

The Australian Society of Cosmetic Chemists

ACN 002 242 462

Constitution

Accepted 20th May 2021

Revision One:

Removal of "The Honorary Treasurer is responsible to ensure that no account balance exceeds that for which the government bank guarantee applies" from section 12.4 (d)

Change Management of the ASCC constitution:

The Australian Society of Cosmetic Chemists Constitution – Accepted 20th May 2021, supersedes 'Constitution of The Australian Society of Cosmetic Chemists Adopted at AGM 1st May 2013'.

9th May 2023

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Constitution of The Australian Society of Cosmetic Chemists

ACN 002 242 462

Accepted at ASCC Annual General Meeting Thursday 20th May 2021

ASCC was incorporated in New South Wales on 18th August 1981 as a company limited by guarantee.

ASCC is a not-for-profit company and as such is exempt from Income Tax on the basis that it is a body established for the encouragement of science.

The ASCC is not a charitable organisation.

1. NAME

- 1.1 The name of the Company is "The Australian Society of Cosmetic Chemists" (hereinafter called **the ASCC**).

2. DEFINITIONS & INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context otherwise requires:

- (a) **The Act** means the Corporations Act 2001 (C'th) as amended.
- (b) **Application Fee** means the fee payable when a person applies to be a member as determined in accordance with clause 5.12.
- (c) **Annual Membership Fee** means the membership fee payable by a member each year as determined in accordance with clause 5.12.
- (d) **ASCC** means The Australian Society of Cosmetic Chemists
- (e) **ASIC** Australian Securities and Investment Commission
- (f) **Committee** means any group constituted by resolution of Council.
- (g) **Council** means the board of directors and the governing council of the ASCC.
- (h) **IFSCC** means the International Federation of Societies of Cosmetic Chemists.
- (i) **Member** means a member of the ASCC.
- (j) **The Objects** means the Objects of the ASCC as set out in clause 4.1.
- (k) **The Regulations** means the Corporations Regulations 2001 as amended.
- (l) **Seal** means the common seal of the ASCC.
- (m) **Secretary** means the person appointed to perform the duties of the secretary of the ASCC and includes the Honorary Registrar, the Honorary Secretary, and the Public Officer.

2.2 Interpretations

- (a) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic and other modes representing or reproducing words in a visible form.
- (b) Words or expressions contained in this Constitution which are not otherwise defined herein shall be interpreted in accordance with the provisions of the Act in force at the date on which this Constitution is approved by the members.
- (c) Where there is conflict between this Constitution and the Act, the requirements of the Act will prevail.
- (d) A reference to a function includes a reference to a power, authority, and duty.
- (e) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (f) Expressions of he or man also include the feminine forms and refer to all persons.
- (g) A reference to a person includes an organisation or entity in any form.

3. FUNDS FOR THE ASCC'S OBJECTS

- 3.1 The income and property of the ASCC howsoever derived shall be applied solely towards the promotion of its objects 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 any member PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the ASCC or to any member thereof or to a Chapter or to a Council in return for any service actually rendered to the ASCC nor prevent payment of interest at a rate not exceeding the maximum rate charged for the time being and from time to time on private overdraft accounts by the Commonwealth Bank on money lent or reasonable and proper rent for premises demised or let by any member.

4. OBJECTS

- 4.1 The Objects of the ASCC are to:

- (a) Promote the advancement of the theory and practice of the science and technology of cosmetics, toiletry, perfumery and the like.
- (b) Promote education, research and other means of advancing knowledge relating to the science and technology of cosmetics, toiletry, perfumery and the like.
- (c) Institute and arrange lectures, seminars, symposia and demonstrations and in general to provide a forum for the discussion and dissemination of information relating to the science and technology of cosmetics, toiletry, perfumery and the like.

- (d) Promote, establish and maintain the professional status of persons having scientific or technological duties within the cosmetics, toiletry, perfumery and like industries.
- (e) Publicly demonstrate the contribution of cosmetics, toiletry, perfumery and the like to human welfare and well-being.
- (f) Hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith PROVIDED THAT no member shall receive any prize, award, or distinction of monetary value except as a successful competitor in any competition held or promoted by the ASCC.
- (g) Subscribe to, become a member of, incorporate with or amalgamate with any other association or organisation whether incorporated or not whose objects are similar to those of the ASCC PROVIDED THAT the ASCC shall not subscribe to or support with its funds or amalgamate with any society or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the ASCC under and by virtue of clause 3.1 of this Constitution.
- (h) Buy, sell and deal in all kinds of apparatus and all kinds of provisions liquid and solid required by the members or persons frequenting the ASCC's premises.
- (i) Purchase, take on lease or exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the ASCC PROVIDED THAT in case the ASCC shall take or hold any property which may be subject to any trusts the ASCC shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (j) Enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the ASCC's objects or any of them and obtain from any such Government or authority any rights, privileges and concessions which the ASCC may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (k) Appoint, employ, remove, or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the ASCC.
- (l) Establish and support or aid in the establishment and support of societies, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the ASCC or the dependents or connections of any such persons; and to grant pensions, allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.
- (m) Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the ASCC's interests and to contribute to, subsidise or otherwise assist and take part in the construction,

improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- (n) Invest and deal with the money of the ASCC not immediately required in such investment accounts that carry Australian Government deposit guarantee.
- (o) Borrow or raise or secure the payment of money in such manner as the ASCC may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the ASCC in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the ASCC's property (both present and future) and to purchase, redeem or pay off such securities.
- (p) Sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the ASCC.
- (q) Take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the ASCC's property of whatsoever kind sold by the ASCC or any money due to the ASCC from purchasers and others.
- (r) Take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the ASCC but subject always to the proviso in clause 3 of this Constitution.
- (s) Take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the ASCC in the shape of donations, annual subscriptions or otherwise.
- (t) Print and publish any newspapers, periodicals, books, or leaflets that the ASCC may think desirable for the promotion of its objects.
- (u) Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the companies, institutions, societies or associations with which the ASCC is authorised to amalgamate.
- (v) Transfer all or any part of the property, assets, liabilities, and engagements of the ASCC to any one or more of the companies, institutions, societies or associations with which the ASCC is authorised to amalgamate.
- (w) Make donations for patriotic or charitable purposes.

5. MEMBERSHIP

5.1 Membership Generally

- (a) A person is eligible to be a member if:
 - (i) the person is a natural person, and
 - (ii) the person is interested in promoting the objects of the ASCC and is, in the opinion of the Council, a fit and proper person and has the necessary qualifications as hereinafter described.

- (b) Once membership has been approved, a person is taken to be a member until they become un-financial, resign or are dismissed from the ASCC.
- (c) Membership is open to individuals only and is not transferrable.
- (d) The Annual Membership Fee is payable within three months of being notified that the membership fee is due to be paid.
- (e) A member can be a member of one Chapter only. This does not prevent any member from participating in the activities of any Chapter.
- (f) All members agree to abide by this Constitution and the policies and procedures of the ASCC as approved by the Council from time to time.

5.2 Membership Classes

- (a) There are two Classes of membership:
 - (i) **Class A** – being members defined as Class A members by the IFSCC. Levels of Class A membership are: Full Members, Senior Full Members, Life Members and Fellow Members.
 - (ii) **Class B** – being members defined as Class B members by the IFSCC. Levels of Class B membership are: Associate Members, Senior Associate Members, Student Members, Honorary Members.
- (b) The ASCC does not provide professional endorsement of scientific qualifications and so members are not entitled to use or infer such endorsement by use of acronyms or by any other means, other than provisions laid down under the Continuing Professional Development (CPD) Program.
- (c) The ASCC may provide educational endorsement so members are entitled to the use of such endorsement by use of ASCC acronyms as specified in the definition of the ASCC Continuing Professional Development (CPD) Program.

5.3 Full Members

To qualify as a Full Member, the person must possess one or more of the following qualifications:

- (a) a degree or equivalent in the fields of chemistry, physics, pharmacy, chemical engineering, medicine, biological or other related fields and are engaged in the cosmetic, toiletry or perfumery industries, OR
- (b) has completed not less than two years full time or three years part time of any course for any degree or equivalent qualifications referred to in subparagraph (a) hereof and who have been active in a technical capacity in the cosmetic, toiletry, perfumery, or allied industries for not less than five years, OR
- (c) who has been active in a technical capacity in the cosmetic, toiletry, perfumery, or allied industries for not less than 10 years, OR
- (d) any such other qualifications as may be prescribed from time to time by a resolution of the Council.

5.4 Senior Full Members

- (a) To qualify as a Senior Full Member, the person must have formerly been a Full Member continuously for a period of at least 15 years and have reached the age of 65, or an age as may be determined from time to time by resolution of the Council.
- (b) Senior Full membership shall be conferred upon a member by resolution of the Council following upon nomination by the Council of the Chapter of which that person was a full member.

5.5 Life Members

- (a) Life membership may be conferred upon a member who has given extraordinary extended service to the ASCC in a technical or service role.
- (b) **Rights and Privileges**
 - (i) Life membership is the highest membership recognition given by the ASCC and carries with it all the rights and privileges of a Full Member.
 - (ii) If a person is an Associate Member at the time Life Membership is conferred, then they will become Full Members of the ASCC.
 - (iii) In addition to a Life Member having all the rights and privileges of a Full Member, a Life Member is exempt from paying the Annual Membership Fee.
- (c) **Process**

Life membership shall be conferred upon a member by majority resolution of the Council following the nomination from the majority vote of the Committee of the Chapter of which that person is a member, or following a review by a committee comprising the ASCC Immediate Past President, the ASCC Vice-President and the ASCC Honorary Registrar (on an annual basis).

The resolution of the Council must be based on a complete history of the nominee exhibiting an extraordinary extended service to the ASCC in a technical or service role.

