



AUSTRALIA NEW GUINEA FISHES ASSOCIATION

INCORPORATED

Promoting the conservation, study, keeping and propagation of the native fish species of Australia and New Guinea

Visit us at <http://www.angfa.org.au>

PO Box 673 Ringwood, Victoria, Australia, 3134



CONSTITUTION ANGFA INC. – ADOPTED 13/7/1993

RULE 1: NAME AND INTERPRETATIONS

- 1.1 The name of the incorporated organisation shall be Australia New Guinea Fishes Association (Aust.) Inc., throughout this Constitution to be known as the “Association”.
- 1.2 The address of the Association shall be: The Secretary ANGFA, P.O. Box 502, Ringwood, Victoria 3134, Australia unless otherwise directed by the Management Committee.
- 1.3 The Association shall be non-profit making.
- 1.4 For the purposes of this Constitution, “he” shall be taken to mean “he/she” and “his” shall be taken to mean “his/hers”.
- 1.5 “Committee” shall mean the Committee of Management of the Association.
- 1.6 “Financial Year” means each period of twelve months ending on 30th June in each year provided firstly that the period commencing on the date of incorporation under the Act and ending on the 30th June next ensuing shall be a Financial Year and secondly that the period commencing on the day following the last 30th June before the winding up of the Association and ending on the date of winding up shall be a Financial Year.
- 1.7 “General Meeting” means a General Meeting of members convened in accordance with Rule 15.
- 1.8 “Branch Committee” shall mean a sub-committee of the Association.
- 1.9 “Company” shall include any corporation, organisation, public body, authority, firm, institution, incorporated or unincorporated association, charity, educational body or body of persons.
- 1.10 “Member” means a member of the Association other than an honorary member.
- 1.11 “Committee Member” means a person who holds one or more of the positions on the Committee referred to in Rule 4.4.
- 1.12 “The Act” means the Associations Incorporation Act 1981.
- 1.13 “The Regulations” means the regulations under the Act.
- 1.14 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.
- 1.15 Words importing the singular include the plural and vice versa.
- 1.16 Reference to statutes regulations ordinances or by-laws shall be deemed to extend to all statutes regulations ordinances or by-laws amending consolidating or replacing the same.

RULE 2: OBJECTIVES

- 2.1 To promote the exchange of information on all aspects of the care of freshwater fish of Australia and New Guinea.
- 2.2 To hold periodic meetings, publish reports and undertake such activities as may be desirable for the furtherance and spreading of knowledge of, and information about the freshwater fish of Australia and New Guinea.
- 2.3 To produce a quarterly journal to be known as “Fishes of Sahul” to promote the purposes of the Association.
- 2.4 To produce a quarterly newsletter to be known as “ANGFA Bulletin.”
- 2.5 To develop and encourage development of any other material beneficial to the education of aquarists and fisheries scientists.
- 2.6 To co-operate with other learned societies and organisations with like purposes.
- 2.7 To encourage aquarists, aquariums, zoos and other like institutions to implement policies that serve to achieve the following aims
 - 1) To foster an interest in the keeping of native fishes of Australia and New Guinea under conditions of captivity.
 - 2) To promote the propagation of native fishes and in so doing to maintain the integrity of species and local forms.
 - 3) To foster captive breeding programmes of rare and endangered species in order to reduce the depletion of wild populations.
 - 4) To co-operate with other institutions in helping to establish viable long term breeding programmes of species affected by national quarantine regulations.

- 5) To promote research and information exchange between institutions and hobbyists in order to aid captive breeding programmes.
 - 6) To establish and maintain studbooks for rare and endangered species.
 - 7) To investigate and promote the re-introduction of captive bred stock to suitable natural habitats.
 - 8) To maintain sufficiently large captive populations of 'status' animals to ensure an adequate gene pool until such time as these animals can be re-introduced into the wild.
 - 9) To develop aquarium displays and interpretative graphics which promote an understanding of the importance of aquatic habitats and the need for their preservation.
 - 10) To develop public education programmes that encourage an appreciation of aquatic life and which are orientated towards young people.
 - 11) To promote public awareness of the problems facing rare, endangered and uncommon species.
- 2.8 To support such conservation issues of national or international significance as may be decided on from time to time by the Committee. Notification of issue and action to be taken to be included in issues of "ANGFA Bulletin".

