

This is the annexure of 25 pages Marked
"A" referred to in Form 5 signed by me and
dated 24 October 2005.

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Annexure A

RULES OF ASSOCIATION

Aquaculture Council of Western Australia (Inc)

Association No. A823404

Revised Issue Date: 21 October 2005

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RULES OF ASSOCIATION

Name of Association

1 The name of the Association is Aquaculture Council of Western Australia (Inc.), in these rules is called ACWA.

Definitions

i. In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"Cluster" refers to any group of ACWA members who identify themselves as, and are prepared to have the Management Committee identify them as, a sub-entity of ACWA. These may be geographic or interest based groups.

"Cluster Coordinator" refers to a person within a region who facilitates the formation and function of the clusters.

"Committee meeting" means a meeting referred to in rule 15;

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"electorate"

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the

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meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 10 (1);

"the Executive officer" means the Executive officer referred to in paragraph (c) of rule 10 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"the Vice-Chairperson" means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1).

Objects of Association

3 (1) The objects of the Association are-

- i. To unite all sections of the aquaculture industry for their common benefit.
- ii. To present the views of a cohesive aquaculture industry at State and Commonwealth levels.
- iii. To promote efforts within the industry for the solving of common problems.
- iv. To act as adviser to, or intermediary between, Government and the industry.
- v. To appoint or nominate representatives to various bodies.
- vi. To uphold the principles and practice of ecologically sustainable development in all WA aquaculture sectors.
- vii. To promote the western Australian aquaculture industry to the community and government at State and national levels.
- viii. To pursue government and its departments to ensure an economic and legislative environment that encourages the development of responsible aquaculture enterprise.
- ix. To provide a quality cost-effective support and services to members.

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(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of Association

4 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- a. acquire, hold, deal with, and dispose of any real or personal property;
- b. open and operate bank accounts;
- c. invest its money -
 - i. in any security in which trust monies may lawfully be invested; or
 - ii. in any other manner authorised by the rules of the Association;
- d. borrow money upon such terms and conditions as the Association thinks fit;
- e. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- f. appoint agents to transact any business of the Association on its behalf;
- g. enter into any other contract it considers necessary or desirable;
- h. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association;
- i. may from time to time make such levies on full members as shall be resolved by a general meeting for any of the purposes of ACWA; and
- j. the Executive Officer or members of ACWA, who upon authority of ACWA, accept or incur pecuniary liability on behalf of ACWA shall be indemnified by ACA against any loss thereof.

Qualifications for membership of Association

5 (1) There shall be three classes of membership of the ACWA:

- (i) Full Member
- (ii) Associate member
- (iii) Student member

Full Member

5.2 The following shall be eligible for membership as Members of ACWA

5.2.2 Companies, Co-operatives, persons and other bodies duly incorporated under or by virtue of the law of a State or Territory of the Commonwealth of Australia who are

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the holders of licences issued by the relevant State and or Commonwealth Authorities to permit them to engage in commercial aquaculture.

5.2.3 Associations and Co-operatives and other bodies duly incorporated under or by virtue of the law of a State or Territory of the Commonwealth of Australia whose principal object is the promotion of the welfare and development of the aquaculture industry.

5.2.4 Persons with a demonstrable record of activity in commercial aquaculture.

Associate Member

5.3 The following shall be eligible for membership as Associate members of the ACWA:

5.3.2 Companies, Corporations and other bodies duly incorporated under or by virtue of the law of a State or Territory of the Commonwealth of Australia whose principal object is the promotion of the welfare and development of the aquaculture industry.

5.3.3 Person, Companies or partnerships which ACWA is satisfied are carrying on or is engaged in, or has carried on or been engaged in business in a service, profession or industry related to the aquaculture industry or allied industries and whom the Council accepts as having or having had regular or routine involvement in the Aquaculture industry.

5.3.4 Scientific, Educational or Technological institutes which have an interest in the development of the Aquaculture industry.

5.3.5 Person, Companies or partnerships which the council is satisfied only want to be informed and who do not want to be directly involved in or associated in the development of Aquaculture.

Student Member

5.4 The following shall be eligible for memberships as Student members of ACWA

5.4.2 Any person currently enrolled in TAFE or tertiary institution and have an interest in the development of the Aquaculture industry.

5.5 Notwithstanding the provisions of 5.2, 5.3 and 5.4 the *Board of Directors* may accept or reject any application for membership.

5.6 A person who wishes to become a member must

- a) apply for membership to the Committee in writing-
- b) signed by that person in such form as the Committee from time to time directs; and
- c) agree to abide by the code of conduct and rules of ACWA.

5.7 The Committee members must consider each application made under sub-rule (5.6) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

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5.8 An applicant whose application for membership of the Association is rejected under sub-rule (5.7) must, if he or she wishes to appeal against that decision, give notice to the Executive officer of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

5.9 When notice is given under sub-rule (5.8), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

Register of members of Association

6 (1) The Executive Officer, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining-

in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at ACWA place of business, or at such other place as the members at a general meeting decide.

(3) The Executive officer must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

Subscriptions of members of Association

7 (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.

(2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose subscription is not paid within three (3) months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

Termination of membership of the Association

8 Membership of the Association may be terminated upon-

(a) receipt by the Executive officer or another Committee member of a notice in writing from a member of his or her resignation from the Association.
Such person remains liable to pay to the Association the amount of

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- an. subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or
- (c) expulsion of a member in accordance with rule 9.

Suspension or expulsion of members of Association

9 (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Executive officer of his or her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-

- (a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

Committee of Management

10 (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-

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(a) a Chairperson;
(b) a Vice-Chairperson; and
(c) not less than seven (7) other persons.
all of whom must be members of the Association.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).

(3) Subject to sub-rules (2A) and (8), a Committee member's term will be from his or her election at an annual general meeting until the election of Committee members at the second annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

(a) the nominator; and
(b) the nominee to signify his or her willingness to stand for election,
to the Executive officer not less than 7 days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may -
(a) propose or second himself or herself for election or re-election; and
(b) vote for himself or herself.

(6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-

(a) the Executive Officer must report accordingly to; and
(b) the Chairperson must declare those persons to be duly elected as members of the Committee at,
the annual general meeting concerned.

(7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

(a) the Committee may appoint a member to fill that vacancy; and
(b) a member appointed under this sub-rule will -
(i) hold office until the election referred to in sub-rule (2); and

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(ii) be eligible for election to membership of the Committee, at the next following annual general meeting.

(9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or any other law.

(10) Any delegation under sub-rule (3) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

Chairperson and Vice-Chairperson

11 (1) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of-

- (a) the Chairperson, the Vice-Chairperson; or
- (b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting,

must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of-

- (a) the Chairperson, the Vice-Chairperson; or
- (b) both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present at the Committee meeting,

must preside at the Committee meeting.

Executive Officer

12 The Executive Officer must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member

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and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

(iii) section 29 of the Act by maintaining a record of -

(A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Executive officer must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

(e) perform such other duties as are imposed by these rules on the Executive Officer.

Treasurer

13 The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statements in accordance with that direction;