5.6 Fellow Members

- (a) A Full Member may be elected to be a Fellow in recognition of their high technical standing and extended activity within the ASCC in a technical capacity.
- (b) Fellow membership shall be conferred upon a person by majority resolution of the Council following upon nomination to the Council from the majority vote of the Committee of the Chapter of which that person is a full member, from the Technical Committee of the ASCC, or following a review by a committee comprising the ASCC Immediate Past President, the ASCC Vice-President and the ASCC Honorary Registrar (on an Annual basis).

The resolution of the Council must be based on a complete history of the nominee exhibiting requirements that are laid down by Council from time to time.

5.7 Associate Members

- (a) To qualify as an Associate Member, the person must be associated with the cosmetic, toiletry or perfumery industries or must have an interest in matters related to such industries.
- (b) A person who joins as an Associate Member may apply to be granted Full Membership and such application shall be conferred by resolution of the Council following upon nomination to the Council of the Chapter of which that person is an Associate Member.

5.8 Senior Associate Members

- (a) To qualify as a Senior Associate Member, the person must have formerly been an Associate Member continuously for a period of at least 15 years and must have reached the age of 65, or an age as may be determined from time to time by resolution of the Council.
- (b) Senior Associate membership shall be conferred upon a person by resolution of the Council following upon nomination by the Council of the Chapter of which that person was an Associate Member.

5.9 Student Members

To qualify as a Student Member, the person must be not less than 18 years of age and undertaking a course of study by a registered training organisation leading to the qualifications referred to in Section 5.3 (a) hereof or any course of study which may be prescribed from time to time by resolution of the Council and who is not eligible for any other class of membership.

5.10 Honorary Members

- (a) To qualify as an Honorary Member, the person must have given outstanding service to the ASCC, or otherwise must have made outstanding contributions to the objects of the ASCC or to the cosmetic, toiletry or perfumery industries.
- (b) Honorary membership shall be conferred upon a person by resolution of the members at the Annual General Meeting of the ASCC following upon nomination by the Council.
- (c) Honorary membership shall be reconfirmed each year by resolution of the members at the annual general meeting of the ASCC and if not so reconfirmed shall automatically lapse.

5.11 Nomination for Membership

- (a) The application for membership shall be made online using the membership application form and submitted digitally to the liaison officer. A list of members may then be reviewed, accepted, or rejected and minuted via Council Meeting. In no case shall the Council be required to give any reason for the rejection of an applicant.
- (b) The application shall be submitted and then an invoice raised for the first annual membership fee and the application fee for the class of membership sought.

- (c) The Council may from time-to-time delegate its powers to consider applications for membership in the classes of full, associate or student members, to determine upon the admission or rejection of an applicant, to the Chapter Committee appropriate to the applicant's residence. In no case shall the Chapter Committee be required to give any reason for the rejection of an applicant to the applicant but shall provide its reasons to the Council.
- (d) Admission of new members and changes in membership status will require a 75% majority of Council to approve.
- (e) When an applicant has been accepted for membership, the Honorary Registrar shall forthwith send to the applicant written notice of their acceptance and they shall thereupon become a member.

5.12 Membership Fees

- (a) The Application Fees and Annual Membership Fee payable by the various classes of members of the ASCC shall be such as the members in general meeting shall from time to time prescribe.
- (b) Unless otherwise determined by the members in general meeting, the Annual Membership Fees payable by each class of membership, as a proportion of the Annual Membership Fee that is payable by a Full Member, is as follows:

Class of Membership	% of Membership Fee Payable
Full Member	100
Senior Full Member	66
Fellow Member	50
Life Member	0
Associate Member	95
Senior Associate Member	60
Student Member	33
Honorary Member	0

- (c) All Annual Membership Fees are due on 30th June in every year and are payable by 30th September of that year.
- (d) Members who join between 1st January and 30th June will remain financial until 30th June in the following year.
- (e) Membership fees payable are in accordance with the table except when membership is renewed or created under another Council determined membership program such as the Benefactor's Program.

5.13 Membership Rights

- (a) All members shall have the same rights save as hereinafter appearing and save as otherwise provided in this Constitution:

Right	Full	Associate	Student	Honorary
Member Vote at general meetings	Yes	Yes	Yes	No
Election as Councillor	Yes	Yes	No	No
Vote to Change Constitution	Yes	Yes	No	No
Elected to office of President	Yes	No	No	No
Elected to office of Vice President	Yes	No	No	No
Elected to Office of Honorary Registrar	Yes	Yes	No	No

- (b) The rights of each Senior Full Member, Life Member and Fellow Member are the same as for each Full Member, except as otherwise provided in this Constitution.
- (c) The rights of each Senior Associate Member are the same as for each Associate Member, except as otherwise provided in this Constitution.
- (d) Membership entitlements not transferable. A right, privilege or obligation which a person has by reason of being a member:
- (i) is not capable of being transferred or transmitted to another person, and
 - (ii) terminates on cessation of the person's membership.

5.14 Cessation of membership

A person ceases to be a member if the person:

- (a) Dies
- (b) Resigns from his or her membership of the ASCC.
- (c) Is expelled from the ASCC; or
- (d) Fails to pay his or her Annual Membership Fee under clause 5.12 within three months after the fee is due.