RULE 3: POWERS OF THE ASSOCIATION

- 3.1 To take over the funds and other assets and liabilities of the present unincorporated association known as ANGFA.
- 3.2 To indemnify any person for any loss or damage whether existing contingent prospective or otherwise incurred by them as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.
- 3.3 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rule 14.10.
- 3.4 In furtherance of the objects of the Association to buy, sell, lease, hire and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- 3.5 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 3.6 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the purposes and the exercises of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.7 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, officers, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 3.8 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;
- 3.9 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 3.10 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 3.11 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate deemed as appropriate to the furtherance of the Association's objectives;
- 3.12 In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 3.13 To borrow or raise or secure the payment of money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 3.14 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- 3.15 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 3.16 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 3.17 To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (3.5);
- 3.18 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 3.19 To print and publish any newspapers, periodicals, conference proceedings, books or leaflets that the Association may think desirable for the promotion of its objects;
- 3.20 In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 14.10;
- 3.21 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.22 In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.23 To make donations for patriotic, charitable or community purposes;
- 3.24 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 3.25 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

RULE 4: MANAGEMENT OF THE ASSOCIATION

- 4.1 The affairs of the Association shall be under the management and control of a Committee of Management constituted as provided in Rule 4.
- 4.2 Subject to section 23 of the Act the Committee shall not be less than 5 persons.
- 4.3 The election of the officers of the Committee shall occur at the Annual General Meeting.
- 4.4 The Committee shall consist of:
 - i) President
 - ii) Vice-President
 - iii) Secretary
 - iv) Treasurer
 - v) Membership Officer
 - vi) other offices as deemed necessary
- 4.5 All the positions on the Committee shall be honorary positions provided however that Committee members shall be entitled to reimbursement of all reasonable expenses incurred on behalf of the Association.
- 4.6 Only Full Members may be nominated for any Committee position.
- 4.7 No member may hold more than one Committee position at any one time.
- 4.8 At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 4.9 The election of officers and other members of the Management Committee shall take place in the following manner:
 - a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least forty-five days before the date fixed for the holding of the Annual General Meeting at which the election is to take place;
 - c) If insufficient nominations are received to fill all vacancies on the Committee, the candidate or candidates nominated shall be deemed to be elected and further nominations shall be received at such Annual General Meeting.
 - d) 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.
 - e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- f) The ballot for the election of the Committee members shall be conducted at such Annual General Meeting in such usual and proper manner as the Committee may direct provided that the members must be notified by the Secretary of any nomination made in accordance with Rule 4.9 not less than 14 days before the date fixed for the holding of such Annual General Meeting and provided further that a ballot paper be forwarded to every full member not less than 14 days before the date fixed for the close of voting.
- 4.10 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

RULE 5: VACANCIES ON THE MANAGEMENT COMMITTEE

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

RULE 6: FUNCTIONS AND POWERS OF MANAGEMENT COMMITTEE

The Committee shall:

- 6.1 Employ persons as it deems necessary.
- 6.2 Recognise, on behalf of the Association, established Branches of the Association.
- 6.3 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:
- a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 6.4 The Management Committee may exercise all the powers of the Association:
- a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Melbourne for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - c) to invest in such manner as the members of the Association may from time to time determine.

RULE 7: MEETINGS OF MANAGEMENT COMMITTEE

- 7.1 The Management Committee shall meet at least once every two calendar months to exercise its functions.
- 7.2 A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 7.3 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 7.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 7.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereat, and if he does so vote his vote shall not be counted.
- 7.6 Not less than fourteen days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

- 7.7 The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- 7.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 7.9 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 7.10 A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 7.11 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 7.12 All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- 7.13 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

RULE 8: DUTIES OF OFFICE BEARERS

- 8.1 The President shall:
- a) Preside over all meetings of the Association.
 - b) Coordinate members of the Committee.
- 8.2 The Vice-President shall assist the President and assume the President's duties in his absence or resignation.
- 8.3 The Secretary shall:
- a) Keep the minutes of the meetings.
 - b) Keep, answer and produce, on reasonable request, all correspondence.
 - c) Keep in safe file all correspondence and documents.
- 8.4 The Treasurer shall:
- a) Receive all monies and issue receipts.
 - b) Pay all monies into the bank accounts in the name of the Association.
 - c) Keep and operate petty cash account.
 - d) Produce an audited financial report and balance sheet at the Annual General Meeting.
 - e) Keep proper books and accounts for the money received and dispersed.
 - f) Keep, answer and produce, on reasonable request, all books of account.
- 8.5 The Membership Officer shall:
- a) Keep an up-to-date register of all members.
 - b) Advise members when their subscriptions are due.
 - c) Distribute the quarterly journal and other materials and information as directed by the Management Committee.

