

**RULES OF THE VICTORIAN
ABALONE DIVERS
ASSOCIATION INCORPORATED**

**ADOPTED AT GENERAL MEETING:
9th December 2004**

**CONSUMER AFFAIRS APPROVED:
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AMENDMENTS SINCE: NIL

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1. Name

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1.1 The name of the incorporated association is Victorian Abalone Divers Association Incorporated (in these Rules called "VADA").

2. Definitions

2.1 In these Rules, unless the contrary intention appears:

"**Abalone**" means blacklip and greenlip abalone and includes all other species, forms, races and hybrids of abalone;

"**Abalone Fishery Access Licence**" means a current licence issued under Fishery Legislation (other than a recreational/fishing licence) authorising the licence holder to take Abalone for sale in Victorian waters;

"**Act**" means the *Associations Incorporation Act* 1981 (Victoria);

"**AFAL**" means an Abalone Fishery Access Licence;

"**Board**" means the Board of Management of VADA;

"**Code of Practice**" means any code, standard, rule, specification or provision pertaining to the abalone resource and harvesting as adopted by voting members in General Meeting.

"**Delegate**" means a natural person over the age of 18 years who shall represent a body corporate for the purposes of these Rules;

"**eligibility criteria**" shall mean being a significant shareholder in or a director of or a full time employee of the body corporate so nominating the Delegate.;

"**Fishery Legislation**" shall mean and include the *Fisheries Act* 1995 (Vic) (as amended) and any subsequent enactments or legislation replacing that Act;

"**financial year**" means the year ending on 30 June;

"**General Meeting**" means a General Meeting of members convened in accordance with Rule 13;

"**member**" means a member of VADA;

"**membership year**" means the twelve month period ending on 31 December;

"**person**" shall mean either a natural person or an incorporated body;

"**Privacy Policy**" shall mean a policy of privacy as approved by the voting members in General Meeting;

"**Regulations**" means regulations under the Act;

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"**relevant documents**" has the same meaning as in the Act;

"**Victorian waters**" has the same meaning as in the Fishery Legislation; and

"**Voting member**" means a member of VADA entitled to vote under these Rules.

2.2 In these Rules, a reference to the Secretary of VADA is a reference:

2.2.1 if a person holds office under these Rules as Secretary of VADA - to that person;
and

2.2.2 in any other case, to the public officer of VADA.

3. Alteration of the Rules

3.1 These Rules and the Statement of Purposes of VADA must not be altered except in accordance with the Act.

4. Membership Categories, Eligibility and Rights

4.1 There shall be three categories of membership being:

4.1.1 Voting membership;

4.1.2 Associate membership;

4.1.3 Ordinary membership.

4.2 Voting Membership

4.2.1 There shall be two classes of Voting membership being:

(a) Diver Membership;

(b) Owner Membership.

4.2.2 Diver Membership

4.2.2 Diver Membership shall be open to any person who is authorised under the Fishery Legislation to carry out the fishing activities authorised by an AFAL as at the date of an application for membership and in the case of a continuing membership continues unless that member is not so authorised by an AFAL for a period of three consecutive months.

4.2.3 A voting member in the class of Diver Membership shall have five votes.

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4.2.4 Owner Membership

- 4.2.4 Owner Membership shall be open to any person who is the holder of an AFAL or who has an interest as a beneficial owner or a part beneficial owner in an AFAL **PROVIDING ALWAYS** in this class of Voting membership there shall be a maximum of five voting members per AFAL where eligibility is predicated on the same AFAL.
- 4.2.5 A voting member in the class of Owner Membership shall have twenty votes **PROVIDING ALWAYS** where there is more than one voting member in this class whose eligibility is predicated on the same AFAL there may only be 20 votes between them for those associated with that AFAL and in the absence of unanimous agreement between them as to the division of those 20 votes between them, the twenty votes shall be divided equally between them rounded to the nearest whole number.
- 4.2.6 Where a person applying for voting membership in the class of Owner Membership is a body corporate, such applicant shall nominate a Delegate providing always that such Delegate meets the eligibility criteria.
- 4.2.7 Where a body corporate is a voting member of VADA, all voting entitlement shall reside in that voting member's Delegate who represents that voting member for the purposes of these Rules.

4.3 Associate Membership

Associate membership shall be non-voting membership of VADA and shall be open to any person who is actively engaged in business for profit within the Abalone industry including the harvest and post-harvest sectors, but such membership shall not be open to a person who otherwise meets the criteria under Rule 4.2.