5.15 Resignation of membership

- (a) A member may resign from membership of the ASCC by first giving to the Secretary written notice of at least one month (or such other period as the

Council 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.

- (b) If a member ceases to be a member under clauses 5.14 or 5.15(a), and in every other case where a member ceases to hold membership, the Honorary Registrar must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

5.16 Register of Members

- (a) The Honorary Registrar of the ASCC must establish and maintain a register of members of the ASCC specifying the name and electronic or postal or residential address of each person who is a member together with the date on which the person became a member.
- (b) The register of members must be kept:
 - (i) at the main premises of the ASCC, or
 - (ii) if the ASCC has no premises, at the ASCC's registered office address.
- (c) If a member requests in writing that any information contained on the register about the member (other than the member's name) not be available for inspection, then that information must not be made available for inspection.
- (d) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter,
 - (ii) a notice in respect of a meeting or other event, relating to the ASCC or other material relating to the ASCC, or
 - (iii) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (e) Membership information will not be divulged to third parties, without the express written permission of the member.

5.17 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the ASCC or the costs, charges and expenses of the winding up of the ASCC is limited to the amount, if any, unpaid by the member in respect of the Annual Membership Fee payable in accordance with clause 5.12.

5.18 Resolution of disputes

- (a) A dispute between a member and another member (in their capacity as members of ASCC), or a dispute between a member or members and the ASCC, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983 (NSW)*.
- (b) If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 2010 (NSW)* applies to any such dispute referred to arbitration.

5.19 **Disciplining of members**

- (a) A complaint may be made to the Council by any person that is a member, regarding any member that:
 - (i) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the ASCC.
- (b) The Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Council agrees that the complaint is valid, the Council:
 - (i) must cause notice of the complaint to be served on the member concerned,
 - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The Council may, by resolution, expel the member from the ASCC or suspend the member from membership of the ASCC 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.
- (e) If the Council expels or suspends a member, the President and Honorary Registrar (in a joint letter to the member in question, on ASCC letterhead) must, within seven 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 Council for having taken that action and of the member's right of appeal under clause 5.20.
- (f) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (ii) if within that period the member exercises the right of appeal, unless and until the ASCC confirms the resolution under clause 5.20, whichever is the later.

5.20 **Right of appeal of disciplined member**

- (a) A member may appeal to the ASCC in general meeting against a resolution of the Council under clause 5.19 within seven days after notice of the resolution is served on the member, by lodging with the Honorary Secretary a notice to that effect.
- (b) 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.

- (c) On receipt of a notice from a member under clause 5.20(a) the Honorary Secretary must notify the Council, which must convene a general meeting of the ASCC to be held within 28 days after the date on which the Honorary Secretary received the notice.
- (d) At a general meeting of the ASCC convened under clause 5.20(c):
 - (i) no business other than the question of the appeal is to be transacted,
 - (ii) the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both,
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and
 - (iv) the appeal is to be determined by a simple majority of votes cast by the members.

6. THE COUNCIL

6.1 Powers of Council

- (a) The Council is the governing body of the ASCC and acts as the Board of Directors of the ASCC.
- (b) The business of the ASCC shall be managed by the Council who may pay all expenses incurred in promoting and registering the ASCC and may exercise all such powers of the ASCC as are not by the Act or by this Constitution required to be exercised by the ASCC in general meeting, subject, nevertheless to this Constitution, to the provisions of the Act and to such regulation being not inconsistent with the aforesaid Constitution or provisions as may be prescribed by the ASCC in general meeting; PROVIDED THAT any rule, regulation or policy of the ASCC made by the Council may be disallowed by the ASCC in general meeting and PROVIDED FURTHER that no resolution or regulation made by the ASCC in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been passed or made.
- (c) The Council may exercise all the power of the ASCC to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the ASCC.
- (d) For the purpose of clause 6.1(c) the rate of interest payable in respect of money lent by members to the ASCC shall not exceed the lowest rate paid for the time being by banks in New South Wales in respect of term deposits.
- (e) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the ASCC shall be signed, drawn, accepted, endorsed and otherwise executed as the case may be by any two members of the Council or in such other manner as the Council from time to time determines.
- (f) The Council shall by way of resolution under this constitution form Chapters and Committees as required.

