**CONSTITUTION OF:**

**INDUSTRIAL HEMP ASSOCIATION OF SOUTH AUSTRALIA (IHASA) Inc.**

**2025**

## *1. Name*

1.1. The name of the group shall be the Industrial Hemp Association of South Australia (IHASA) Inc. referred to here as "the Association".

## *2. Definitions*

2.1. "Hemp" means industrial hemp having less than 1% of the psychoactive ingredient THC.

2.2. "Committee" means the committee of management of the Association.

2.3. "AGM" means annual general meeting of members of the Association convened in accordance with these rules.

2.4. "General Meeting" means a meeting of the membership convened in accordance with these rules.

2.5. "Member" means a member of the Association.

2.6. "The Act" means the Associations Incorporation Act 1985.

2.7. "Special resolution" means a special resolution defined in the Act.

## *3. Primary Objects*

3.1. To promote the development of an Industrial Hemp industry in South Australia.

3.2. To provide support for hemp growers and processors through advocacy and networking.

3.3. To advocate with the State government for the reduction of regulatory barriers to the development of hemp industry.

## *4. Additional Objects*

4.1. To promote public awareness of the uses of industrial hemp and the benefits of an industrial hemp industry.

4.2. To promote research into hemp based products.

4.3. To promote the benefits of hemp as a food and health product.

4.4. To promote the benefits of hemp as a natural fibre for clothing and other fabrics.

4.5. To promote the benefits of hemp as a material for building and insulation in the construction industry.

4.6. To promote the benefits of hemp as a renewable resource and its contribution to carbon sequestration and soil redemption.

## *5. Powers*

5.1. IHASA Inc. shall have all the powers conferred by section 25 of the Act.

## *6. Membership*

6.1. There are three levels of membership:

6.1.1. Corporate membership

6.1.2. Associate membership

6.1.3. General membership

6.2. Corporate membership is available for organisations with a national profile. Corporate members will have opportunity to be represented at a national level through the Australian Hemp Council.

6.3. Associate membership is for licenced hemp growers and processors as well as businesses with a significant investment in hemp based products. Associate members will have access to advocacy and support at a state level.

6.4. General membership is for individuals and small businesses wishing to contribute to and benefit from the success of the hemp industry in South Australia.

## *7. Membership application and annual subscription*

7.1. A membership application form must be completed and submitted for each category of membership.

7.2. A register of members shall be maintained by the Committee and include the name and address of each member, the date on which each member was admitted and the date of and reason(s) for termination of membership (if applicable).

7.3. If at any time it shall be the opinion of the Committee that the interests of the Association so require, membership of the Association may be suspended or terminated by the Committee.

7.3.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

7.3.2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.

7.3.3. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 7.3.4. below), cease to be a member 14 days after the Committee has communicated its determination to the member.

7.3.4. It shall be open to a member to appeal the expulsion to the

Association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.

7.3.5. In the event of an appeal under 7.3.4. above, the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld

7.4. Annual membership is for the financial year 1 July to 30 June. A 50% reduction shall apply to membership applications between 1 January and 30 June.

7.5. The subscription fees shall be payable annually on 1 July or at a time that the Committee determines.

7.6. Changes to the annual subscription for each membership level shall be decided at the AGM or at a Special General Meeting called for that purpose.

7.7. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided that the Committee may reinstate such a person's membership on such terms as it thinks fit.

7.8. A member may resign from the Association by providing written advice by post of email to the Secretary.

## *8. Management*

8.1. Management of the Association will be the responsibility of the Committee.

8.2. The Committee shall have management and control of all funds and property, including records and intellectual property, belonging to the Association.

8.3. The Committee shall comprise a minimum of 3 and a maximum of 5 members.

8.4. Members of the Committee shall be elected from the membership at the AGM subject to the following:

8.4.1. Nomination for Committee membership must be submitted on the Committee Membership Nomination Form at least 2 weeks prior to the AGM

8.5. The Committee shall have the power to co-opt to the Committee any member or members of the Association willing and able to assist in the conduct of the business of the Committee as it may deem necessary or

expedient. Members thus appointed shall not have voting rights unless subsequently elected at an AGM.

8.6. The Committee may establish subcommittees to assist in the conduct of the business of the Committee as it may deem necessary or expedient.

8.7. The Committee may whenever it thinks fit convene a General Meeting or a Special General Meeting. Fourteen days' notice at least specifying the place, day and hour of meeting and the general nature of business shall be given to all members via email.

