



# RULES



### NAME

- 1 The name of the incorporated association is **Native Fish Australia (Victoria) Incorporated**<sup>(1)</sup> (in these rules called “the Association”).

### STATEMENT OF PURPOSES

- 2 The purposes of the Association are:-
- (1) to promote and sponsor the scientific study, conservation, propagation and management of native fish species, their environment and ecology;
  - (2) to disseminate information and knowledge of scientific work on native fish and related matters to members, governments, scientific bodies and the general public;
  - (3) to participate and assist in the collection, preparation and analysis of any information relevant to native fish;
  - (4) to encourage members to instigate and participate in, where appropriate, programmes or scientific projects related to native fish;
  - (5) to act as the affiliated branch of the National body;
  - (6) to cooperate with other organisations both within Australia and overseas with similar or allied interests;
  - (7) to encourage the enjoyment of native fish by fostering a greater understanding of them and by promoting the use of only legal and ethical means of angling for them within the context of observing at all times the conservation and management requirements of native fish, their environment and ecology;
  - (8) to liaise with recreational and sport fishing organisations on matters of importance to native fish;
  - (9) to represent members and anglers for native fish generally on, or to become affiliated with, such other bodies or organisations as may be appropriate in the pursuance of these purposes; and
  - (10) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependents, and the making of payments toward insurance in relation to any of those things.

### RELATIONSHIP WITH THE NATIONAL BODY

- 3 The Association shall be an affiliated branch of Native Fish Australia (Inc.),<sup>(2)</sup> which is the National body.
- (1) Subject to approval by the Committee or by resolution of the Association in general meeting, neither of which may be unreasonably withheld, the Association shall pay to the National body such fees, subscriptions or other payments as is required by that organisation to be paid by an affiliated branch.
  - (2) Except as may be inconsistent with the Act or these Rules, the Association shall comply with all provisions of the Constitution of the National body.
  - (3) In the event of the winding up or cancellation of the National body all references to that organisation in these rules shall be of no effect.

### INTERPRETATION

- 4 (1) In these rules, unless the contrary intention appears:-
- “Committee” means the Committee of management of the Association.
  - “Financial Year” means the year ending on 30 June.
  - “General meeting” means a general meeting of members convened in accordance with Rule 25.
  - “Member” means a member of the Association.
  - “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 25.
  - “The Act” means the *Associations Incorporation Act 1981*.
  - “The Regulations” means regulations under the Act.
  - “Native Fish” means all fish species indigenous to Australian inland and tidal waters.
  - “NFA” means Native Fish Australia.
  - “National body” means Native Fish Australia (Incorporated), which is incorporated in the ACT.
  - “Person” means a natural person, a corporation, association or organisation.

<sup>1</sup> An incorporated association must have the word “Incorporated” as the last word in its name.

<sup>2</sup> Native Fish Australia Incorporated (Incorporated in the ACT) is the National body. Members of NFA (Victoria) Inc. under the National Constitution are considered to be members of that body as a result of NFA (Victoria) Inc.’s affiliation.

- (2) In these rules, reference to the secretary of the Association is a reference:-
  - (a) where a person holds office under these rules as secretary of the Association - to that person: and
  - (b) in any other case, to the public officer of the Association.
- (3) In these rules unless the contrary intention appears, the masculine shall be deemed to include the feminine and vice versa and the singular shall be deemed to include the plural and vice versa.
- (4) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretations Act* and the Act as in force from time to time.

### **APPLICATION FOR MEMBERSHIP**

- 5 There shall be three classes of members of the Association which may be accepted under Rule 6:-
  - (1) ordinary members, which shall be natural persons;
  - (2) affiliate members, which shall be properly constituted associations or organisations having an executive or committee comprising at least the positions of president, secretary and treasurer elected annually by a majority of that association's or organisation's members, conditional upon its acceptance of these rules; and
  - (3) corporate members, which shall be bona fide companies or businesses which accept these rules and the purposes of the Association.
- 6
  - (1) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.
  - (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:-
    - (a) unless he is nominated as provided in sub-clause (3): and
    - (b) his admission as a member is approved by the Committee.
  - (3) A nomination of a person for membership of the Association:-
    - (a) shall be made in writing in the form set out in Appendix 1 or such other form as the Committee may from time to time decide; and
    - (b) shall be lodged with the secretary of the Association.
  - (4) As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee.
  - (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
  - (6) Upon a nomination being approved by the Committee, the secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the association and request payment within 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
  - (7) The secretary shall, upon receipt of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Association.
  - (8) A right, privilege, or obligation of a person by reason of his membership of the association:-
    - (a) is not capable of being transferred or transmitted to another person;
    - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise;
    - (c) in the case of affiliate members, may not be deemed to apply to the members of that affiliated association by means of their membership thereof; and
    - (d) in the case of corporate members, may not be deemed to apply to the proprietors and employees of the corporate member except as may be required by law.

