

The Constitution of the Marron Growers Association:

1. NAME

"The organisation shall be named the MARRON GROWERS ASSOCIATION OF WESTERN AUSTRALIA, Inc."

2. DEFINITIONS

In these rules unless contrary intention appears -

- (a) "Association" means "The Marron Growers Association of Western Australia Inc."
- (b) "Committee" means the committee of management of the Association.
- (c) "Committee Member" means a member of the management committee appointed in accordance with Rule 10.
- (d) "General Meeting" means a general meeting of members convened in accordance with Rule 14.
- (e) "Marron" denotes the freshwater Crustacea, *Cherax tenuimanus* indigenous to the State of Western Australia.
- (f) "Member" means a person whose application for membership in the prescribed form has been accepted in accordance with these rules and has not lapsed in accordance with Rule 12.
- (g) "Person" shall include individual, a partnership, firm, company, association or other body corporate
- (h) "Regulations" means the regulations of the Association approved or amended from time to time in accordance with this constitution.
- (i) "Rules" denotes the provisions of this constitution as approved or amended from time to time by alteration, addition or deletion.
- (j) "Honorary Life Member" means an individual elected in accordance with Rule 5.
- (k) Where a gender is used in the terminology in this constitution then the male gender shall include the female gender and the singular shall include the plural where it is sensible for it to do so.

3. OBJECTS

The objects of the association are:

- (a) To unite all persons interested in marron growing for their common benefit;
- (b) To act as an adviser to, or intermediary between the industry and Government (both State and Federal) in relation to control, regulation, research, breeding and general animal husbandry practices, promotion, marketing and for the general welfare of the industry.
- (c) To collect and record data and facts relating to the breeding of marron and monitor publications and other sources of information on crustaceans and to disseminate such of this information which in the opinion of the Committee is considered to be beneficial to the interests of members or will promote the objects and purposes of the Association.
- (d) To prescribe regulations from time to time for the purpose of regulating and controlling the affairs of the Association and industry and the conduct of members with regards to safeguarding the environment and the quality of the product;

4. POWERS

The powers of the Association shall be:

- (a) To purchase, hire, lease, exchange or otherwise acquire any real or personal property which may be deemed necessary or convenient for the objects and purposes of the Association;

- (b) To buy, sell, supply and deal in goods of any kind provided always that any profit which may arise from such dealings is not available to members in any form whatsoever but must be used for the promotion of the objects and purposes of the Association;
- (c) To borrow or raise money in such a manner and upon such terms as the Committee may agree is necessary for the promotion of the objects and purposes of the Association;
- (d) To invest such monies not immediately required for any of its objects or purposes in such a manner as the Committee may from time to time legally determine;
- (e) To enter into such agreements as are necessary and reasonable or as considered advisable for the proper utilisation of the Associations assets and for the proper carrying out of the other objects and purposes of the Association;
- (f) To raise funds by public subscriptions and any other means as may from time to time be approved by the Committee;
- (g) To draw accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments;
- (h) To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects and purposes of the Association.

5. MEMBERSHIP

- (a) (i) Membership of the Association shall be open to all persons interested in the growing of marron irrespective of whether they are professional marron growers.
 - (ii) A register of Members shall be kept in a manner decided by the Committee from time to time under its regulations.
- (b) Applications for membership shall be made in writing and lodged with the officer of the Association nominated from time to time by the Committee
- (c) All such applications for membership shall be considered by the Committee and if approved shall be entered in the membership register.
- (d) The Committee may at its absolute discretion refuse an application for membership and if so refused a further application by the same person will not be considered until after six months from the date of refusal.
- (e) The date of admittance as a member shall be the date the application for membership was accepted in the terms of subclause (d) hereof and such date shall be entered in the membership register.
- (f) Following acceptance as a member a person shall be notified in writing by the officer of the Association, nominated from time to time by the Committee, of their acceptance as a member.
- (g) (i) In the event of a member of the Association being a partnership, firm, association or other body corporate, then such Member shall by notice in writing to the Secretary, nominate one individual as a Representative of the partnership, firm, company, association or other body corporate to act on it's behalf at all meetings and in all things carried on, out and by the Association and such Member may in writing at any time and from time to time, revoke any such nomination and make a fresh nomination in writing. Such representative shall to the exclusion of the Member which he represents, be entitled to receive all notices to which a Member of the Association is entitled and to attend and vote at all meetings for and on behalf of the Member which he shall represent and otherwise shall be entitled to enjoy all privileges to which any Member of the Association is entitled.
 - (ii) Nothing in this rule shall prevent any individual who is a member or employee or otherwise associated with such partnership, firm, association, or body corporate from being accepted as a financial member of the Association in his own right and should an individual represent the partnership, firm, company, association or body corporate of which he is a Member, employee, or otherwise associated with by virtue of notice duly given

as required by sub-rule (i) hereof then he shall be deemed to attend and act in such dual capacity and may register votes with respect to his personal membership and that of the partnership, firm, association or body corporate which has so appointed him to be its representative.

