 Incur legal expenses exceeding Five Thousand Dollars (\$5,000.00) in any financial year.
- 18.11 Every Federal Councillor of the Association shall, subject to the provisions of the Act, be indemnified out of the assets of the Association against any reasonable liability or cost arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the law in which relief is granted to him by the court pursuant to section 241(2) of the Law in respect of any negligence default breach of duty or breach of trust.

**19 THE FEDERAL BOARD OF DIRECTORS**

- 19.1 The Board of Directors shall consist of two (2) Directors and one (1) alternate director from each **MEMBER.**
- 19.2 The Federal Council shall at the first meeting of a financial year shall nominate the three (3) duly appointed Federal Councillors from each **MEMBER** for the positions of Director and alternate Director of the Association and shall forward these nominations to the Annual General Meeting of the Association for election.
- 19.3 No **MEMBER** shall have the right to veto the nominations of another **MEMBER.**
- 19.4 The term of a Director of the Association shall be two (2) years. A retiring Director is eligible for re-election.
- 19.5 A Director shall be eligible for election for multiple consecutive terms and the said Director shall be eligible for re-election at any time. This is applicable to all States(**MEMBERS**) regardless of the number of members they hold.
- 19.6 Each **MEMBER** shall ensure that at all times its full representation on the Board of Directors is maintained.
- 19.7 The Committee of Management of each **MEMBER** shall have the discretion to replace a Federal Director as it sees fit.
- 19.8 Without limiting the generality of Article 26.1 and Section 27 of these Articles, in the case of a casual vacancy on the Federal Board, the **MEMBER'S** Committee of Management may appoint a State Association member to fill the casual vacancy and complete the term of office of the Federal Director.

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- 19.9 The Board of Directors shall have no power to perform any acts without the prior approval of the Federal Council especially;
- 19.9.1 mortgage, encumber or grant any security whatsoever over the assets of the Association.
  - 19.9.2 enter into any guarantee or indemnity in the name of the Association.
  - 19.9.3 Incur any debt or single expenditure undertake any expenditure for an amount exceeding Twenty Thousand Dollars (\$20,000.00) in any financial year.
  - 19.9.4 Incur legal expenses exceeding Five Thousand Dollars (\$5000.00) in any financial year.
- 19.10 Every Director of the Association shall, subject to the provisions of the Act, be indemnified out of the assets of the Association against any reasonable liability or cost arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the law in which relief is granted to him by the court pursuant to section 241(2) of the Law in respect of any negligence default breach of duty or breach of trust.

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**20 POWERS AND DUTIES OF THE FEDERAL COUNCIL AND  
THE OFFICE BEARERS OF THE ASSOCIATION**

- 20.1 Subject to the Act, the affairs of the Association shall be managed by the Federal Council which may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in general meeting.
- 20.2 The Federal Council shall be the governing body of the Association and all **MEMBERS** shall abide and conform to the Resolutions of the Federal Council.
- 20.3 The Federal Council shall be convened as required and no later than the 30<sup>th</sup> May of each year.
- 20.4 The Federal Council shall meet immediately preceding the Annual General Meeting of the Association where the positions of The Honorary Federal President, Honorary Federal Chairman, Honorary Federal Secretary, Honorary Federal Treasurer, and all committees appointed by the Federal Council shall be declared vacant.
- 20.5 The Office Bearers shall then at that time be elected from Federal Council members or GAA Division members duly nominated for those positions. All committees appointed by the Federal Council shall also at that time be appointed by the Federal Council.
- 20.6 The Alternate Federal Councillor shall be eligible to be an Office Bearer of the Association.
- 20.7 The term of an Office Bearer of the Association shall be one (1) year. A retiring Office Bearer of the Association shall be eligible for re-election.
- 20.8 An Office bearer of the Association shall be eligible for re-election to the same position for three (3) consecutive terms. An option of two

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additional terms (up to 2 years) may be approved for all Office Bearer positions, with agreement by a two-thirds majority of Federal Council. An Officer Bearer shall be eligible for election to another Office Bearer position **or** re-eligible for the same position after a break period of two (2) years. This provision shall not apply to the Hon Federal Treasurer.

