

The Australian Prawn Farmers Association

Rules of Association

NAME

1. The name of the incorporated association shall be

Australian Prawn Farmers Association Inc.

(in these Rules called “The Association”).

OBJECTS

2. The object of the Association is:

To promote and support all aspects of the Australian prawn farming industry

By:

Providing a unified voice for the prawn farming industry in representations to government and other bodies.

Promoting and undertaking, as necessary, research and development in the Australian prawn farming industry.

Promoting the development of prawn farming as an environmentally sustainable industry.

Fostering and promoting goodwill amongst members of the association in furtherance of its objectives.

POWERS

3. An incorporated association has, in the exercise of its affairs, all the powers of an individual.
 - 1) An incorporated association may, for example:
 - i. Enter into contracts; and
 - ii. Acquire, hold, deal with and dispose of property; and

- iii. Make charges for services and facilities it supplies; and
 - iv. Do other things necessary or convenient to be done in carrying out its affairs.
- 2) An incorporated association may also issue secured and unsecured notes, debentures and debenture stock for the association.

CLASSES OF MEMBERSHIP

4. Class of membership:

- 1) The membership of the Association shall consist of ordinary members who shall be holders of a current prawn farming permit, and any of the following classes of members:
- i. Associate members (defined as organisations supporting the prawn farming industry but not actively farming prawns themselves).
 - ii. Affiliated members who shall be individuals or parties with an interest in the industry to whom membership will be offered.

Each member shall only be allowed one authorized representative and one vote at association meetings. Non-voting representatives of ordinary, associate or affiliated members may attend.

- 2) The number of members in each class shall be unlimited.

MEMBERSHIP APPLICATION

5. Membership application

- 1) An application for membership must be:
- i. In writing; and
 - ii. Be signed by the applicant; and
 - iii. In the form decided by the Management Committee.

MEMBERSHIP FEES

6. Membership fees

- 1) The membership fees for each class of membership shall be determined by the Management Committee.

ADMISSION AND REJECTION OF MEMBERS

7. Admission and rejection of members

- 1) At the next meeting of the Management Committee after the receipt of any application for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine the admission or rejection of the applicant.
- 2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

8. Termination of membership

- 1) A member may resign from the Association at any time by giving notice in writing to the Secretary.
- 2) The resignation takes effect at –
 - i. The time the notice is received by the Secretary; or
 - ii. If a later time is stated in the notice – the later time.
- 3) The Management Committee may terminate a member’s membership if the member –
 - i. Is convicted of an indictable offence; or
 - ii. Does not comply with any of the provisions of these Rules of Association policies; or
 - iii. Has membership fees in arrears; or
 - iv. Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 4) Before the Management Committee terminates a member’s membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9. Appeal against rejection or termination of membership

- 1) Any class of member whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.
- 2) Upon receipt of notification of intention to appeal against rejection or termination of membership the Secretary shall place it on the agenda for the next general meeting for determination of the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the majority of members present and eligible to vote at such meeting.
- 3) Where an application is rejected, and the applicant does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but his appeal is unsuccessful, the Secretary shall forthwith refund the amount of fee paid. Where a membership is terminated, there shall be no refund and any arrears remain due. Reapplication for membership may be considered after one calendar year.

REGISTER OF MEMBERS

10. Register of members

- 1) The Management Committee shall cause a register to be kept in which shall be entered the names and addresses of all businesses and individuals admitted to membership of the Association, the dates of their admission and classes of membership.
- 2) Particulars shall also be entered into the register of resignations, terminations and reinstatement of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

MEMBERSHIP OF THE MANAGEMENT COMMITTEE

11. Membership of the Management Committee

- 1) The Management Committee of the Association shall consist of the President, Vice President, Secretary/Treasurer, all of whom shall be appointed representatives of ordinary members (namely licensed farmers/hatchery operators) of the Association (except as detailed in subclause 11 8) and such number of other representatives as members of the Association at any general meeting may from time to time elect or appoint.

The Management Committee will be made up of: -

- i. A minimum of four ordinary members; and
 - ii. Two – three other ordinary or associate members (as members see required/agree to each year).
- 2) At the AGM of the Association, elected members up for re-election shall retire from office, but shall be eligible upon nomination for re-election.
- 3) The President, Vice President and Treasurer shall be elected for a term of two years and be eligible for re-election for a maximum of 4 terms.
- 4) The President, Vice President and Treasurer is eligible for re-election as President, Vice-President or Treasurer 1 year after serving the maximum terms.
- 5) Ordinary members shall be elected for 2 years and be eligible for re-election.
- 6) Associate members shall be elected for 1 year and be eligible for re-election.
- 7) Proxies may be used in accordance with these Rules.
- 8) Where the Management Committee appoints an Officer to run the Affairs of the Association, this Officer may fill the position of Secretary and/or Treasurer on the Committee as decided at a General Meeting. This Officer shall not hold a voting position on the Committee.

12. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 1) Resignation, removal or vacation of office of Management Committee member
 - i. A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.
 - ii. The resignation takes effect at –
 1. The time the notice is received by the Secretary; or
 2. If a later time is stated in the notice – the later time.
 - iii. A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
 - iv. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
 - v. A member has no right of appeal against the member's removal under this Rule.
 - vi. A member immediately vacates the office in the circumstances mentioned in section 64(2) of the Act.

VACANCIES ON THE MANAGEMENT COMMITTEE

13. Vacancies on the Management Committee

- 1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

14. Functions of the Management Committee

- 1) Subject to these Rules or a resolution of the members of the Association carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 2) The Management Committee has authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

MEETINGS OF THE MANAGEMENT COMMITTEE

15. Meetings of the Management Committee

- 1) The Management Committee may meet and conduct its proceedings as it considers appropriate but no less than once every 4 calendar months.
- 2) The Management Committee may hold meetings or permit a Committee Member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions.
- 3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members, shall constitute a quorum.