6.2 Election of Council Members

- (a) Nominations of candidates for Council must be:
 - (i) made in writing, signed by two members of the ASCC and accompanied by the written consent of the candidate indicating which Chapter they are nominating for, and
 - (ii) be delivered to the Secretary of the ASCC at least 14 days before the date fixed for holding the annual general meeting.
- (b) All signatories on the nomination must be members of the Chapter for which the candidate has nominated.
- (c) Immediately prior to the ASCC Annual General Meeting each Chapter will elect, from the nominations received, one eligible member for every forty members or majority part of forty members based on the Chapter total membership, to Council. The number of Councillors is to be capped at a total of 20, with the number of Councillors per Chapter being allocated on a percentage of member basis once 20 Councillors are reached based on one for every 40 members. Each Chapter will be allowed a minimum of one Councillor provided they have a membership of at least 40 members. A ballot may be necessary in accordance with clauses 6.2 (f) and (g).
- (d) If insufficient nominations are received to fill all vacancies on Council, the candidates nominated are all taken to be elected to Council and further nominations are to be received at the Annual General Meeting.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected to Council.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- (g) The ballot for election of Council is to be conducted at the Annual General Meeting in such usual and proper manner as the Council may direct.
- (h) The members so elected to Council shall be confirmed at the ASCC Annual General Meeting following the aforesaid elections.
- (i) The members elected to Council shall hold office until the next Annual General Meeting when they shall retire and, subject to clauses 6.2(j), (o) and (p), shall be eligible for re-election.
- (j) The members so elected and confirmed shall, together with the Immediate Past President, constitute the Council for the time being of the ASCC.
- (k) Forthwith, upon the election and confirmation of the members of the Council, the Council shall meet and, subject to clauses 6.2(o) and (p), elect office bearers from their numbers PROVIDED THAT:
 - (i) the President and Vice President shall not be members of the same Chapter.
- (l) The Chairperson of the aforesaid meeting shall be the Immediate Past President or if they shall decline or otherwise not be available to chair the

meeting, the members of the Council shall elect such other person of their number to act as Chairperson.

- (m) In the case of equality of votes in respect of voting on any position of office bearer, the Chairperson shall have a casting vote.
- (n) The office bearers of the ASCC shall consist of a President, Vice President, Honorary Treasurer, Honorary Registrar, Honorary Secretary, Honorary Parliamentarian, Honorary Education Officer and Honorary Publicity Officer, all of whom shall be members of the ASCC.
- (o) No person will hold more than one office bearer position.
- (p) The office of President shall not be held by the same person for more than three consecutive years but after the lapse of a period of 12 months after the completion of the aforesaid period of three years, any such person shall be eligible for re-election as a President of the ASCC.
- (q) Any member of Council who is not an office bearer of Council at the date on which an Annual General Meeting is called for up to five consecutive years is required to become an office bearer on Council if they continue to serve on Council.
- (r) The ASCC may from time to time, by ordinary resolution passed at a General Meeting, increase or reduce the number of office bearers and other members of the Council.
- (s) The Council shall have power at any time and from time to time to appoint any eligible member to the Council, either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Council but so that the total number of office bearers or other members of the Council shall not at any time exceed the number fixed in accordance with this Constitution PROVIDED ALWAYS that any appointment to fill a casual vacancy in the Council or office bearers shall be made from eligible members of the Chapter of which the person causing the casual vacancy is or was a member.
- (t) Any office bearer or other member of the Council so appointed shall only hold office until the next following Annual General Meeting.

6.3 **Removal of Council Members**

The ASCC may by ordinary resolution of members of which 21 days notice has been given, remove any office bearer or other member of the Council before the expiration of their period of office and may by an ordinary resolution of members appoint another eligible member in their stead PROVIDED ALWAYS that any such appointment shall be made from eligible members of the Chapter of which the person removed was a member.

6.4 **Council Position Becoming Vacant**

The office of a member of the Council shall become vacant if the member:

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally,

- (b) becomes prohibited from being a director of a company by reason of any order made under the Act,
- (c) ceases to be a member of the Council by operation of Part 2D.6 of the Act,
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
- (e) resigns their office by notice in writing to the ASCC,
- (f) does not attend more than two consecutive Council meetings without the previous consent of Council,
- (g) holds any office of profit under the ASCC,
- (h) ceases to be a member, or
- (i) is directly or indirectly interested in any contract or proposed contract with the ASCC.

7. OFFICE BEARERS

7.1 President

The President as the Chief Executive Officer of the ASCC is responsible for:

- (a) the effective operation of the ASCC,
- (b) the direction of operations and activities of the ASCC as a whole, and
- (c) examining each activity of the ASCC to ensure it is concurrent with the goals of the ASCC.

7.2 Vice-President

The Vice President is the deputy to the President, is a member of Council and oversees the operation of Council Committees.

7.3 Honorary Treasurer

- (a) The Honorary Treasurer is responsible for ensuring all financial matters including bank accounts, transactions, budgets, audits and financial reports are carried out in accordance with the requirements of the Australian Securities & Investments Commission, this Constitution and other financial policies and procedures as determined by Council.
- (b) The Honorary Treasurer must conduct an annual review to confirm the not-for-profit income tax status of the ASCC.

7.4 Honorary Registrar

The Honorary Registrar, in conjunction with the Honorary Secretary, acts as the Public Officer of the ASCC and maintains an accurate register of members of the ASCC.