- 20.9 A casual vacancy of an Office Bearer shall be filled at the next meeting of the Federal Council.
- 20.10 The Federal Registrar, the Editor of the Official Journal of the Association, the Chairman of the Board of Studies and Examinations, Federal Archivist, Federal Publicity Officer and Federal Constitutional Officer of the Federal Council shall be appointed at the meeting of Federal Council preceding the Annual General Meeting of the Association.
- 20.11 The following additional persons shall be entitled to attend, receive notices and speak at meetings of the Federal Council; but shall not be entitled to vote:
- 20.11.1 The Federal Patron,
  - 20.11.2 The Federal Registrar;
  - 20.11.3 The Federal Constitutional Officer,
  - 20.11.4 The Federal Publicity Officer
  - 20.11.5 The Chairman of any other Committee appointed by the Federal Council,
  - 20.11.6 The Chairman of the Board of Studies and Examinations,
  - 20.11.7 The Editor of the Official Journal of the Association,
  - 20.11.8 A State Association member who has lodged an agenda item in accordance with Resolutions of the Federal Council.
  - 20.11.9 Any other person requested to attend the meeting of the Federal Council.
- 20.12 The Federal Council shall cause minutes to be made in books provided for the purpose:
- 20.12.1 of all appointments of officers made by the Federal Council,

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20.12.2 of the names of the Councillors present at each meeting of the  
the  
Federal Council and of any committee of the Federal  
Council.

20.12.3 of all the resolutions and proceedings at all meetings of the  
Association and of the Federal Council and the Committees  
of the Federal Council and every Councillor present at any  
meeting of the Federal Council or Committee of the Federal  
Council, shall sign his name in a book kept for that  
purpose.

20.13 No motion passed by the Association in general meeting shall  
invalidate any prior resolution or act of the Federal Council which  
would have been valid if that motion had not been passed.

21 ***PROCEEDINGS OF FEDERAL COUNCIL***

21.1 The Federal Council may meet for the dispatch of business adjourn and  
otherwise regulate its meetings as it thinks fit.

21.2 A minimum of two (2) Federal Councillors may at any time, and the  
Federal Secretary shall on the requisition of at least two Federal  
Councillors convene a meeting of the Federal Council.

21.3 No business shall be transacted at any meeting of the Federal Council  
unless a quorum is present at the time when the meeting proceeds to  
business.

21.4 At a meeting of the Federal Council the number of Federal Councillors  
whose presence is necessary to constitute a quorum shall be:

21.4.1 more than fifty percent (50%) of those Federal Councillors  
eligible to attend and vote and

21.4.2 of the Federal Councillors subject to 21.4 (1), more than fifty  
percent (50%) of the **MEMBERS** shall be represented.

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- 21.5 The Honorary Federal Chairman shall chair each and every meeting of the Federal Council unless he is absent or at his discretion delegates this authority to the elected Honorary Federal President.
- 21.6 Where a meeting of the Federal Council is held and:
- 21.6.1 Article 21.5 does not apply; or
- 21.6.2 the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act; the Federal Councillors present may choose one of their number to be Chairman of the Meeting.
- 21.7 Subject to these Articles, motions arising at any meeting shall be decided by a majority of votes of Federal Councillors present and voting and any such decision shall for all purposes be deemed a decision of the Federal Council.
- 21.8 At a Federal Council Meeting, a motion put to the vote of the meeting shall be decided on a show of hands.
- 21.9 The chairman shall direct that a motion has, on a show of hands, been carried unanimously, or carried by a particular majority, or lost and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion.
- 21.10 Each Federal Councillor shall be entitled to a vote equalling 50% of the preceding census membership list of the **MEMBER** submitted as of the 30<sup>th</sup> June and 31<sup>st</sup> December of each year.
- 21.11 In case of equality of votes, the chairman shall not have a second or casting vote.
- 21.12 Notice of a Meeting of the Federal Council is to be given to each Councillor and any other person entitled to receive notices in the same manner as a Notice of Meeting of a General Meeting.