### **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

- 7
  - (1) The entrance fee for each class of member under Rule 5 shall be determined by the annual general meeting of the Association.
  - (2) The annual subscription for each class of member shall be determined by the annual general meeting of the Association and is payable in advance each year on or before the last day of month during which occurs the anniversary of the member's date of entry to the Association.

- (3) The Association may at the annual general meeting set a different fee for persons in such categories as it sees fit, provided that such categories shall not be based upon persons' race, sex, creed or other such things not considered appropriate under common Australian custom and law.

### REGISTER OF MEMBERS

- 8 The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

### RESIGNATION, TERMINATION AND EXPULSION OF MEMBERS

- 9 (1) A member of the Association who has paid all moneys due and payable by him to the association may resign from the Association by first giving one months notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be member.
- (2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be member.
- 10 (1) Subject to these rules, the Committee may by resolution terminate the membership of a member of the Association who is unfinancial for more than one year.
- (2) Upon a resolution made under sub-clause (1) the Secretary shall:-
- (a) send by pre-paid post to the member at his usual or last known place of abode a notice in writing informing him that his membership has been so terminated, the reason for such termination and the date of the resolution to that effect; and
- (b) make in the register of members an entry recording the date on which the member ceased to be a member.
- (3) No right of appeal shall exist to a resolution under sub-clause (1) except that if the member disputes the substantive facts of the case he may submit evidence to the Committee to support the assertion that he is financial, the burden of proof of which lays upon him, and the Committee may upon due and proper consideration of any such evidence:-
- (a) confirm the termination if it is reasonably satisfied that the member is in fact unfinancial; or
- (b) rescind the termination if it is reasonably satisfied that the member is in fact financial.
- (4) In the event that a former member of the Association, whose previous membership was terminated under this clause, is nominated again for membership, the Committee may if it sees fit require that the former member pay all subscriptions or other moneys which were due by him immediately prior to his previous membership being terminated, or a proportion thereof, before his new nomination will be accepted.
- (5) Any payment made under sub-clause (5) shall be in addition to payment of the entrance fee and first year's annual subscription under Rule 7.
- 11 (1) Subject to these rules, the Committee may by resolution:-
- (a) expel a member from the Association;
- (b) suspend a member from membership of the Association for a specified period; or
- (c) fine a member in accordance with The Regulations <sup>(3)</sup>, if the Committee is of the opinion that the member:
- (i) has refused or neglected to comply with these rules; or
- (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under sub-clause (1):-
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause: and
- (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based;

<sup>3</sup> The Regulations provide that the Committee of an incorporated association may impose a fine not exceeding \$20.00 on a member who commits a breach of the rules of an incorporated association.

- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that he may do one or more of the following-
  - (i) Attend that meeting;
  - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (iii) Not later than 24 hours before the date of that meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of Committee held in accordance sub-clause (2), the Committee:-
  - (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):-
  - (a) no other business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:-
  - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed: and
  - (b) in any other case, the resolution is revoked.

### **ANNUAL GENERAL MEETING**

- 12 (1) The Association shall in each calendar year convene an annual general meeting of its members.<sup>(4)</sup>
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:-
  - (a) to confirm the minutes of the annual general meeting and of any general meeting held since that meeting
  - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Committee; and
  - (d) to receive and consider the statement submitted by the association in accordance with section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

### **SPECIAL GENERAL MEETING**

- 13 All general meetings other than the annual general meeting shall be called special general meetings.
- 14 (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

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<sup>4</sup> Section 30 of the Act provides that the Committee of an incorporated association shall, at least once in each calendar year, convene a general meeting, to be called an annual general meeting.

- (2) The Committee shall, in the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the association to the persons incurring the expense.