(h) Honorary Life Membership

Meritorious personal service to the Association by any member and recognised by the Committee may be recognised with election at an Annual General Meeting of that member to be an Honorary Life Member and a member so elected may exercise the privileges and responsibilities of membership without the necessity to pay fees as set out in Rule 11.

6. INCOME AND PROPERTY

The income and property of the Association, however derived, shall be applied solely to the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise to any member of the Association.

7. PAYMENT FOR SERVICES RENDERED

The Association may appoint a person who is either within the membership or outside the membership of the Association to any office of the Association to the holder of which office there is payable any remuneration by way of a fee, salary, or any out of pocket expenses or a payment for goods and services rendered.

8. DISMISSAL OF REMUNERATED PERSON

The Committee shall have the power to suspend or dismiss any person appointed under Rule 7 and pay them for services rendered.

9. AREA REPRESENTATION OR SPECIAL EXPERTISE

The members in general meeting may appoint representatives not being more than 8 (being members of the Association) to either represent the Association within area boundaries to be defined at the time of appointment or provide special expertise to the Association. Such representatives will be ex officio members of the Committee with voting powers equal to the elected Committee members.

10. COMMITTEE

All positions within the Committee and any sub-committees shall be occupied by individuals.

The committee of the Association shall be vested in a President, Vice President, Treasurer and four Committee Members and ex officio members as per Rule 9.

(a) The President shall act as chairman of all meetings of the Association at which he is present. In his absence the Vice President shall so act and in his absence a chairman shall be elected.

(b) The Committee

(i) Shall control and manage the business and affairs of the Association and perform all acts and things as appear to the Committee to be essential for the proper management of the affairs of the Association.

(ii) May, subject to these rules, exercise all such powers and functions as may be exercised by the Association other than such powers and functions expressly reserved by these rules to be exercised by the members in a general meeting.

(iii) Shall be appointed at each annual general meeting, at which all positions will be declared vacant and elections held.

Postal voting may be used under clause 10(c)(ii)

(iv) May from time to time co-opt other members to form part of sub-committees deemed necessary for the proper discharge of the Committee's duties and obligations.

(v) Shall have the right to fill casual vacancies by appointment from amongst members otherwise eligible to serve in accordance with these rules.

(vi) Shall be indemnified by the Association for any pecuniary liability incurred on behalf of the Association whilst faithfully and truly performing their obligations under these rules.

(vii) Shall appoint a Secretary and /or a Treasurer of the Association if no-one is elected to those positions. Where a member is elected as Secretary the Committee may appoint an officer to assist with the secretarial duties.

The Secretary shall keep correct minutes of all Committee and General Meetings, conduct correspondence under the direction of the Committee and in general perform functions usually appertaining to the office of a Secretary. The Treasurer shall prepare budgets, render accounts and collect and bank funds on behalf of the Association, prepare cheques for the payment of accounts and generally perform functions usually appertaining to the office of a Treasurer. The Secretary and/or Treasurer shall receive such remuneration for the performance of their duties as shall be determined from time to time by the Committee.

(viii) Shall ensure that where it has appointed a Secretary and/or Treasurer who is not an elected member of the Association then an alternative elected Officer of the Association is also appointed by the Committee in lieu of the appointed Secretary and/or Treasurer to be a signatory for any cheque or financial transaction.

(c) Elections

(i) At every Annual General Meeting immediately following the presentation of the President's report for the prior year all offices and positions of the Committee members shall be declared vacant.

(ii) Provided the membership of the Association exceeds 250 members then the outgoing Committee may have decided to cause the election of office bearers for the new Committee to be undertaken by a postal vote in accordance with section (vi) and the result will be declared at the annual general meeting. If a postal vote has not been undertaken then an election will be held at the annual general meeting in accordance with sections (iii), (iv) and (v).

(iii) Nominations for candidates for election as Officers or Committee members shall be in accordance with the regulations.