4.4 Ordinary Membership

Ordinary membership shall be non-voting membership of VADA and shall be open to persons who otherwise do not meet any of the criteria under Rules 4.2 and 4.3 but who nonetheless possess and can demonstrate a genuine interest, commitment to and support for the purposes of VADA.

4.5 Save as otherwise provided in these Rules, a member shall have such rights and entitlements as is determined by the Board from time to time.

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4.6 An applicant for membership becomes a member and is entitled to exercise the rights of membership when the applicant's name is entered in the register of members.

4.7 A right, privilege, or obligation of a person by reason of membership of VADA:

4.7.1 is not capable of being transferred or transmitted to another person; and

4.7.2 terminates upon the cessation of membership of the member whether by death, resignation, bankruptcy, insolvency, liquidation or otherwise.

4.7.3 In the case of voting membership shall terminate upon the member ceasing to meet criteria for membership as provided in Rule and 4.2 herein.

4.8 A member of VADA who has paid all moneys due and payable by a member to VADA may resign from VADA by giving one month's notice in writing to the Secretary of intention to resign.

4.9 After the expiry of the period referred to in Rule 4.8:

4.9.1 the member ceases to be a member; and

4.9.2 the Secretary must record in the register of members the date on which the member ceased to be a member.

4.10 Renewal of membership of VADA shall at all times be subject to the member continuing to meet the requirements for that category and class of membership under these Rules.

5. Membership Application

5.1 A person who applies and is approved for membership as provided in these Rules is eligible to be a member of VADA on payment of any entrance fee and annual subscription payable under these Rules.

5.2 An application for membership of VADA must:

5.2.1 be made in writing in accordance with the form approved by the Board from time to time;

5.2.2 be lodged with the Secretary of VADA; and

5.2.3 be accompanied with any entrance fee and annual subscription in full.

5.3 A non-natural person applying for voting membership shall nominate a Delegate on its application for membership.

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- 5.4 A person who is not a member of VADA at the time of adoption of these Rules (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
- 5.4.1 there is made an application for membership in accordance with these Rules; and
 - 5.4.2 the Board approves admission as a member.
- 5.5 As soon as practicable after receipt of an application for membership, the Secretary must refer the application to the Board.
- 5.6 The Board must determine whether to approve, defer or reject the application providing the Board may only defer the application to the next Board meeting for the purposes of obtaining additional information or clarification on any matter from the applicant in respect of the application.
- 5.7 In approving an application for membership the Board in its absolute discretion may pro-rata any annual subscription in respect of the membership year where an Applicant will not have membership for the full membership year.
- 5.8 If the Board approves an application for membership, the Secretary must, as soon as practicable:
- 5.8.1 notify the applicant in writing of the approval of membership;
 - 5.8.2 confirm the category of membership; and
 - 5.8.3 refund any subscription in accordance with exercise of discretion by the Board as provided in Rule 5.7 herein.
- 5.9 The Secretary must, within 28 days of approval of an application for membership, enter the required particulars in the Register of members and provide a Tax Invoice to the member in respect of any entrance fee and annual subscription.
- 5.10 If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected and refund any entrance fee and annual subscription lodged with the application.
- 5.11 If the Board rejects an application, the Board in its absolute discretion is not required to deal with any further application for membership by that Applicant for a period of 12 months from the date of rejection of any earlier application, notwithstanding any other provision in these Rules.
- 5.12 In rejecting an application for membership the Board is not required to give reasons for its decision.

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6. Entrance Fee and Annual Subscription

The amount of any:

- 6.1 entrance fee;
- 6.2 annual subscription

for the next membership year shall be fixed by the voting members at the Annual General Meeting in the year preceding the next membership year and shall be set in such manner and having regard to such factors as the voting members see fit including but not limited to calculation of a fee or subscription on a per AFAL basis and need not necessarily be the same for each category of membership and may distinguish between classes within the same category of membership.

7. Register of Members

- 7.1 The Secretary must keep and maintain a register of members containing:
 - 7.1.1 the name, postal address, email address, telephone and fax numbers of each member; and
 - 7.1.2 the date on which each member's name was entered in the register; and
 - 7.1.3 in the case of an incorporated voting member, the name of the Delegate;
 - 7.1.4 the category of membership held by the member;
 - 7.1.5 The AFAL number, if relevant, of that AFAL with which the member is associated where relevant for the purpose of being a voting member.
- 7.2 Subject to the Privacy Laws of the State of Victoria and any Privacy Policy adopted by VADA:
 - 7.2.1 the register may be available for inspection free of charge by any voting member upon request;
 - 7.2.2 the voting member may make a copy of entries in the register.