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- 21.13 The Chairman may, with the consent of any meeting of the Federal Council at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21.14 Where a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

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- 21.15 In lieu of convening a meeting of the Federal Council, if all the Federal Councillors have signed a document containing a particular motion of the Federal Council, and a majority of the Federal Councillors have indicated that they are in favour of that motion, the motion shall be deemed to have been passed on the day and at the time on which the document was last signed by a Federal Councillor. In that event the motion becomes a Resolution of the Federal Council.
- 21.16 Where a motion is put to a vote in accordance with Article 21.15, in the case of equality of votes, the chairman shall not have a second or casting vote.
- 21.17 For the purpose of Article 21.15 two or more separate documents containing the motion in identical terms each of which was signed by one or more Federal Councillor shall together be deemed to constitute one document and the motions contained in those documents shall take effect in accordance with Article 21.15 and 21.16.
- 21.18 A ballot as per Article 21.15 shall be declared by the Chairman no later than 30 days after the day the Federal Secretary has distributed the ballot papers.
- 21.19 A non return or an invalid ballot from a Federal Councillor to the Federal Secretary as per Article 21.15 shall be deemed a vote in the negative.
- 21.20 If a ballot as per Article 21.15 is defeated, the motion shall not be resubmitted under the provisions of Article 21.15 but shall be listed by the Secretary as an agenda item for the next face to face or teleconference of the Federal Council.
- 21.21 All Resolutions passed and action taken by any meeting of the Federal Council or of a committee of the Federal Council or by any person acting as a Federal Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Federal Councillor or persons acting as a Federal Councillor, or that they or any of them were disqualified, be as valid as if every

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person had been duly appointed and was qualified to be a Federal Councillor.

- 21.22 The Federal Council may delegate any of its powers to committees consisting of such member or members of State Associations as they see fit; any committee so formed shall in the exercise of the powers so delegated conform to any Resolutions that are imposed on it by the Federal Council.
- 21.23 The Federal Council shall develop procedures for the authorisation and payment of accounts to ensure that there is effective security for, and properly authorised use of cheques and other forms of payment.
- 21.24 The Federal Council shall cause proper accounts to be kept with respect to:
- 21.24.1 all sums of monies received and expended by the Association and the matters in respect of which the receipt and expenditures takes place.
  - 21.24.2 all sales and purchases of goods by the Association; and
  - 21.24.3 the assets and liabilities of the Association.
- 21.25 The accounts shall be kept at the registered office of the Association or at such other place or places as the Federal Council thinks fit, and shall be open for inspection by any person on the Federal Council or a duly appointed representative of a **MEMBER** subject to three (3) days clear notice.
- 21.26 The Federal Council shall from time to time in accordance with Part 3 of the Law cause to be prepared and to be laid before the Association in General Meeting such documents as are required by the Law to be tabled.

**22. FEDERAL COUNCIL PROXY**

- 22.1 A Federal Councillor who is unable to attend at any meeting of the Federal Council may appoint another duly elected Federal Councillor

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from the same **MEMBER** to act as his proxy at such meeting. Such appointment must be made in writing under the hand of the appointor and handed to the Honorary Federal Secretary at the meeting. An instrument appointing a proxy shall be in the form prescribed by the Federal Council.

**23. OTHER COMMITTEES OF THE FEDERAL COUNCIL**

- 23.1 A committee appointed in pursuant to Article 20.4 to which any such powers have been delegated shall exercise the powers delegated in accordance with any direction of the Federal Council and the powers so exercised shall be deemed to have been exercised by the Federal Council.
- 23.2 The chairman of a committee of the Federal Council shall be appointed by the Federal Council.
- 23.3 The committee may meet and adjourn as it thinks fit.
- 23.4 Motions arising at a meeting of a committee shall be determined by a majority of votes of the members present and entitled to vote.
- 23.5 In the case of equality of votes the Chairman of the Committee shall have a second or casting vote

**24. THE SEALS OF THE ASSOCIATION**

- 24.1 The common seal of the Association shall be used by the Board of Directors only with the authority of the Federal Council and every document to which the seal is to be affixed shall be signed by at least two (2) members of the Board of Directors.