7.5 Honorary Secretary

It is the duty of the Honorary Secretary to:

- (a) Keep minutes of:
 - (i) all appointments of officers and servants,

- (ii) the names of members of the Council present at all meetings of the ASCC and of the Council, and
 - (iii) all proceedings at all meetings of the ASCC and of the Council.
- (b) Prepare the Annual Report of ASCC, with the assistance of the Administrative Assistant of ASCC, and seek information from all office bearers in respect of that report.
 - (c) Lodge all necessary documentation, including changes in office bearers and Councillors, with the Australian Securities and Investments Commission.
 - (d) Provide and lodge the annual confirmation of the ASCC's not-for-profit income tax status.

7.6 Honorary Parliamentarian

It is the duty of the Honorary Parliamentarian to:

- (a) Administer the Constitution and Policy and Procedures Manual of ASCC, assuring that all items contained within the Constitution and Policy and Procedures Manual are up to date.
- (b) Advise the ASCC Council on legal matters pertaining to the Constitution and Policy and Procedures Manual.

7.7 Honorary Publicity Officer

It is the duty of the Honorary Publicity Officer to oversee all publicity that is sent out on behalf of the ASCC or its Committees.

7.8 Honorary Education Officer

- (a) The purpose of Honorary Education Officer is to promote education within the cosmetics, toiletries and perfumery industry.
- (b) Education should address technical people wishing to further their knowledge as well as promoting education of associate and non-experts in the technology of the cosmetics, toiletries and perfumery industry.

8. OTHER COUNCIL POSITIONS

8.1 Immediate Past President

- (a) The Immediate Past President is an ex-officio member of Council and retains this position until the person who succeeded him as President becomes Immediate Past President. In any case, the Immediate Past President can serve for a maximum of three years.
- (b) If the person who becomes Immediate Past President decides not to take a position on the Council, then the role remains vacant.
- (c) The Immediate Past President is not an office bearer.

9. PROCEEDINGS OF COUNCIL

- (a) The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Council may at

any time and the Honorary Secretary shall, on the requisition of a member of the Council, summon a meeting of the Council.

- (b) Subject to this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by the majority of the members of Council at a meeting shall for all purposes be deemed a determination of the Council. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- (c) A member of Council shall not vote in respect of any contract or proposed contract with the ASCC in which he is interested or any matter arising thereat and if he does so vote, their vote shall not be counted.
- (d) The quorum necessary for the transaction of business of the Council shall be a majority of the total number of members of the Council.
- (e) No business is to be transacted by the Council unless a quorum is present.
- (f) If a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to stand adjourned to a time agreed by those present.
- (g) If at the adjourned meeting a quorum is not present, then the meeting is to be dissolved.
- (h) The continuing members of the Council may act notwithstanding any vacancy in the Council but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Council, the continuing member or members may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the ASCC, but for no other purpose.
- (i) The President shall preside as Chairperson at every meeting of the Council or if there is no President, or if at any meeting they are not present within 10 minutes after the time appointed for holding the meeting, the Vice President shall be Chairperson or if the Vice President is not present at the meeting, then the members may choose one of their number to be Chairperson of the meeting.

10. CHAPTERS AND COMMITTEES

10.1 ASCC Committees - Chapters

- (a) Chapters are smaller areas within the ASCC organised so that a closer relationship between members and organising committees can exist.
- (b) If two or more states/regions can achieve this criterion by merging then, after application to Council, the Council will declare a new Chapter at the next Annual General Meeting.

10.2 ASCC Committees

The Council by resolution will form Chapter Committees and other Committees to assist as required in the functioning of the ASCC with the purpose being:

- (a) To formulate policies and / or procedures including but not limited to, Conferences, Chapters, technical, regulatory, marketing, publicity, education, formulation, media and any other initiative requiring the efforts of more than a single Councillor, which are raised in the course of conducting business within the cosmetics, toiletries, perfumery and wider relative industries. The ASCC may be divided into Chapters. Each Chapter shall have twenty or more full members, and the full members shall be a majority. This meets the requirements of the I.F.S.C.C. Constitution. States/regions which do not meet this criterion are absorbed into the nearest Chapter.
- (b) To represent the ASCC on relevant committees that develop standards and regulations affecting the cosmetic industry.
- (c) Review changes to standards and regulations that affect the cosmetic industry.
- (d) Recommend to Council technical standards (Position Papers and Position Statements).
- (e) Investigate and respond to technical and other matters raised by members across areas relevant to the science and technology of the cosmetic and related industries.
- (f) Council under this constitution will set the structure of each committee and scope for its function and activities.
- (g) Council may choose to appoint one or more of its members to attend meetings of each Chapter and Committee.
- (h) Once formed the Committee appoints a Chairperson and it should consist of as many people required to for it to function successfully, and the Committee may also seek the advice of non ASCC members.
- (i) The Vice President is to be appointed as the liaison between each Committee and Council.
- (j) Minutes will be recorded, clear terms of reference, time frames and reporting requirements will be established.
- (k) Nomination for the Committees will follow the same procedure as for Council and Chapters.
- (l) Non-members may be invited to attend Committee Meetings but cannot hold the position of Chairperson nor represent the ASCC.
- (m) Nominations for membership of Committees shall be called for along with nominations for Council and Chapter Committees or as required. This does not restrict members joining the Committees at any time.
- (n) Minutes of all Committee Meetings shall be sent to all Councillors, filed and kept in a central location for Council and the relevant Committees to access.
- (o) An annual summary of each Committees' activities shall be included in the ASCC Annual Report.
- (p) The Chairperson will provide a report of activities for each Council Meeting.
- (q) All members of each Committee shall have one vote.