8. Discipline, Suspension and Expulsion of Members

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- 8.1 Subject to these Rules, if the Board is of the opinion that a member or a Delegate of that member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of VADA, or has failed to comply with a Code of Practice, the Board may by resolution:
- 8.1.1 fine that member an amount not exceeding \$500.00 or not exceeding such maximum amount as may otherwise be permitted under the Act and/or Regulations; or
 - 8.1.2 suspend that member from membership of VADA for a specified period; or
 - 8.1.3 expel that member from VADA.
- 8.2 A resolution of the Board under Rule 8.1 does not take effect unless:
- 8.2.1 at a General Meeting held in accordance with Rule 8.3, the Board confirms the resolution; and
 - 8.2.2 if the member exercises a right of appeal to VADA under this Rule, VADA confirms the resolution in accordance with this Rule.
- 8.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with Rule 8.4.
- 8.4 For the purposes of giving notice in accordance with Rule 8.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- 8.4.1 setting out the resolution of the Board and the grounds on which it is based; and
 - 8.4.2 stating that the member, if a natural person, or a Delegate in the case of an incorporated voting member, or a non-legal representative of an incorporated non voting member, may address the Board at that meeting; and
 - 8.4.3 stating the date, time and method of that meeting; and
 - 8.4.4 informing the member of a right to either:
 - (a) address that meeting as provided in Rule 8.4.2; or
 - (b) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

and also informing the member that, if at that meeting, the Board confirms the resolution, the member may not later than 48 hours after notification of the resolution of that meeting, give the Secretary a notice to the effect that the member wishes to appeal to VADA in General Meeting against the resolution.

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- 8.5 At a General Meeting of the Board to confirm or revoke a resolution passed under Rule 8.1, the Board must:
- 8.5.1 give the member (or its Delegate or representative as the case may be) an opportunity to be heard; or
 - 8.5.2 give due consideration to any written statement submitted by the member; and
 - 8.5.3 determine by resolution whether to confirm or to revoke the resolution; and
 - 8.5.4 ensure arrangements are made to notify the member as soon as possible and practicable of the Board's decision.
- 8.6 If at the General Meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after notification of confirmation of the resolution to that member, give the Secretary a notice to appeal to VADA in General Meeting against the resolution.
- 8.7 If the Secretary receives a notice under Rule 8.6, he or she must notify the Board and the Board must ensure the notice is dealt with at the next General Meeting.
- 8.8 At the General Meeting of VADA at which the notice referred to in Rule 8.6 is dealt with:
- 8.8.1 1 notice of the appeal shall have been given in the notice calling the General Meeting;
 - 8.8.2 the Board may place before the General Meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - 8.8.3 the member (or its Delegate or representative as the case may be) must be given an opportunity to be heard;
 - 8.8.4 the voting members present must vote by ballot on the question whether the resolution should be confirmed or revoked save and except that if the General Meeting is via video or telephone, the ballot may be conducted in such manner as the chair sees fit including by subsequent postal ballot of those voting members participating but not physically present at the place of the General Meeting;
 - 8.8.5 a resolution is confirmed if, not less than two-thirds of the voting members vote in favour of the resolution. In any other case, the resolution is revoked; and
 - 8.8.6 the member affected is to be given written notice by the secretary as soon as practicable advising of the outcome of the appeal.

9. Disputes and Mediation

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- 9.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
- 9.1.1 a member and another member; or
- 9.1.2 a member and VADA.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 28 days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the General Meeting, or if a party fails to attend that meeting, then the parties must, within 28 days, hold a General Meeting in the presence of a mediator.
- 9.4 The mediator must be:
- 9.4.1 a person chosen by agreement between the parties; or
- 9.4.2 in the absence of agreement:
- (a) in the case of a dispute between a member and another member, a person appointed by the Board of VADA; or
- (b) in the case of a dispute between a member and VADA, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- 9.5 A member or a person associated with a member cannot be a mediator.
- 9.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.7 The mediator, in conducting the mediation, must:
- 9.7.1 give the parties to the mediation process every opportunity to be heard; and
- 9.7.2 allow due consideration by all parties of any written statement submitted by any party; and
- 9.7.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.8 The mediator must not determine the dispute.
- 9.9 If the mediation process does not result in the dispute being resolved, the parties may then seek to resolve the dispute in accordance with the Act otherwise at law.