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24.2 The embossing seal of the Association shall be affixed to all Diplomas and Certificates of the Association by the Registrar but only with the authority of the Federal Council.

**25. ACCOUNTANTS**

25.1 Certified Practising Accountants shall be appointed and their duties regulated in accordance with the Law.

25.2 Where required by the Law, Auditors shall also be appointed and their duties regulated in accordance with that Law. Should the option exist for the financial report to undergo a review rather than an audit, then a properly passed resolution of the Federal Council prior to the adoption of that report shall suffice.

**26. RETIREMENT OF ELECTED FEDERAL COUNCILLOR/DIRECTOR**

26.1. If a Federal Councillor/Director by death, resignation, or otherwise ceases to be a Federal Councillor/Director before the completion of his term of office, the Management Committee of the State Association represented by such Federal Councillor/Director may appoint another member of such State Association to complete the term of office of such Federal Councillor/Director.

26.2. Each State Association shall elect such number of Federal Councillor/Director as shall be necessary to give its correct representation on the Federal Council pursuant to Article 18.7, Article 19.6.

**27. DISQUALIFICATION OF FEDERAL COUNCILLOR/DIRECTOR**

27.1. In addition to the circumstances on which the office of Federal Councillor/Director becomes vacant by virtue of the Act, the office of Federal Councillor/Director shall be vacated if the Federal

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Councillor/Director:

- 27.1.1 becomes insolvent under administration or makes any arrangement or composition with his creditors generally.
- 27.1.2 becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health; or
- 27.1.3 resigns his office in writing to the State Association; or

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- 27.1.4 is directly or indirectly interested in any contract with the Association provided however that a Federal Councillor/Director shall not vacate his office by reason of his being a member of any corporation firm, society or association which has entered into contracts under or done any work for the Association if such corporation, firm, society or Association is among the class of companies referred to in the last proviso to clause 8 of the Memorandum of Association of the Association and if he shall have declared the nature of his interest as required by the Act.
- 27.1.5 If the State Association whom he represents gives notice to the Honorary Federal Secretary that he has ceased to represent that **MEMBER.**
- 27.1.6 Ceases to be a Federal Councillor/Director by operation of section 228 of the Law.
- 27.1.7 becomes prohibited from being a Federal Councillor/Director by reason of any order made under the Law.

**28. NOTICES**

- 28.1 Notice of a General Meeting shall be given in the manner required by Article 10.4 and 10.5 and also to the Certified Practising Accountant for the time being of the Association. No other person shall be entitled to receive notices of General Meetings.
- 28.2 Notices to **MEMBERS** shall be acknowledged by the **MEMBER** to the Federal Council, and if it is a notice of a General Meeting as required by Article 10.4
- 28.3 Any notice by the Association to a member of a State Association may be given by serving it on him personally or by sending it by pre-paid post to the address supplied by such member to the State Association.
- 28.4 When sent by post a notice shall be deemed to have been served in the case of a notice of meeting on the day after the date of posting and in

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any other case, at the time at which the letter would be delivered in the ordinary course of post.

**29. WINDING UP**

29.1 The provisions of clauses 4, 5 and 8 of the Memorandum of Association of the Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

**30. INDEMNITY**

30.1 Every Office Bearer, Councillor, person on a committee of the Federal Council, Federal Director, Secretary and other officers for the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the court pursuant to section 241(2) of the Law in respect of any negligence default breach of duty or breach of trust.

<SIGNED>

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distribution of. *See Memo 2(c)*

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distribution of. *See Memo 2(c)*

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