(iv) If the number of nominations equals the vacancies to be filled then those individuals nominated shall be deemed to be elected.

(v) If the number of nominations exceeds the vacancies to be filled then a ballot shall be held and only financial members and Honorary Life Members shall be entitled to vote.

(vi) When a postal vote is to be undertaken the Committee must call for nominations for all positions by mail dispatched at least 21 days before a nominated date for the closure of nominations. The nominations must be seconded and accompanied by a photo and a resume for distribution to all members. Ballot papers and counterfoils will then be prepared over the next 14 days and the papers distributed by mail for voting. The closing time and date for votes to be cast will be nominated but shall not be less than close of business 21 days from the date the mail is dispatched and shall be at least 3 business days prior to the annual general meeting. For a postal vote to be valid the voters intention must be clear and in accordance with the voting instructions and the counterfoil must be completed and signed. The declaration of the postal vote will be made at the annual general meeting. In circumstances where insufficient nominations have been received for all positions then an election for the vacant positions will be held at the annual general meeting.

(d) Inability to Serve

For the purposes of these rules the office of an Officer of the Association or of a Committee member becomes vacant if the Officer or Committee member:

- (i) dies; or
- (ii) becomes bankrupt or applies to take or takes advantage of any law relating to bankruptcy or insolvent debtors or compounds with his creditors or makes any assignment of his estate for their benefit; or
- (iii) becomes of unsound mind; or
- (iv) resigns his office in writing addressed to the Secretary or to any officer or Committee member; or
- (v) ceases to be resident in the State of Western Australia; or
- (vi) fails without leave granted by the Committee, to attend three consecutive meetings of the Committee; or
- (vii) ceases to be a member of the Association.

(e) Quorum

At any meeting of the Committee a quorum shall be four members personally present. If at the time set for the meeting a quorum is not present then the meeting shall stand adjourned for two weeks exactly and at such adjourned meeting any number of the Committee members present in person shall establish a quorum. Due notice of the adjourned meeting must be given in accordance with these rules.

(f) Meetings

The Committee shall meet not less than once in each period of six months. Other meetings shall be held as directed by the President or as requested by any Committee member in writing to the Secretary. If after the lapse of four weeks of such a request being made, no Committee meeting has been called the Committee member so requesting the meeting may himself take steps to convene a meeting of the Committee. The Secretary shall ensure that each Committee member is given not less than seven clear days notice of the date time and venue of each meeting.

(g) Disclosure of pecuniary interest

- (i) A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest in writing to the President immediately such interest becomes known to him and it shall be valid grounds for the Association to consider any such agreement void against the Association if in the opinion of the Committee the Committee member should have known of such interest in the normal course of business or did know of such interest and did not disclose the same to the President. All procedures must be in compliance with Section 21 of the Association Incorporations Act
- (ii) No member of the Committee may validly vote whilst in Committee in respect of any contract or arrangement in which they have a pecuniary interest or possible pecuniary interest.

11. SUBSCRIPTION

- (a) All persons applying for membership shall pay an application fee as recommended by the Treasurer and passed at the Annual General Meeting each year.
- (b) An annual subscription shall be due and payable on the first day of July annually.
- (c) The amount of the annual subscription shall be determined annually at the Annual General Meeting after consideration of the Treasurer's budget or forecast of expenditure for the following twelve months.
- (d) The members in the general meeting may determine a levy to be made on all members to meet extraordinary expense.
- (e) The subscription payable for a new member joining the Association will be proportioned on a quarterly basis. Payment will be required for the current quarter during which the applicant is accepted for membership and all remaining quarters of the Association's financial year. Where there are benefits or privileges which are available to members on an annual basis a new member may elect to receive those benefits or privileges for the full financial year in which he joins the Association by payment of the annual subscription for the full year although he has not been a member for the full year.

12. TERMINATION OF MEMBERSHIP

- (a) A member may resign at any time by giving notice in writing to the Secretary. If no effective date is nominated in such notice the resignation is effective the date it is received.
- (b) (i) The Committee may at its absolute discretion expel a member of the Association if in the opinion of the Committee the member has been guilty of conduct detrimental to the interests of the Association.
- (ii) Such expulsion shall not take effect until the expiration of fourteen clear days after the service by the Secretary on the member of a notice in writing informing the member of his expulsion which notice may be served by sending it through the ordinary post to the address of the member recorded in the membership register. Should a member appeal against his expulsion then his expulsion shall not take effect until the appeal has been heard by a Special General Meeting called for the purpose of considering such an appeal and the expulsion is re-affirmed by the Special General Meeting.
- (c) A member wishing to appeal against such expulsion may demand the calling of a Special General Meeting by notice in writing addressed to the Secretary with a copy thereof to the President.
- (d) Within twenty-one days of receipt of such notice the Secretary shall call a Committee meeting at which meeting the Committee will call a Special General Meeting. The Special General Meeting shall be held within fourteen days of the Committee meeting.