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10. Annual General Meetings

- 10.1 The Board may determine the date, time and place of the Annual General Meeting of VADA save that it must be held in the period between September and November in each year.
- 10.2 The Annual General Meeting may not be held via telephone or video link.
- 10.3 The notice convening the Annual General Meeting must specify that the General Meeting is an Annual General Meeting.
- 10.4 The ordinary business of the Annual General Meeting shall be:
 - 10.4.1 to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting; and
 - 10.4.2 to receive from the Board reports upon the transactions of VADA during the last preceding financial year; and
 - 10.4.3 to elect members of the Board; and
 - 10.4.4 to receive and consider the statement submitted by VADA in accordance with section 30(3) of the Act.
- 10.5 The Annual General Meeting may conduct any special business of which notice has been given in accordance with Rule 12.3, and may conduct general business subject to Rule 12.2.2.
- 10.6 The Annual General Meeting shall be open to voting members only and such other persons as the Board may determine.

11. Special General Meetings

- 11.1 In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- 11.2 All General Meetings other than the Annual General Meeting are Special General Meetings.
- 11.3 The Board may, whenever it thinks fit, convene a Special General Meeting of VADA.

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- 11.4 The Board must, on the request in writing of voting members representing not less than $33 \frac{1}{3}$ per cent of the total number of voting members, convene a Special General Meeting of VADA.
- 11.5 The request for a Special General Meeting referred to in the preceding Rule must:
- 11.5.1 state the objects of the Special General Meeting; and
- 11.5.2 be signed by the voting members and, in the case of a voting member which is a body corporate, by the Delegate of such voting member, who are requesting the Special General Meeting; and
- 11.5.3 be sent to the Secretary.
- 11.6 If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the Secretary, the voting members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 11.7 If a Special General Meeting is convened by voting members in accordance with Rule 11.6, all reasonable expenses incurred in convening the Special General Meeting must be refunded by VADA to the persons incurring the expenses, the reasonableness of such expenses to be determined by the voting members at that Special General Meeting.
- 11.8 A Special General Meeting may be held face to face, by telephone or video link as determined by the Board, save and except in the case of the Annual General Meeting and a Special General Meeting under Rule 11.6 convened by voting members which may not be held by telephone or video link but must be held face to face.
- 11.9 Subject to the discretion of the Board, only voting members are entitled to attend Special General Meeting.
- 11.10 The ordinary business of a Special General Meeting shall be:
- 11.10.1 to confirm the business of any previous General Meeting whether Special or Annual;
- 11.10.2 to deal with the purposes for which the Special General Meeting was called; and
- 11.10.3 to deal with any other business required to be dealt with under these Rules.

12. Special Business for General Meetings

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- 12.1 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be special business.
- 12.2 No business other than that set out in the notice convening the General Meeting may be conducted at a General Meeting save and except;
- 12.2.1 For special business; or
- 12.2.2 at the discretion of the Chairperson and which is approved by at least 50% of the voting members present at the General Meeting subject to the General Meeting satisfying the quorum requirements.
- 12.3 A member intending to bring any special business before a General Meeting may notify in writing, or by electronic transmission, the Secretary of that special business, who must include that special business in the notice calling the next General Meeting.

13. Notice of General Meetings

- 13.1 The Secretary of the Board, at least 14 days, or if a special resolution has been proposed, at least 21 days, before the date fixed for holding a General Meeting of VADA, must cause to be sent to each voting member of VADA, a notice stating the place, date, time and mode or method of the General Meeting and the nature of the business to be conducted at the General Meeting.
- 13.2 Notice may be sent:
- 13.2.1 by prepaid post to the address of the voting member as appearing in the register of members; or
- 13.2.2 by facsimile transmission or electronic transmission to the number/address of the voting member as appearing in the register of members.
- 13.3 Where a voting member is a body corporate having a Delegate under these Rules, it shall be sufficient for the purpose of giving of Notice of General Meetings for such notice to be sent to the voting member's address appearing in the Register of members.