#### **NOTICE OF MEETING**

- 15 (1) The Secretary of the association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

#### **PROCEEDINGS AT MEETINGS**

- 16 (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
  - (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
  - (3) members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of a general meeting.
  - (4) If within half an hour after the appointed time for commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time an (unless another place is specified by the chairman at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
- 17 (1) The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
  - (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
- 18 (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - (2) Where a meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the general meeting.
  - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 19 A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 20 (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) An affiliate or corporate member may appoint a delegate, who may not necessarily be a member of the Association himself, to vote and act generally on its behalf at general meetings of the Association by sending notice in writing advising the name of the delegate to the secretary, not less than 24 hours before the first such meeting at which the affiliate or corporate member wishes to be represented.
- (3) An affiliate or corporate member may appoint an alternate delegate to that appointed under sub-clause (2) in the event of the original delegate being unable to attend a general meeting, by sending notice to the secretary, in such form as he may reasonably require, a reasonable time before that meeting.
- (4) If a delegate appointed under sub-clause (2) is a member in his own right he is entitled to vote on his own behalf as well as that of the affiliate or corporate member he represents and should he wish so to do:-
- (a) he must ensure that the Chairman of the meeting is aware of his intention prior to such a vote being cast; and
- (a) subject to him being informed of such an intention by a delegate, the Chairman shall ensure that both votes are counted separately.
- (5) All votes shall be given personally or by proxy.
- (6) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 21 (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 22 A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 23 (1) Each Member shall be entitled to appoint another member as his proxy by notice to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

#### **COMMITTEE OF MANAGEMENT**

- 24 (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 25.
- (2) The Committee:-
- (a) shall control and manage the business affairs of the Association;
- (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by general meetings of the members of the Association; and,
- (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 25 (1) The officers of the Association shall be:-
- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary.
- (2) The provisions of Rule 27 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any offices mentioned in sub-clause (1).



- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
  - (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
- 26 (1) Subject to section 23 of the Act, the Committee shall consist of:-
- (a) the officers of the Association;
  - (b) not less than 2 and not more than 8 ordinary members; and
  - (c) each of whom shall be elected at the annual general meeting of the Association in each year.
- (2) The Public Officer if he is not already a member of the Committee under sub-clause (1) shall be an ex-officio member of the Committee in addition to the members of the Committee under sub-clause (1).
- (3) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

### **ELECTION OF OFFICERS AND VACANCY**

- 27 (1) Ordinary members only of the Association are eligible for election as officers of the Association or as ordinary members of the Committee.
- (2) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:-
- (a) shall be made in writing, signed by at least two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination; and
  - (b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office at the same election.
- 28 For the purposes of these rules, the office of an officer of the Association or an ordinary member of the Committee becomes vacant if the officer or member:-
- (1) ceases to be a member of the Association;
  - (2) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (3) resigns his office by notice in writing to the secretary.

### **PROCEEDINGS OF COMMITTEE**

- 29 (1) The Committee shall meet at least 3 times in each year at such time and such place as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- (3) Notice shall be given to members of the committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee:-
  - (a) the President or in his absence the Vice-President shall preside; or
  - (a) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the committee may act notwithstanding any vacancy on the Committee.

### **SUB-COMMITTEES**

- 30 The Committee may by resolution appoint such sub-committees as it thinks fit, the members of which may be officers of the Association, ordinary members of the Committee, delegates of affiliate or corporate members or ordinary members of the Association.
  - (1) The terms of reference and reporting requirements of each sub-committee shall be stated in the resolution appointing it.
  - (2) The President of the Association shall ex-officio be a member of each sub-committee appointed by the Committee and shall be entitled to attend and vote at the meetings of all such sub-committees as he thinks fit.

### **SECRETARY**

- 31 The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

### **TREASURER**

- 32 (1) The Treasurer of the Association :-
  - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

### **REMOVAL OF MEMBER OF COMMITTEE**

- 33 (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the association, the secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

### **CHEQUES**

- 34 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

### **SEAL**

- 35 (1) The Common Seal of the Association shall be kept in the custody of the secretary.  
 (2) The Common seal shall not be affixed to any instrument except by authority of the committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee or of one member of the Committee and of the Public Officer of the association.

### **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 36 (1) These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.<sup>(5)</sup>  
 (2) The rules governing the winding up of the Association (Rule 29) and Trading (Rule 42) and this Rule may only be modified with the prior written approval of the Minister.