RULE 9: MEMBERSHIP

- 9.1 The Association shall have the following categories of members:
- a) Full Members
 - b) Overseas Members
 - c) Corporate Members
 - d) Overseas Corporate Members
 - e) Honorary Life Members
 - f) Honorary Members
 - g) Any other category of membership as the Committee may propose as necessary.

- 9.2 Full members, Honorary Life Members, Honorary Members, Corporate Members only shall be eligible to vote and may cast one vote on any matter.
- 9.3 A Full Member shall be a natural person sympathetic to the purposes of the Association and who is resident of Australia.
- 9.4 Overseas Membership shall be offered to any person not resident in Australia who wishes to support the aims and objectives of the Association.
- 9.5 Corporate Membership shall be offered to any interested groups or organisations, including libraries, that wish to support the aims and objectives of the Association.
- 9.6 Overseas Corporate Membership shall be offered to any interested groups or organisations, including libraries, that wishes to support the aims and objectives of the Association.
- 9.7 Honorary Life Membership shall be offered to any person for extraordinary effort, achievement or service commensurate with the aims and objectives of the Association, or service to the Association. Such membership shall be nominated, and voted for, at the Annual General Meeting.
- 9.8 Honorary Members may be Committee appointed if such an appointment is considered in the best interests of the Association. The Committee shall annually review the list of Honorary Members.
- 9.9 Application for membership shall be made on the prescribed form (Appendix 1) to the Membership Officer, accompanied by the appropriate subscription. The application shall be submitted to the next Committee Meeting and, if approved, the applicant will be notified as soon as possible.
- 9.10 Membership to any category may be offered to any person at the discretion of the Committee.
- 9.11 All members shall receive:
- a) A membership card.
 - b) The quarterly journal, "Fishes of Sahul".
 - c) The quarterly newsletter "ANGFA Bulletin".
- 9.12 A person who is not a member of the Association at the time of 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 as provided in Rule 9.9; and
 - b) his admission as a member is approved by the Committee.
- 9.13 The Association reserves the right to refuse membership to any applicant or to refuse the renewal of membership.

RULE 10:

REGISTER OF MEMBERS

- 10.1 The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the date of their admission.
- 10.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 10.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

RULE 11:

RESIGNATION OF MEMBERS

- 11.1 A member may resign in writing to the Secretary at any time and the resignation shall be deemed to take effect from the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 11.2 Any member found guilty of any action prejudicial to the interests of the Association's aims and objectives, may be expelled from the Association by a 75% majority vote of the Committee, subject to that member showing cause in writing or by attending the next Committee Meeting following notification of his action, as to why he should not be expelled.
- 11.3 Upon the date of cessation referred to in Rule 11.1, the Membership Officer shall make in the register of members an entry recording the date on which the member ceased to be a member.
- 11.4 Any member of the Association who fails to pay his annual subscription shall cease to be a member at the expiration of ninety (90) days from the date the subscription is due and payable.

RULE 12:

EXPULSION OF MEMBERS

- 12.1 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) restrict the member's entitlement to the use and enjoyment of all or any of the Association's facilities.
- 12.2 If 75% of the Committee members are of the opinion that the member:
- a) has refused or neglected to comply with these Rules;
 - b) has been guilty of conduct unbecoming a member or prejudicial to the purposes of the Association;

- 12.3 A resolution of the Committee under Rule 12.1:
- a) does not take effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under Rule 12.4 confirms the resolution in accordance with this Rule; and
 - b) where the member exercises a right of appeal to the Association under this Rule, does not take effect unless the Association confirms the resolution in accordance with this Rule.
- 12.4 Where the Committee passes a resolution under Rule 12.1, the Membership Officer 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 a summary of the grounds on which it is based;
 - b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later 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 the meeting, lodge with the Membership Officer a notice to the effect that he wishes to appeal to the Association in General Meeting against the resolution.
- 12.5 At a meeting of the Committee held in accordance with Rule 12.2, the Committee:
- a) shall give to the member an opportunity to be heard;
 - b) shall give due consideration to any written statement submitted by the member; and
 - c) shall by resolution determine whether to confirm or to revoke the resolution.
- 12.6 Where the Membership Officer receives a notice under Rule 12.4(d)iii), 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 Membership Officer received the notice.
- 12.7 At a General Meeting of the Association convened under Rule 12.6:
- a) no 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.
- 12.8 If at the General Meeting:
- a) two-thirds of the members attending whether in person or by proxy vote in favour of confirmation of the resolution, the resolution is confirmed; and
 - b) in any other case, the resolution is revoked.