14. Quorum at General Meetings

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- 14.1 No item of business may be conducted at a General Meeting unless a quorum of voting members entitled under these Rules to vote is participating at the time when the General Meeting is considering that item.
- 14.2 50% of voting members participating constitute a quorum for the conduct of the business of a General Meeting.
- 14.3 If, within 15 minutes after the appointed time for the commencement of a General Meeting in the case of a Special General Meeting to be held by telephone or video link, in any other case within one hour, a quorum is not achieved:
- 14.3.1 in the case of a Special General Meeting convened upon the request of voting members- the Special General Meeting must be dissolved; and
- 14.3.2 in any other case the General Meeting shall stand adjourned to such day, time, method/mode as determined by a majority of voting members present at that meeting, notwithstanding a quorum is not present, providing that any such adjourned meeting must be held within 30 days.
- 14.4 If at the adjourned meeting the quorum is not achieved within 15 minutes after the time appointed for the commencement of the General Meeting in the case of a Special General Meeting to be held by telephone or video link, otherwise one hour, the voting members participating shall be a quorum.

15. Presiding at General Meetings

The Chairperson, or in the Chairperson's absence, such person present as appointed by the voting members at the General Meeting shall preside as Chairperson.

16. Adjournment of General Meetings

- 16.1 The person presiding may, with the consent of a majority of voting members participating in the General Meeting, adjourn the General Meeting from time to time and place to place and may change the mode or method of holding such adjourned General Meeting.
- 16.2 No business may be conducted at an adjourned General Meeting other than the unfinished business from the General Meeting that was adjourned save and except additional business may be permitted:
- 16.2.1 at the discretion of the Chairperson; and
- 16.2.2 with the approval of 50% of voting members participating at the adjourned meeting.

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- 16.3 If a General Meeting is adjourned for 7 days or more, whether under Rule 14.3 or under Rule 16.1 notice of the adjourned General Meeting must be given to voting members in accordance with Rule 13.
- 16.4 Except as provided in Rule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

17. Voting at General Meetings

- 17.1 Upon any question arising at a General Meeting of VADA, a voting member has the number of votes as provided in Rule 4.2.
- 17.2 Save in the case where proxy voting is allowed, all votes must be given personally by the voting member which, in the case of an incorporated voting member, shall be through its delegate.
- 17.3 In the case of an equality of voting on a question, the Chairperson of the General Meeting is not entitled to exercise a second or casting vote.
- 17.4 A voting member is not entitled to vote at a General Meeting unless:
- 17.4.1 all moneys due and payable by the voting member to VADA as at the date of the General Meeting have been paid;
- 17.4.2 the voting member continues to meet criteria relevant to that class of membership; and
- 17.4.3 in the case of a voting member who is incorporated, the Delegate continues to meet the eligibility criteria.
- 17.5 The votes which would otherwise have been exercised by a voting member disqualified to vote by reason of the preceding rule may be exercised by another voting member whose membership entitlement is predicated upon the same AFAL as the disqualified voting member, and if more than one such eligible voting member, the votes of the disqualified voting member shall be divided equally between those eligible voting members associated with that AFAL licence rounded up to the next whole number.

18. Poll at General Meetings

- 18.1 If at a General Meeting a poll on any question is demanded by not less than 20% of voting members,

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- 18.1.1 in the case of face to face meeting it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the General Meeting on that question.
- 18.1.2 in the case of a telephone or video link Special General Meeting in such manner as the Chairperson may direct including the taking of a subsequent postal ballot of those voting members participating in the Special General Meeting if they are not personally present and the resolution of the poll shall be deemed to be a resolution of the Special General Meeting on that question and must be communicated to the voting members who were participating in the Special General Meeting.

19. Manner of Determining Whether Resolution Carried at General Meetings

If a question arising at a General Meeting of VADA is determined on a show of hands or an expression of agreement or otherwise of voting members:

19.1 a declaration by the Chairperson that a resolution has been:

19.1.1 carried; or

19.1.2 carried unanimously; or

19.1.3 carried by a particular majority; or

19.1.4 lost; and

19.2 an entry to that effect in the minute book of VADA,

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20. Proxy Voting

There shall be no proxy voting permitted save and except:

20.1 In the case of special resolution relating to alteration or amendment of the Statement of Purposes or Rules of VADA when voting members shall be entitled to appoint another voting member as a proxy;

20.2 In the case of voting members whose membership is predicated upon the same AFAL in which case a voting member may appoint another voting member associated with the same AFAL as the appointor's proxy regardless of the class of voting membership.