13. FINANCIAL AND MEMBERSHIP YEAR

The financial and membership year of the Association shall commence on the first day of July in each calendar year and cease on the thirtieth day of June in the following calendar year.

14. GENERAL MEETINGS

(a) Annual General Meeting

The Association shall in each year hold an Annual General Meeting.

(b) The Annual General Meeting shall be held on such a day (not being later than four months after the close of the financial year of the Association) as the Committee shall determine.

(c) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

(d) The Annual General Meeting shall be called by the Secretary giving each member not less than fourteen days written notice.

(e) The course of business of the Annual General Meeting shall be:

(i) to receive, and confirm if necessary, the minutes of any General Meeting not previously presented to a General Meeting of members;

(ii) to receive the Treasurer's annual report;

(iii) to receive the President's annual report;

(iv) to declare the results of any postal vote held to elect Officers and Committee members for the forthcoming year or to elect Officers and Committee members for the forthcoming year;

(v) to receive the budget of anticipated expenditure for the forthcoming year as prepared by the retiring Treasurer and recommended by the retiring Committee;

(vi) to determine the annual subscription payable by members for the forthcoming year;

(vii) to consider any special business the nature of which shall be stated in the notice convening the meeting;

(viii) to consider any general business.

(f) All other General Meetings shall be "Special General Meetings".

(i) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association by giving members twenty-one days written notice. Or alternatively where the Committee considers that business, the subject for which it would normally convene a Special General Meeting, could be clearly and adequately

covered by a written explanation and documentation then it may pursue the subject by dissemination of information by post and hold a postal vote on the subject in lieu of convening a Special General Meeting. The nominated date for the return of votes to be cast for a "postal" special general meeting must be at least 28 days after the despatch of all information on the subject business and voting papers.

(ii) The Committee, shall on the requisition in writing of not less than ten members, convene a Special General Meeting of the Association. The Committee cannot elect to use a "postal" special general meeting to cover the business of the requisition.

(iii) The requisition for a Special General Meeting shall state the business for which such a meeting is to be called shall be signed by all the requisitionists personally and delivered to the Secretary of the Association with a copy to the President. Should the notice requesting the Special General Meeting consist of more than one page all pages must be signed in full by each of the requisitionists.

(iv) If within twenty one days of the delivery of the requisition to the Secretary no notice has been sent by the Committee to call a Special General Meeting the requisitionists or any one of them, may call the required meeting by giving all members twenty one days written notice and the costs associated with the calling of the meeting shall be borne by the Association.

15 PROXY OR ALTERNATE COMMITTEE MEETINGS

(a) Any Committee member may appoint a proxy who is a Committee member. Such appointment must be in writing and signed by the member or their legal representative and shall be lodged with the chairman at the meeting venue prior to the start of the meeting.

(b) The proxy may speak and vote for, and the votes will be recorded as valid as if given by the Committee member appointing the proxy.

GENERAL MEETINGS

(c) Any member may appoint a proxy who is a member of the Association to represent the member at any general meeting. Such proxy must be in writing, signed by the member or his legal representative and shall be lodged with the Secretary at least twenty-four hours prior to the date and time of the meeting. No member may hold more than two proxy votes with exception to the Chairman.

(d) Any member of the Association which is a partnership, firm, company, association or other body corporate may nominate in writing up to two Alternates from that partnership, firm, company, association or body corporate to represent that entity at any general meeting. It must be made known to the Chairman prior to the commencement of the meeting whether the Representative or an Alternate and if there are two Alternates which Alternate will be representing the entity at the meeting. Where Alternates have been appointed no other proxy will be accepted.

(e) Such a proxy holder or Representative or Alternate if duly appointed in accordance with these rules must be accepted as representing the member appointing him or the entity by which he was nominated and shall be entitled to speak and vote at the meeting as though he were the member.

(f) Unless it be a general power of attorney such proxy will only be valid for the meeting or any adjournment of that meeting for which that proxy was appointed.

(g) Should a member be personally present at any meeting for which he has appointed a proxy or power of attorney then the proxy or power of attorney shall be ineffective and of no force for the purposes of that meeting.