8.8. The Committee shall determine the officer roles, such as chairperson, secretary, from its membership, to meet its requirements as it sees fit.

8.9. Appointment of the Public Officer will be the responsibility of the Committee.

8.10. The Committee shall determine an annual schedule of meetings to carry out its responsibilities as it deems appropriate.

8.11. All Committee members shall be given at least seven (7) days' notice of a meeting unless it is deemed an emergency meeting. At least three (3) Committee members must be present for the Committee meeting to take place.

8.12. Voting at Committee meetings shall be by simple majority. If there is a tied vote then the president shall have a second vote.

## *9. Finance & Property*

9.1. Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

9.2. The income, property and funds of the Association shall be used and applied solely towards the promotion of the objects of the Association and shall not be paid or transferred to the members or their relatives provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

9.3. An employee of the Association shall notwithstanding that employment be entitled to be a member of the Association, the Committee or any sub-committee provided that:

9.3.1. An employee shall immediately declare a conflict of interest when matters concerning his/her employment or other personal interests are to be discussed. At the request of a majority of the Committee, or one of its Committees, the employee concerned shall remain absent during such discussions.

9.4. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote with respect to that contract or

proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

9.5. Any expenses on behalf of the Association shall be approved by two nominated signatories.

9.6. The financial year of the Association is 1 July to 30 June.

### *10. Appointment of an auditor*

10.1. At each annual general meeting, the members shall appoint an auditor if required to do so in accordance with the Act.

### *11. Annual General Meeting*

11.1. The Annual General Meeting (AGM) shall be held within 5 months of the end of the financial year.

11.2. Notice of the Annual General Meeting and General Meetings shall be given at least fourteen (14) days prior to the date of the meeting specifying the place, the day and the hour for the meeting. Such notice shall be communicated via member email addresses.

11.3. No business shall be transacted at any Annual General Meeting or Special General meeting unless a quorum of 10 members or one third of the total membership (whichever is the lesser) are present at the commencement of such business.

If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall be adjourned to such place, date and time as the president of the meeting shall decide provided that no such meeting shall stand adjourned for a period of more than fourteen days following the date of the adjournment. If at such adjourned meeting a quorum is not present those present shall constitute a quorum and may proceed to transact the business for which the meeting was called.

11.4. Subject to these rules, every member of the Association has only one vote at a meeting of the Association.

11.5. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members. Unless a poll is demanded by at least five members, a question for decision at a general meeting will be determined by a show of hands.

11.6. The business of the AGM shall include:

11.6.1. Confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.

11.6.2. Officers' reports.

11.6.3. Finance Report.

11.6.4. Election / confirmation of Committee members subject to rule 8.3 and 8.4.

11.6.5. Appointment or auditor pursuant to Clause 10.1.

11.6.6. Other business as advised to the president prior to commencement of the meeting.

### *12. Special General Meetings*

12.1. The Committee may call a Special General Meeting of the Association at any time.

12.2. Upon a requisition in writing of not less than 20% of the total number of members of the Association, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

12.3. Every requisition for a special general meeting shall be signed by the relevant members and state the purpose of the meeting.

12.4. Notice of a Special General Meeting shall be given at least twenty one (21) days prior to the date of the meeting specifying the place, the day and the hour for the meeting. Such notice shall be communicated via member email addresses.

### *13. Proxies*

13.1. A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

### *14. Dispute Resolution*

14.1. The dispute resolution procedure set out in this rule applies to disputes under these Rules between:

(1) a member and another member.

(2) a member and the Association.

14.2. The rules of natural justice will be observed and the following process will apply:

(1) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(2) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

### *15. Alteration of the Constitution*

15.1. Proposals for amendments to this constitution or dissolution must be delivered to the secretary in writing. The secretary in conjunction with all other officers shall then decide on the date of a forum meeting to discuss such proposals, giving at least two weeks (14 days) clear notice.

15.2. Any changes to this constitution must be agreed by at least two thirds of those members present and voting at any general meeting.

## *16. Dissolution*

16.1. The Association may be wound up in the manner provided for in the Act.

16.2. On dissolution all property whether real or personal remaining after all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:

16.2.1. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein.

16.2.2. If the Association shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be approved: and

16.2.3. The Association shall not be dissolved except by approval of not less than three quarters of members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice of the proposed dissolution has been given to all members.