20.3 The form appointing a voting member as a proxy shall be in such form as is approved by the Board from time to time.

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21. Board of Management

- 21.1 The affairs of VADA shall be managed by the Board.
- 21.2 The Board:
- 21.2.1 shall control and manage the business and affairs of VADA; and
- 21.2.2 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by VADA other than those powers and functions that are required by these Rules to be exercised in General Meetings by the voting members of VADA; and
- 21.2.3 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of VADA.
- 21.2.4 may by resolution of the Board at a properly convened Board meeting delegate such powers and functions to such other persons as it sees fit other than those powers and functions that are required by these Rules to be exercised by the Board and those powers and functions that are required by these Rules to be exercised in General Meetings by the voting members of VADA and providing always that the Board may not delegate this power of delegation.
- 21.2.5 may by resolution adopt governance policies from time to time in respect of the duties and obligations of Board Members with which Board Members shall comply.
- 21.3 Subject to section 23 of the Act, the Board shall consist of eight persons who shall be elected at an Annual General Meeting provided always that:
- 21.3.1 there shall be a minimum of two persons on the Board who meet the criteria for membership as set out in Rule 4.2.2 hereof;
- 21.3.2 there shall be a minimum of two persons on the Board who meet the criteria for membership as set out in Rule 4.2.6 hereof; and
- 21.3.3 Board members must be either voting members of VADA or a Delegate of an incorporated voting member.
- 21.4 Each member of the Board shall be a member of the Board until the second successive Annual General Meeting after their appointment to the Board save as otherwise provided in these Rules.

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- 21.5 The Board shall at its absolute discretion have the power to co-opt additional persons to the Board providing any such persons:
- 21.5.1 need not necessarily be a member of VADA;
 - 21.5.2 shall have no voting rights on the Board;
 - 21.5.3 are eligible to remain on the Board only until the conclusion of the next Annual General Meeting following their appointment.
- 21.6 At the first Board meeting after acceptance of these Rules and approval by Consumer Affairs Victoria under the Act, the members of the Board shall conduct as amongst themselves a poll as agreed to determine 50% who shall be members of the Board until the next Annual General Meeting at which time their position shall become vacant but they are eligible for re-election, the remaining Board members being subject to Rule 21.4 hereof.

22. Board Office Holders

- 22.1 The Officers of VADA shall be:
- 22.1.1 a Chairperson;
 - 22.1.2 a Treasurer; and
 - 22.1.3 a Secretary.
- 22.2 At the first Board meeting after the holding of an Annual General Meeting, the Board shall elect the officers of VADA from the members of the Board.
- 22.3 Each officer of VADA shall hold that office until the conclusion of the Annual General Meeting next after the date of his or her election or appointment but is eligible for re-election as an Officer if he/she remains a member of the Board.
- 22.4 In the event of a casual vacancy in any office referred to in Rule 22.1, the Board may appoint one of its elected members to the vacant office and the person appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

23. Eligibility for the Election

- 23.1 Subject to these Rules, a member of the Board whose term is expiring is eligible for re-election providing that person continues to meet criteria as provided for in Rule 21.3.3 hereof.

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24. Election of Board Members

- 24.1 Only those persons as prescribed in Rule 21.3.3 are eligible for nomination as a Board member.
- 24.2 Nominations of candidates for election as members of the Board must be:
 - 24.2.1 in writing; and
 - 24.2.2 delivered to the Secretary of VADA not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 24.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected subject to meeting eligibility criteria for the Board and further nominations may be received at the Annual General Meeting for any unfilled vacancy.
- 24.4 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 subject to meeting any criteria for election for the Board as provided in these Rules.
- 24.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 24.6 The ballot for the election of members of the Board must be conducted at the Annual General Meeting in such manner as the Chairperson may direct.

25. Board Vacancies

- 25.1 The position of a member of the Board becomes vacant if that member:
 - 25.1.1 is a Delegate of a voting member which voting member ceases to be a member of VADA or ceases to be eligible to be a member of VADA; or
 - 25.1.2 is a non-incorporated voting member and ceases to be a voting member of VADA or ceases to be eligible to be a voting member of VADA; or
 - 25.1.3 is removed or replaced as the Delegate of a voting member; or
 - 25.1.4 becomes bankrupt; or
 - 25.1.5 is the Delegate of an incorporated voting member which becomes an insolvent under administration within the meaning of the Corporations Law; or

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- 25.1.6 resigns from the Board by notice in writing given to the Secretary; or
- 25.1.7 fails to attend three consecutive Board meetings without adequate excuse, the adequacy of which excuse shall be determined by the Board.
- 25.2 In the event of a casual vacancy occurring on the Board, the Board may appoint a replacement from voting members to fill the vacancy and the person so appointed shall hold office, subject to these Rules, for the same period of time as the Board member so replaced providing always that a Board member replaced must be replaced by a person meeting the same criteria as that Board member when so elected.

