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.
   iii. Life members who shall be individuals whose exceptional, loyal and outstanding service has positively contributed to the association and the Australian prawn farming industry.

   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) Life members:
   i. Are individuals appointed by a majority vote by the management committee which can be held at any time;
   ii. Receive life membership of the association; and
   iii. Receive complimentary registration to all association events.

3) 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.

WHEN MEMBERSHIP ENDS

8. When membership ends

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.

GRIEVANCE PROCEDURE

10. (A) Grievance Procedure

1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act. 2.
2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.
3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute: a) to the other party; and b) if the other party is not the management committee, to the management committee.
4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single

process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.

5) Subject to rule 10B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to **mediation.**
7) Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.

10 (B) Grievance procedure not continued in particular circumstances

1) This rule applies if— a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 10A(6).
2) The management committee does not have to act under rule 10A(5) or (7) if—
    i. the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
    ii. before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
    iii. the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
    iv. the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

10 (C) Appointment of mediator

1) If a dispute under rule 10A is referred to mediation-
    i. the parties to the dispute must choose a mediator to conduct the mediation; or
    ii. if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be-

1. for a dispute between a member and another member-a person appointed by the management committee; or
2. for a dispute between a member and the management committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.

2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10 (D) Conduct of mediation

1) If a mediator is appointed under rule 10A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
2) Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.
3) The mediator—
   i. must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
   ii. must comply with natural justice; and
   iii. must not act as an adjudicator or arbitrator; and
   iv. during the mediation, may see the parties, with or without their representatives, together or separately.
4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1).
5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10 (E) Representation for grievance procedure

1) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
2) If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
   i. the other party to the dispute;
   ii. the management committee;
   iii. if a mediator has been appointed before the party appoints the representative—the mediator.

3) A representative who acts for a party at a mediation must—
    i. have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
    ii. be authorised to negotiate an agreement for the party.

10 (F) Electronic communication for grievance procedure

1) Electronic communication for grievance procedure
2) Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

REGISTER OF MEMBERS

11. 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.
3) The register must be open for inspection by members of the association at all reasonable times.
4) A member must contact the secretary to arrange an inspection of the register.
5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

12. Prohibition on use of information on register of members

1) A member of the association must not:
    i. Use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes; or

ii. Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable, or commercial purposes.

APPOINTMENT OR ELECTION OF SECRETARY

13. Appointment or election of secretary

1) The secretary must be an adult residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

   (a) a member of the association elected by the association as secretary; or

   (b) any of the following persons appointed by the management committee as secretary—

      (i) a member of the association's management committee.

      (ii) another member of the association; (iii) another person.

2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

4) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

6) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.

7) In this rule— *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

REMOVAL OF SECRETARY

14. Removal of secretary

1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.

2) If the management committee removes a secretary who is a person mentioned in rule 12(1)(b)(i), the person remains a member of the management committee.

3) If the management committee removes a secretary who is a person mentioned in rule 12(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 12(5), the person remains a member of the management committee.

FUNCTIONS OF SECRETARY

15. Functions of secretary

The secretary's functions include, but are not limited to—

i. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and

ii. keeping minutes of each meeting; and

iii. keeping copies of all correspondence and other documents relating to the association; and

iv. maintaining the register of members of the association.

MEMBERSHIP OF THE MANAGEMENT COMMITTEE

16. Membership of the Management Committee

1) The Management Committee of the association shall consist of the President, Vice President and Secretary/Treasurer, the positions of which as voted by the management committee, all of whom shall be appointed representatives of ordinary members (namely licensed farmers/hatchery operators) of the association unless rule 13 applies for the secretary position.
2) A member of the management committee, other than a secretary appointed by the management committee under rule 13(1)(b)(iii), must be a member of the association.
3) The Management Committee will be made up of:-
    a. A minimum of four ordinary members;
    b. A maximum of four associate members; and
    c. The total number of members on the management committee will not exceed 10 excluding the Treasurer and Secretary.

4) A member of the association may be appointed to a casual vacancy on the management committee under rule 13.
5) 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.

MANAGEMENT COMMITTEE MEMBERS TO BE ELECTED AT ANNUAL GENERAL MEETINGS

1) Proxies may be used in accordance with these rules.
2) Every two years at the annual general meeting, Ordinary members must retire from office, but are eligible, on nomination, for re-election.
3) Every annual general meeting, Associate members must retire from office, but are eligible on nomination, for re-election.
4) The President and Vice President positions shall be elected by the management committee for a term of two years and eligible for re-election alongside rule 17(2).
5) The Treasurer shall not hold a voting position on the management committee and is elected by the management committee.
6) If a management committee member authorised to vote under rule 4 (one authorised representative and one vote) also holds the position of Treasurer, the management committee member is only entitled to one vote as per rule 4.

ELECTING THE MANAGEMENT COMMITTEE

17. Electing the Management Committee

1) A member of the management committee may only be elected as follows:
    i. Any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee.
    ii. The nomination must be:
        1. In writing; and
        2. Signed and/or accepted by the candidate and the members who nominated him or her; and
        3. Given to the secretary at least 14 days before the annual general meeting at which the election is to be held.
    iii. Each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee.
2) A person may be a candidate only if the person:
    i. Is an adult;
    ii. Is not ineligible to be elected as a member under 61A of the Act; and

iii. Has been a financial member of the association for at least 1 year prior.

3) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
    i. Whether or not the association has public liability insurance; and
    ii. If the association has public liability insurance – the amount of the insurance.