- (r) Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson of the Committee shall have a second or casting vote.
- (s) All acts done by any meeting of the Council or of a committee or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid or that the members of the Council or any of them were disqualified, be as valid as if such person had been duly appointed and was qualified to be a member of the Council.
- (t) All resolutions of a Committee must be submitted to the Council, for approval, before enactment of the resolution or decision; or allowing the resolution or decision to become public.

11. GENERAL MEETINGS

11.1 Annual General Meetings – Holding Of

The ASCC will hold its annual general meeting:

- (a) within five months after the close of the ASCC financial year, or
- (b) within such later time as may be allowed following application to the Australian Securities and Investments Commission, provided the application is made before five months after the close of the ASCC financial year have elapsed.

11.2 Annual General Meetings – Calling Of and Business

- (a) Subject to clause 11.1, the Annual General Meeting of the ASCC is to be convened on such a date and at such a place as the Council thinks fit.
- (b) 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:
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting,
 - (ii) to receive from Council reports on the activities of the ASCC during the last preceding financial year,
 - (iii) the election of members to Council,
 - (iv) to confirm office bearer positions not specified in this Constitution,
 - (v) to receive and consider any financial statement or report required to be submitted to members, and
 - (vi) to confirm nomination and approval of the financial auditor of ASCC.
- (c) Each notice convening an Annual General Meeting must state that it is an Annual General Meeting.

11.3 Special General Meetings – Calling Of

- (a) All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (b) The Council may, whenever it thinks fit, convene a Special General Meeting.

- (c) Upon requisition, in writing, from at least 5% of the total number of members, the Council must convene a Special Meeting of the ASCC.
- (d) A requisition of members for a Special General Meeting:
 - (i) must state the purpose or purposes of the meeting,
 - (ii) must be signed by the members making the requisition,
 - (iii) must be lodged with the Honorary Secretary, and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (e) If the Council fails to convene a Special General Meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Honorary Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held no later than three months after that date.
- (f) A Special General Meeting convened by a member or members under clause 11.3(e) must be convened as nearly as practicable in the same manner as general meetings are convened by the Council.

11.4 **Notice of General Meetings**

- (a) The Honorary Secretary must, at least 21 days before the date fixed for the holding of a general meeting, give a notice to each member specifying the place, date and time of the meeting, the nature of business proposed to be transacted and the intention to propose any resolutions at the meeting.
- (b) 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 11.2(b).
- (c) Any member desiring to bring any business before a general meeting may give notice in writing of that business to the Honorary Secretary who must include that business in the next notice calling a general meeting given after the receipt of the notice from the member.

11.5 **Quorum for General Meetings**

- (a) No item of business shall be transacted at any General Meeting unless a quorum of members is present during the time the meeting is considering that item.
- (b) 25 members, being Class A members present in person, shall be a quorum. For the purpose of this article, "member" includes a person attending as a proxy.
- (c) If within half an hour from the time appointed for the meeting a quorum is not present:
 - (i) the meeting, if convened upon the requisition of members, shall be dissolved, and

- (ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine.
- (d) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present, including not less than 10 Class A members, shall be a quorum.

11.6 Presiding Member

- (a) The President shall preside as Chairperson at every general meeting of the ASCC or if there is no President or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairperson or if the Vice President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting.
- (b) The Chairperson 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.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

11.7 Making of decisions

- (a) At any general meeting, a question put to the vote of the meeting shall be decided by either:
 - (i) a show of hands or,
 - (ii) if on the motion of the Chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (b) If the question is to be determined on a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the book containing the minutes of the proceedings of the ASCC shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (c) The demand for a poll may be withdrawn.
- (d) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, except that a poll demanded in relation to the election of the Chairperson or on the question of adjournment of the meeting shall be taken forthwith.

- (e) Any proposed resolution to amend or replace this Constitution requires the consent of not less than 75% of those members in attendance at the meeting and entitled to vote at the meeting.
- (f) All other resolutions at a general meeting requires the consent of a simple majority of those members in attendance at the meeting and entitled to vote at the meeting.

11.8 **Voting**

- (a) On any question arising at a general meeting of the ASCC, a member has only one vote.
- (b) In the case of equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to a second and casting vote.
- (c) A member is not entitled to vote at any general meeting unless all money due and payable by the member to the ASCC has been paid.