26. Board Meetings

- 26.1 The Board shall meet at such frequency as the Board may determine from time to time.
- 26.2 Special meetings of the Board may be convened by the Chairperson or by any three members of the Board.
- 26.3 Meetings of the Board may be convened by way of face to face, telephone hook up or by video conferencing or through utilising some other form of telecommunications if it is considered convenient by the Chairperson for any particular meeting to be held utilising that format.

27. Notice of Board Meetings

- 27.1 Notice of each Board meeting save for an urgent Board meeting, must be given to each member of the Board at least seven (7) days before the date of the meeting specifying the date, time, place or method/mode of meeting and the general nature of the business to be conducted.
- 27.2 The Chairperson in his discretion may call an urgent meeting by giving 24 hours' notice of such Board meeting.
- 27.3 Notice of a Board Meeting may be given by way of telephone, facsimile, email or ordinary postal mail.

28. Quorum for Board Meetings

- 28.1 Any four members of the Board constitute a quorum for the conduct of the business of a General Meeting of the Board.

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- 28.2 No business may be conducted unless a quorum is participating.
- 28.3 If within 15 minutes of the time appointed for the Board Meeting a quorum is not available to participate:
- 28.3.1 in the case of an urgent meeting - the Board Meeting lapses;
- 28.3.2 in any other case- the Board Meeting shall stand adjourned to such place, date and time as the Chairperson shall determine.
- 28.4 The Board may act notwithstanding any vacancy on the Board.

29. Presiding at Board Meetings

At meetings of the Board the Chairperson, or in his absence, such person as the members participating have chosen from amongst themselves, shall preside.

30. Voting at Board Meetings

- 30.1 Questions arising at a meeting of the Board shall be dealt with in such manner as the person presiding at that meeting may determine.
- 30.2 Each elected member participating in a meeting of the Board is entitled to one vote including the Chairperson.
- 30.3 In the case of an equality of voting on a question, the Chairperson is not entitled to exercise a second or casting vote.

31. Removal of Board Member

- 31.1 VADA in General Meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another voting member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 31.2 A member of the Board who is the subject of a proposed resolution referred to in Rule 31.1 may make representations in writing to the Secretary or Chairperson of VADA (not exceeding a reasonable length) and may request that the representations be provided to the voting members of VADA.
- 31.3 The Secretary or the Chairperson may give a copy of the representations to each voting member of VADA or, if they are not so given, the Board member may require that they be read out at the General Meeting.

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- 31.4 Where a Board member is removed, there shall be a deemed casual vacancy on the Board.

32. Minutes of Meetings

- 32.1 The Secretary of VADA shall ensure the keeping of minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, together with a record of the names of persons present or participating at meetings.
- 32.2 Subject to any Privacy Laws of the State of Victoria and any Privacy Policy adopted by VADA, the minutes of all General Meetings and of Board meetings shall be available for inspection by voting members by arrangement with the Secretary.

33. Funds of VADA

- 33.1 The Treasurer of VADA shall ensure:
- 33.1.1 Collection and receipt of all moneys due to VADA and make all payments authorised by VADA; and
- 33.1.2 keep correct accounts and books showing the financial affairs of VADA with full details of all receipts and expenditure connected with the activities of VADA.
- 33.2 The Board shall by resolution authorise persons who are able to sign cheques, drafts, bills of exchange, promissory notes and other negotiable instruments on behalf of VADA providing always that any such signing must be done by two duly authorised persons.
- 33.3 The funds of VADA shall be derived from entrance fees, annual subscriptions, donations, research grants and such other sources as the Board determines.

34. Seal of VADA

- 34.1 The common seal of VADA must be kept in the custody of the Secretary.
- 34.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the public officer of VADA.