18. 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

19. Vacancies on the Management Committee

1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
3) However, if the number of committee members is less than the number fixed under rule 21(1), as a quorum of the management committee, the continuing members may act only to:
    i. Increase the number of management committee members to the number required for a quorum; or

ii. Call a general meeting of the association.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

20. 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

21. Meetings of the Management committee

1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
2) The management committee must meet at least once every 4 months to exercise its functions.
3) The management committee must decide how a meeting is to be called.
4) Notice of a meeting is to be given in the way decided by the management committee.
5) 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 as they happen.
6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
7) 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.
8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the members has an interest in the contract or proposed contract and, if the members does vote, the member's vote must not be counted.
9) The President is to preside as chairperson at a Management committee meeting.

10) If there is no President or if the President is not present within 10 minutes after the time fixed for a 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.

QUOROM FOR MANAGEMENT COMMITTEE MEETING

22. Quorum for, and adjournment of, management committee meeting

1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

MINUTES OF THE MANAGEMENT COMMITTEE MEETINGS

23. Minutes of management committee meetings

1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting.
2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

APPOINTMENT OF SUBCOMMITTEES

24. Appointment of subcommittees

1) 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.
2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting **but may be asked to sit on the management committee at the discretion of the management committee, including the terms of their participation (excluding voting rights).**
3) A subcommittee may elect a chairperson of its meetings.
4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
5) A subcommittee may meet and adjourn as it considers appropriate.
6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

25. Acts not affected by defects or disqualifications

(1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

(2) Subrule (1) applies even if the act was performed when—

(a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

(b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

ANNUAL GENERAL MEETING

26. Annual General Meeting

Each annual general meeting must be held—

(a) at least once each year; and

(b) within 6 months after the end date of the association's reportable financial year.

MANAGEMENT COMMITTEE MEMBERS TO BE ELECTED AT ANNUAL GENERAL MEETING

27. Management committee members to be elected at annual general meeting

The association must elect the members of the management committee up for election at the annual general meeting of the association.

OTHER GENERAL BUSINESS FOR ANNUAL GENERAL MEETINGS

28. Other general business for annual general meetings

1) 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; and
iii. The appointment of an auditor.

NOTICE OF GENERAL MEETING

29. Notice of general meeting

1) The secretary may call a general meeting of the association.

2) The secretary must give at least 14 days' notice of the meeting to each member of the association.

3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

4) The management committee may decide the way in which the notice must be given.

5) However, notice of the following meetings must be given in writing—

   (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—

      (i) to reject the person's application for membership of the association; or

      (ii) to terminate the person's membership of the association.

   (b) a meeting called to hear and decide a proposed special resolution of the association.

6) A notice of a general meeting must state the business to be conducted at the meeting.

7) The quorum for a general meeting is 50 % of total membership number plus 1.

8) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

PROCEDURE AT GENERAL MEETING

30. Procedure at general meeting

1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

3) At each general meeting—

(a) the president is to preside as chairperson; and

(b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and

(c) the chairperson must conduct the meeting in a proper and orderly way.

VOTING AT GENERAL MEETING

31. Voting at general meeting

1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

4) The method of voting is to be decided by the management committee.

5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

SPECIAL GENERAL MEETING

32. Special general meeting

1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—

(a) being directed to call the meeting by the management committee; or

(b) being given a written request signed by—

(i) at least 33% of the number of members of the management committee when the request is signed; or

(ii) 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 an 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.

2) A request mentioned in subrule (1)(b) must state—

(a) why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

3) A special general meeting must be held within 3 months after the secretary—

(c) is directed to call the meeting by the management committee; or

(d) is given the written request mentioned in subrule (1)(b); or

(e) is given the written notice of an intention to appeal mentioned in subrule (1)(c).

4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

5) If a special resolution vote is required, the resolution needs to be passed at meeting by a three-quarters majority of members who are present and entitled to vote.

PROXIES

33. Proxies

(1) An instrument appointing a proxy must be in writing and be in the following or similar form— [*Name of association*]:

I, _____ of _____ being a member of the association, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the _____ day of _____ 20_____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20_____
_____ Signature

(2) The instrument appointing a proxy must—

(a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

(b) if the appointor is a corporation—

(i) be under seal; or

(ii) be signed by a properly authorised officer or attorney of the corporation.

(3) A proxy may be a member of the association or another person.

(4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

(5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[*Name of association*]:

I,_____ of _____ being a member of the association, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the _____ day of _____ 20_____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20_____
_____ Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

[*List relevant resolutions*]

MINUTES OF GENERAL MEETINGS

34. Minutes of general meetings

1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

2) 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 meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

3) If asked by a member of the association, the secretary must, within 28 days after the request is made—

   a. make the minute book 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.

4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

BY-LAWS

35. By-Laws

1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

ALTERATION OF THE RULES

36. 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.

FUNDS AND ACCOUNTS

37. Funds and Accounts

1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
3) All amounts must be deposited in the financial institution accounts as soon as practicable after receipt.
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

38. 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

39. Documents

1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

DISTRIBUTION OF SURPLUS ASSETS

40. Distribution of surplus assets

1) This rule applies if the association—

(a) is wound-up under part 10 of the Act; and

(b) has surplus assets.

41. The surplus assets must not be distributed among the members of the association.

42. The surplus assets must be given to another entity—

(a) having objects similar to the association's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

43. In this rule— *surplus assets* see section 92(3) of the Act.