RULE 13: SUBSCRIPTIONS

- 13.1 The annual subscription shall be such sum as the Committee may determine from time to time. The Committee shall have the power from time to time to alter the amount of the annual subscription or waive the requirement to pay the same or to permit payment of the same by way of instalments in the case of any proposed member and/or member being in necessitous circumstances.
- 13.2 Subscriptions shall be payable in advance and shall fall due at the end of the volume after the member has been admitted to membership of the Association.
- 13.3 Any member not financial 90 days after the due date shall forfeit his membership and his name shall be removed from the membership register.
- 13.4 Members shall be entitled to all privileges of membership only during the period of their membership.

RULE 14: ASSOCIATION FINANCES

- 14.1 The funds of the Association shall be banked in the name of the Association in such bank or Permanent Building Society as the Management Committee may from time to time direct.
- 14.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 14.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 14.4 All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- 14.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

- 14.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 14.7 All expenditure shall be approved or ratified at a Management Committee meeting.
- 14.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
- a) the income and expenditure for the financial year just ended; and
 - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of the year.
- 14.9 All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 14.10 The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.
- 14.11 Bank signatories shall be any two of President, Vice-President, Secretary and Treasurer.
- 14.12 All books and accounts shall be audited annually by a suitably qualified auditor (22.1).

RULE 15: FUNDS

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

RULE 16: ANNUAL GENERAL OR GENERAL MEETINGS

- 16.1 The Association shall in each calendar year convene an Annual General Meeting of its members.
- 16.2
- a) The annual general meeting shall be held within four months of the close of the financial year.
 - b) The business to be transacted at every Annual General Meeting shall be:
 - i) to confirm the minutes of the last preceding Annual General Meeting;
 - ii) the receiving of the Management Committee's report upon the transactions of the Association during the last preceding financial year; and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
 - iii) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - iv) the election of members of the Management Committee; and
 - v) the appointment of an auditor.
- 16.3 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 16.4 The Annual General meeting shall be in addition to any other General Meetings that may be held in the same year.
- 16.5 The secretary shall convene a special general meeting:
- 16.6
- a) When directed to do so by the Management Committee; or
 - b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat, or
 - c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 16.7
- a) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
 - b) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy.
 - c) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- d) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 16.8 a) The Secretary shall convene all general meetings of the Association by giving not less than fourteen (14) days notice of any such meeting to the members of the Association.
- 16.9 The manner in which such notice shall be given shall be determined by the Management Committee.
- 16.10 Unless otherwise provided by these Rules, at every general meeting:
- a) The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
 - b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
 - c) Every question, matter or resolution shall be decided by a majority of votes of the members present.
 - d) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote; Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
 - e) Voting shall be by a show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the secret ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - f) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
 - g) The instrument appointing a proxy shall be in writing, in the common or usual form, and the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be, a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
 - h) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing the proxy shall be in the following form or a form as near thereto as circumstances permit:

Australia New Guinea Fishes Association:

I, _____
of _____,
being a member of the abovenamed Association, hereby appoint _____
of, _____
or failing him, _____
of, _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the _____
_____ day of, _____ 19,____ and at any adjournment thereof.

Signed this _____ day of, _____ 19____.

Signature _____.

This form is to be used *in favour/against the resolution. (*Strike out whichever is not desired). Unless otherwise instructed, the proxy may vote as he thinks fit.

- i) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- j) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

RULE 17: DISSOLUTION

- 17.1 Should it be necessary at any time to dissolve the Association, a Special General Meeting must be called. At this Meeting, a three-quarters majority vote of all voting members, including postal votes, must be obtained to carry the motion of dissolution.
- 17.2 If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 14(10), such institution or institutions to be determined by the members of the Association.

RULE 18: BY LAWS

- 18.1 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

RULE 19: ALTERATION OF RULES AND PURPOSES

- 19.1 Subject to the provisions of the Association's Incorporation Act 1981, these Rules and Purposes may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Melbourne.
- 19.2 Members shall be notified of the intention to amend the constitution at least 90 days prior to the specified date.