- 4) A question arising at a Committee Meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 5) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- 6) The President is to preside as chairperson at a Management Committee meeting.
- 7) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Vice President will chair the meeting or if no Vice President then members may choose 1 of their number to preside as chairperson at the meeting.
- 8) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee is kept.
- 9) The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- 10) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 11) A subcommittee may elect a chairperson of its meetings.

ANNUAL GENERAL OR GENERAL MEETINGS

16. Annual General or General Meetings

- 1) An Annual General Meeting must be held –
 - i. At least once each year; and
 - ii. Within 6 months after the end date of the Association's reportable financial year.
- 2) The business to be transacted at every Annual General Meeting shall be –
 - i. The receiving of the Management Committee's report and the statement of income and expenditure assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - ii. The receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - iii. The election of members of the Management Committee up for re-election; and
 - iv. The appointment of an auditor.
- 3) Special General Meeting

- i. The Secretary must call a Special General Meeting by giving each member of the Association notice of the meeting within 14 days after –
 - 1. Being directed to call the meeting by the Management Committee; or
 - 2. Being given a written request signed by –
 - a. At least 33% of the number of members of the Management Committee when the request is signed; or
 - b. At least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus 1; or
 - c. Being given a written notice of intention to appeal against the decision of the Management Committee –
 - i. To reject an application for membership; or
 - ii. To terminate a person’s membership.
 - 3. A request mentioned in subrule 3 (2) must state –
 - a. Why the Special General Meeting is being called; and
 - b. The business to be conducted at the meeting.
 - 4. A Special General Meeting must be held within 3 months after the Secretary –
 - a. Is directed to call the meeting by the Management Committee;
 - b. Is given the written request mentioned in subrule 3 (2); or
 - c. Is given the written notice of intention to appeal mentioned in subrule 3 (2)(c).
 - 5. If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.
- 4) General Meeting
- i. At any General Meeting the number of members elected or appointed to the Association’s Management Committee at the close of the Association’s last General Meeting plus 1.
 - ii. If an incorporated association makes a decision at a meeting of the Association for which there is no quorum, the decision has no effect.
 - iii. The Secretary shall convene all General Meetings of the Association by giving not less than 14 days’ notice of any such meeting to the members of the Association.
 - iv. The manner by which such notice shall be given is to be determined by the Management Committee.
 - v. Unless otherwise provided by these Rules, at every General Meeting –
 - 1. The President shall preside as Chairman, or if there is no President, or he is 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 chairman or if the Vice President is not present the committee members shall elect one of their number to be chairman of the meeting;

2. The chairman shall maintain order and conduct the meeting in a proper and orderly manner;
3. Every question, matter or resolution shall be decided by a majority of votes of the members present;
4. Every ordinary member present shall be entitled to one vote and the in the case of an equality of votes the chairman shall have a second or casting vote: provided that no ordinary member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
5. Voting shall be by a show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The chairman shall appoint two members to conduct the secret ballot in such manner he shall determine and the result of the ballot as declared by the chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
6. An ordinary 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 have one vote and in a secret ballot every ordinary member present in person or by proxy or by attorney or other duly authorized representative shall have one vote;
7. The instrument appoint a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either duly seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
8. Where it is desired to afford members opportunity of voting for or against a resolution the instrument appointing a proxy shall be in a form as decided by the Management Committee from time to time.
9. The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote;

10. When decided by the Management Committee, an issue may be resolved by a postal vote of ordinary members;
11. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are kept;
12. To ensure the accuracy of the minutes –
 - a. The minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and
 - b. The minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.
13. If asked by a member of the Association, the Secretary must, within 28 days after the request is made –
 - a. Make the minutes for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
 - b. Give the member copies of the minutes of the meeting.
14. The Association may require the member to pay the reasonable costs of providing copies of the minutes.
15. Members may participate or take part in General or Annual General Meetings by using any technology that reasonably allows the member to hear and take part in discussions.

BY-LAWS

17. By-Laws

- 1) The Management Committee may formulate, issue, adopt, interpret and amend from time to time, By-Laws not consistent with these Rules for the proper advancement, management and administration of the Association and its Objects as it thinks necessary or desirable.

ALTERATION OF THE RULES

18. Alteration of the Rules

- 1) Subject to the Act, these Rules may be amended, repealed or added to by Special Resolution carried at a General Meeting.
- 2) However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

COMMON SEAL

19. Common Seal

- 1) The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by some other person appointed by the Management Committee for the purpose.

FUNDS AND ACCOUNTS

20. Funds and Accounts

- 1) The funds of the Association shall be deposited in the name of the Association in such Bank or Permanent Building Society as the Management Committee may from time to time direct.
- 2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 3) All monies shall be deposited as soon as practicable after receipt thereof.
- 4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following –
 - i. The President;
 - ii. The Secretary;
 - iii. The Treasurer;
 - iv. Any 1 of 3 other members of the Association who have been authorised by the Management Committee to sign cheques issues by the Association.
- 6) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- 7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed “not negotiable”.
- 8) The Management Committee shall determine the amount of petty cash which shall be kept on the system.
- 9) All expenditure shall be approved or ratified at a Management Committee meeting.

GENERAL FINANCIAL MATTERS

21. General Financial Matters

- 1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

DOCUMENTS

22. Documents

- 1) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.
- 2) The financial year of the Association shall close on 30 June in each year.

DISTRIBUTION OF SURPLUS ASSETS

23. Distribution of surplus assets

- 1) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981-1990, and 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 the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association , and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 29, such institution or institution to be determined by the members of the Association.