11.9 **Proxy Votes**

- (a) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall, save as herein previously specified, have one vote and on a poll, every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote. All persons being proxies shall be members.
- (b) A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote whether on a show of hands or on a poll by their trustee or by such other person as properly has the management of their estate and any such trustee or other person may vote by proxy or attorney.
- (c) The instrument appointing a proxy shall be in writing under the hand of the appointee or their attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct its proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- (d) The instrument appointing a proxy may be in the form in Appendix A of this Constitution or in a similar form.
- (e) The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the ASCC or at such other place within New South Wales as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
- (f) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the

instrument was executed if no intimation in writing or such death, unsoundness of mind or revocation as aforesaid has been received by the ASCC at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

- (g) Proxy votes shall be only for the issue(s) detailed on the proxy form. That is, the proxy shall not be open to the holder of the proxy but specified only by the proxy giver.
- (h) Proxy votes held by the proxy holder shall be in addition to the vote of the proxy holder.

12. MISCELLANEOUS

12.1 The ASCC Seal

The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a subcommittee of the members of the Council authorised by the committee in that behalf and every instrument to which the Seal is affixed shall be signed by a member of the Council and shall be countersigned by the Honorary Secretary or a second member of the Council or by some other person appointed by the Council for the purpose.

12.2 Change of Name Objects and Constitution

The Corporations Act regulates the process for amending the constitution and a change of name, which requires a special resolution (75% vote).

12.3 Funds

- (a) The funds of the ASCC are to be derived in accordance with the Objects of the ASCC.
- (b) All money received by the ASCC must be deposited as soon as practicable and without deduction to the credit of the ASCC's bank account or other authorised deposit taking institution account.
- (c) The ASCC must, as soon as practicable after receiving any money, issue an appropriate receipt.

12.4 Funds Management

- (a) Funds of the ASCC are to be used in pursuance of the Objects of the ASCC and for no other purpose.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Council or other members of the ASCC authorised by Council to do so.
- (c) All electronic funds transfers must have the approval of two Councillors.
- (d) All funds of the ASCC must be held in accounts which are covered by the Australian Government Bank Deposit Guarantee.

12.5 Accounts

- (a) The Council shall cause proper financial accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Act, provided however that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than six months before the date of the meeting.
- (b) The Council shall from time to time determine, in accordance with clause 12.5(a), at what times and places and under what conditions or regulations the financial accounting and other records of the ASCC shall be open for inspection for the members.

12.6 Audit

A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Act.

12.7 Custody of Books etc

Except as otherwise provided by this Constitution, the Honorary Secretary and Honorary Treasurer must keep in their custody or under their control all records, books and other documents relating to the ASCC.

12.8 Inspection of Books

- (a) The following documents must be open for inspection, free of charge, by a member at any reasonable hour:
 - (i) records, books and other financial documents of the ASCC,
 - (ii) this Constitution,
 - (iii) Policies and Procedures Manual of the ASCC, and
 - (iv) minutes of all general meetings of the ASCC.
- (b) A member may obtain a copy of any documents referred to in clause 12.8(a) on the payment of a fee as determined by Council.

12.9 Service of Notice

- (a) A notice may be served on or given to a person (including a member):
 - (i) by delivering it to the person personally,
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it by facsimile transmission or email or by some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purposes of this Constitution a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee,

- (ii) 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
 - (iii) in the case of a notice sent by facsimile transmission, email or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date, on that date.
- (c) Notice of every general meeting shall be given in any manner herein before authorised to:
- (i) every member, and
 - (ii) the auditor or auditors for the time being of the ASCC.
- (d) No other person shall be entitled to receive notices of any general meeting.

12.10 Annual Report

- (a) The Annual Report will be prepared as required by the Act at the conclusion of the financial year.
- (b) The Annual Report will include financial statements, a list of financial members and reports on the activities of the ASCC during the financial year.
- (c) The annual report will be made available to all members via the ASCC website and/or via email, and members will be advised of its availability a minimum of 21 days before the Annual General Meeting.

12.11 Indemnity

To the extent permitted by the Act, every member of the Council, Auditor, Honorary Secretary or other officer for the time being of the ASCC shall be indemnified out of the assets of the ASCC against any liability arising out of the execution of the duties of their office which is incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in their favour or which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

12.12 Company Winding Up Proceedings

The winding up (or liquidation) of a company is the process by which a company's assets are collected and sold in order to pay its debts. As the ASCC is a non-profit organisation, any monies of ASCC remaining after all debts, expenses and costs have been paid off must be paid to the International Federation of Societies of Cosmetic Chemists (IFSCC) General Fund.

Appendix A – Appointment of Proxy

THE AUSTRALIAN SOCIETY OF COSMETIC CHEMISTS

I, _____ of _____ Chapter
(members name)

being a _____ member of the Australian Society of Cosmetic Chemists
(Membership class)

hereby appoint _____ of _____ Chapter
(Proxy Name)

or failing him _____ of _____ Chapter
(Proxy Name)

or failing them, the Chairperson of the general meeting, as my proxy to vote for me on my behalf at the meeting of the ASCC to be held on:

_____ day of _____ of the year 2_____

and at any adjournment thereof.

My proxy is hereby authorised to vote on the following motions:

_____ for / against*

_____ for / against*

_____ for / against*

_____ for / against*

Signed: _____ Date: _____