(h) Should a Representative for an entity be personally present at any meeting then he will take precedence over any Alternate for the entity who is also present and all voting rights will remain with the Representative.

The attendance of an Alternate or Alternatives at that meeting will be on the basis of an observer only and will have no voting rights at that meeting unless he is also a member in his own right.

16 QUORUM

- (a) The quorum at any general meeting of the Association shall be not less than ten per centum (10%) of the valid membership at the date of the meeting present in person or by proxy.
- (b) If one half hour after the time stipulated for the commencement of any general meeting a quorum is not present, then the meeting will stand adjourned to a time (not exceeding 28 days from the date of the adjourned meeting) and a place to be nominated by the President (or in his absence any member appointed by those present to act as Chairman).
- (c) Due notice of the adjourned meeting shall be given to all members and at such an adjourned meeting any number of members present or by proxy shall constitute a quorum.

17 CONDUCT AT MEETING AND VOTING

- (a) All general meetings shall be conducted in due form according to parliamentary rules of debate.
- (b) On any question arising each member present in person or by proxy or by Representative or Alternate has one vote and unless otherwise required by these rules a simple majority will suffice.
- (c) On an equality of votes a motion shall be deemed to be lost.
- (d) Any member present may demand a poll on any question and except in matters relating to the election of a Chairman or on an adjournment such a poll shall be taken in such a manner as the Chairman of the meeting may elect. In the matters of an election of a Chairman or of an adjournment the poll shall be taken forthwith.

18 BANKING AND FINANCE

- (a) The Committee shall cause to be opened with such a bank as the Committee elects, a bank account or accounts as may seem necessary for the regulation of the affairs of the Association to be operated upon by any two of four signatories appointed by the Committee from the elected members of the Committee
- (b) The Treasurer will receive all monies on behalf of the Association and bank them as instructed by the Committee.
- (c) All due debts and obligations of the Association shall be paid from the bank accounts by cheque as the Committee may from time to time determine.
- (d) Nothing in these rules shall prevent the Committee authorising the holding in cash on an imprest system by the Secretary or any officer or Committee member such sum (not exceeding \$300) for the disbursement of petty expenses.
- (e) At any Annual General Meeting it shall be the right of any member to request the appointment of an auditor to audit the financial statements presented to that meeting. Upon such a request being approved by a majority of not less than seventy five per centum (75%) of those present and voting then the Committee will immediately appoint a recognised public accountant to conduct such an audit and shall circulate copies of the auditor's report when received to all members.

19. COMMON SEAL

The Secretary shall have the custody of the common seal of the Association which shall be affixed to all such deed instruments and documents as need to be under seal and signed in the presence of any two of the President, Vice President or Treasurer and attested by the secretary.

20. AMENDMENTS TO CONSTITUTION

- (a) No provisions of these rules may be added to, deleted or altered or otherwise amended at an Annual General Meeting or a Special General Meeting or a Postal Special General Meeting unless 28 days notice of motion in writing has been given to the Secretary who must call the Special General Meeting by giving all members 21 days notice.
- (b) Any such amendment if passed by a majority of not less than seventy five percent (75%) of members voting in person or by proxy or for a Postal Special General Meeting by a majority of seventy five percent (75%) of a minimum return of postal votes by fifty percent (50%) of the members eligible to vote shall take effect upon submission of the required notice of amendments to the Commissioner of Corporate Affairs or in the case of a change of name or a change of objects or purpose of the Association upon "the Commissioner giving his approval."
- (c) Copies of the rules as so amended shall be available to members on request from a date not later than 28 days after the date upon which the amendments were approved.

21 REGULATIONS

The Committee shall have the power to make Regulations in a manner decided by the Committee. The Regulations may cover any matter decided by the Committee and will include details concerning but not limited to:

- (a) register of members;
- (b) register of office holders;
- (c) accounting records;
- (d) custody of records; documents, and securities of the association;
- (e) provisions for inspection by members of any records, documents, minutes, or constitution of the association or providing copies thereof;
- (f) all fees other than Annual Subscriptions or special levees on all members;
- (g) provisions for altering the regulations;
- (h) register of disclosure of pecuniary interest of committee members under Rule 10
- (i) regulations for voting at elections.

22 DISSOLUTION

- (a) At a Special General Meeting called specifically for the purpose the Association may be dissolved by resolution of a majority of seventy-five percent (75%) of those members present and voting.
- (b) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members, /the surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.