### **BY-LAWS**

- 37 (1) The Committee may by resolution make such by-laws as it thinks fit which shall be, subject to these rules, binding upon the Association and the members of the Association.  
 (2) The Committee may by resolution amend or repeal any by-law made under sub-clause (1).  
 (3) The Association in general meeting may by special resolution repeal or amend any by-law made under sub-clause (1).  
 (4) The Secretary shall:-  
 (a) upon the creation or amendment of any by-law under this Rule, enter in a by-laws register kept for the purpose the details of each such by-law or amendment and the date of its creation or amendment;  
 (b) upon the repeal of any by-law under this Rule, enter in the by-laws register the date of the repeal of the by-law; and  
 (c) make available for inspection by any member the by-laws register kept by him.  
 (5) Any by-law made or amended under this Rule that is inconsistent with these Rules or the Act or any other legislation binding upon the Association shall to the extent that it is so inconsistent be null and void, and:-  
 (a) as soon as practicable after the Committee becomes aware of such an inconsistency, it shall amend or repeal the by-law so as to remove the inconsistency.

### **NOTICES**

- 38 (1) A notice may be served on or on behalf of the association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.  
 (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

### **WINDING UP OR CANCELLATION**

- 39 In the event of the winding up or the cancellation of the incorporation of the Association in accordance with the provisions of the Act<sup>(6)</sup> and in accordance with the provisions of Section 51 of the Act<sup>(7)</sup>, the assets of the Association shall be disposed of by distribution to such other association or charitable organisation, with similar or compatible purposes as the Association, as may be decided.

### **CUSTODY OF RECORDS**

- 40 Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association.

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5 Section 22 of the act provides that an incorporated association may, by special resolution, alter its statement of purposes or its rules. Section 29 of the act defines a special resolution.

6 See Part VIII of the Act for Winding Up and Cancellation.

7 Section 51 of the Act prohibits the distribution of the assets of an Incorporated Association, that trades under the provisions of that section, other than for charitable purposes.

**FUNDS**

- 41 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

**TRADING**

- 42 Subject to the provisions of Section 51 of the Act<sup>(8)</sup>, the Association may trade for profit in pursuance of its purposes provided that:-
- (1) members of the Association may not secure pecuniary profit from such trading as a result of their membership of the Association; and
  - (2) the prohibition against pecuniary profit under sub-clause (1) does not apply to wages, salary, contractual or other like or related payments properly made to persons who are members of the Association and who are employed or contracted by the Association in accordance with these Rules.

**EMPLOYEES OF THE ASSOCIATION**

- 43 The Association may employ or enter into contractual relationships with such persons, including members of the Association, and on such terms as seems expedient or necessary for the pursuance of its purposes.
- (1) In the event of the Association employing persons in accordance with this Rule, the Association will comply with all relevant legislation concerning such employment or contractual arrangement.

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<sup>8</sup> Section 51 provides for trading by an incorporated association the predominant purpose of which is charitable; the rules of which preclude the distribution of its assets in the event of its winding-up or dissolution, otherwise than for a charitable purpose; and the rules of which authorise trading by the incorporated association in accordance with that section of the Act.

**Appendix 1**

Application for membership of Native Fish Australia (Victoria) Incorporated

I, .....  
*(Full name of applicant)*

of .....  
*(Address)*

..... desire to become a member of  
*(Occupation)*

Native Fish Australia (Victoria) Incorporated.

In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....  
*Signature of Applicant*

Date .....

I, ..... , a member of the Association,  
nominate the applicant, who is personally known to me, for membership of the Association.

.....  
*Signature of Proposer*

Date .....

I, ..... , a member of the Association,  
second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....  
*Signature of Seconder*

Date .....

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Appendix 2

FORM OF APPOINTMENT OF PROXY

I ..... of .....  
Name Address

being a member of Native Fish Australia (Victoria) Incorporated

hereby appoint ..... of .....  
Name Address

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be

held on the ..... day of ..... in the year ..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed .....

This ..... day of ..... in the year .....

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## Amendment History

Date	Rule(s) Effected	Details
19 Mar 1996	36	Rule 36 was renumbered 36(1) and a new sub-clause 36(2) was inserted by resolution of a Special General Meeting held on 19 March 1996