RULE 20: COMMON SEAL

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

RULE 21: DOCUMENTS

- 21.1 The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.
- 21.2 The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

RULE 22: REGIONAL GROUPS

- 22.1 Regional Groups of the Association may be recognised by the Committee as and when they become established and meet the criteria set out in this Article.
- 22.2 Any full member may make an application to the Committee to form a Regional Group.
- 22.3 A Regional Group shall be centred in one area and its jurisdiction shall not extend outside of the boundaries set by the Management Committee.
- 22.4 Each Regional Group shall be managed by a President and a Committee, all of whom shall be Full Members elected by and from the voting members of the area where that Group is based.
- 22.5 The President and Committee shall administer the affairs of the Regional Group in conformity with the Constitution of the Association and shall exercise such powers as the Committee shall approve.
- 22.6 Only members (as defined in Article 9) shall be eligible to be a member of a Regional Group.
- 22.7 Each Regional Group shall be bound by the Constitution of the Association.
- 22.8 Each President, or nominee, shall attend Committee Meetings whenever possible.
- 22.9 At the discretion of the Committee, Association funds may be allocated to each Regional Group.
- 22.10 Each Regional Group shall forward to the Committee a full report of its activities, every three months or at the discretion of the Committee.

- 22.11 Each Regional Group shall annually forward a full report of its transactions and an audited Statement of Accounts to the Committee not later than 30 Days prior to the Annual General Meeting.
- 22.12 Regional Groups may raise monies in the name of the Association in a manner approved by the Committee and shall be entitled to use such additional monies for the benefit of the Group and/or Association, following consultation with the Committee.
- 22.13 A President shall be advised by the Secretary and asked to show cause why recognition of that Regional Group should not be withdrawn, where a branch fails to meet any of the foregoing responsibilities:
 - a) Misuse of funds.
 - b) Any act contrary to the objectives of the Association.
 - c) Any act contrary to those set by the Management Committee pursuant to these rules.
 - d) If the membership of a Regional Group shall fall below five (5), or if the Group fails to comply with any of the provisions of Rules aforementioned then the Management Committee shall disband the Group.
- 22.14 If the situation persists the Committee may (not less than 30 days after notice by the Secretary) by a two thirds majority suspend recognition until either the situation has been rectified or until the matter is dealt with at the next Annual General Meeting.
- 22.15 Recognition of a Regional Group withdrawn by the Management Committee may be either rescinded or ratified by a two-thirds majority of those members eligible to vote at an Annual General Meeting.
- 22.16 If withdrawal of recognition is ratified at the Annual General Meeting all monies raised or held in the name of the Association shall be forwarded to the Secretary forthwith.
- 22.17 The members within the boundaries of the Regional Group set by the Committee shall elect their own President, and persons to be Secretary and Treasurer of the Regional Group.
- 22.18 The term of office of the Regional Group Committee shall be 1 year.
- 22.19 The President of each Regional Group shall be responsible for recording and attending to all functions in relation to the conduct of the affairs and finances of the Group.
- 22.20 A Regional Group shall meet at least three (3) times in each calendar year and the Secretary of the Group shall keep minutes of each such meeting. Copies of all meetings shall be forwarded to the Secretary of the Association.
- 22.21 The Treasurer of each Regional Group shall be responsible for preparation of quarterly financial statements and shall forward a copy of each such quarterly financial statement to the Secretary of the Association.
- 22.22 The Management Committee shall recommend such annual affiliation fee as it may determine for Regional Groups each financial year to be notified at the Annual General Meeting. The Secretary of each Regional Group shall forward the annual affiliation fee to the Management Committee upon demand in the regard being made by the Management Committee each year.
- 22.23 A Regional Group shall not disband and/or reform without the consent of the Management Committee.

RULE 23:

AUDITOR

- 23.1 The Committee shall appoint an Auditor of the Association who may be a member of the Association and who shall hold that position for such period at such remuneration and on such terms and conditions as the Committee shall see fit and subject to the terms of any agreement entered into in any particular case, the Committee may revoke any such appointment.
- 23.2 The Committee shall make available all records of the Association as the Auditor may require in order for him to form an opinion as to whether the financial statement of the Association as true and fair and that all the statutory requirements as laid down by the Act and its regulations have been complied with. The Auditor's Report shall be included in the financial statements laid before all Annual General Meetings of the Association.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF
AUSTRALIA NEW GUINEA FISHES ASSOCIATION INC.**

Full name of Applicant: _____

Residential Address: _____

Address for Correspondence: _____

Telephone: Private _____ Business: _____

Employer: _____

Address of Employer: _____

Position Held: _____

Referees and Contact Nos.: _____

Membership of other Clubs and/or Associations: _____

I wish to nominate for membership of the Association in such category of membership as the Committee shall determine as suitable.

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 _____