35. Notices to/from Members

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- 35.1 Save as otherwise specifically required in these Rules, any notice that is required to be given to a member, by or on behalf of VADA, under these Rules, may be given by:
- 35.1.1 delivering the notice to the member personally; or
 - 35.1.2 sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - 35.1.3 facsimile transmission to the number in the register of members, providing that if there is no successful delivery by facsimile transmission such notice shall be sent by prepaid post as provided in Rule 35.1.2 hereof; or
 - 35.1.4 electronic transmission to the email address in the register of members, providing that if there is no successful delivery by electronic transmission such notice shall be sent by prepaid post as provided in Rule 35.1.2 hereof.
- 35.2 Save as otherwise specifically required in these Rules, any Notice that is required to be given to the Secretary or to VADA under these Rules, may be given by:
- 35.2.1 delivering the Notice to the Secretary personally or to VADA's premises should VADA have premises; or
 - 35.2.2 sending by pre-paid post addressed to the Secretary or to VADA at VADA's mailing address; or
 - 35.2.3 facsimile transmission to VADA's facsimile as appearing on the VADA website; or
 - 35.2.4 electronic transmission to the email address as appearing on the VADA website.

36. Winding Up

- 36.1 VADA may be wound up by special resolution in accordance with the Act.
- 36.2 Any and all assets remaining after full settlement of all just debts and liabilities incurred by VADA shall be disposed to such incorporated association as the voting members may agree providing always the prospective donee shall have provision in its Rules precluding the distribution of assets to its members.
- 36.3 Notwithstanding the provisions of the preceding sub-Rule, the prospective donee referred to in that sub-Rule must be associated or involved in the commercial fishing industry and endorse the principles of ecological sustainable development.

37. Custody and Inspection of Books and Records

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- 37.1 Except as otherwise provided in these Rules, the Secretary shall ensure the safe keeping of all books, documents and securities of VADA.
- 37.2 All accounts, books, securities and any other relevant documents of VADA may be available for inspection at the discretion of the Board free of charge to any voting member upon request subject to any privacy laws in the State of Victoria and any Privacy Policy of VADA.
- 37.3 Subject to privacy laws in the State of Victoria and/or any Privacy Policy of VADA, a voting member may make a copy of any accounts, books, securities and any other relevant documents of VADA to which access is given by the Board.

38. Conflict of Interest

- 38.1 No member of the Board or of VADA shall be appointed to or attain any paid office of VADA.
- 38.2 No member of the Board shall directly or indirectly supply goods or services to VADA for reward where such goods or services can be satisfactorily obtained elsewhere at a lesser cost.
- 38.3 Any member of the Board who has either directly or indirectly an interest in any contract or arrangement proposed to be made by VADA shall disclose his/her interest as soon as possible.
- 38.4 Any member of the Board who has either directly or indirectly an interest in any contract or arrangement existing or previously made by VADA shall disclose his/her interest at the first meeting of the Board following his/her election or appointment or following and acquisition of his/her interest.
- 38.5 No member of the Board shall remain present at any meeting of the Board during any consideration of or discussion of, or the taking of any vote on any question with respect to any contract or arrangement in which he/she is interested as aforesaid.
- 38.6 Notwithstanding the provisions of these Rules, this shall not prevent the reimbursement of any reasonable expenses approved by the Board as incurred by a Board member in the carrying out of his/her duties as a Board member or in the payment of any allowance as may be determined by the Board provided always that any allowances to be so paid shall be approved and/or ratified at Annual General meeting.

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39. Working Groups

- 39.1 The Board may approve the formation of working groups and delegate such functions and powers (save for the power of delegation) as it sees fit from time to time to any such working group providing always that a working group cannot do anything or make any decision which the Board itself is not empowered to do nor may a working group enter into any contract or agreement on behalf of VADA without the prior approval of the Board nor engage in any activity or purpose contrary to these Rules and the Statement of Purposes, and with the specific requirement a working group may only work on and such matters as directed by the Board.
- 39.2 The Chairperson his/her nominee shall be an ex officio member of any working group.
- 39.3 The Board may appoint working groups from members and/or non-members.
- 39.4 Any working group may with the prior approval of the Board co-opt persons onto the working group notwithstanding such person is not a member of VADA but such co-opted person shall not be entitled to vote at meetings of the working group.
- 39.5 The Board may by resolution remove any member of a working group and the Board may dissolve any working group at any time that the Board sees fit at which time all documents, books of account and other material including any moneys shall be delivered into the custody of the Board.
- 39.6 The appointment of any working group shall be valid until the first Board meeting following the holding of any Annual General Meeting.
- 39.7 At the first meeting of the Board following the holding of the Annual General Meeting, all formal working groups shall be reviewed by the Board and reappointed or reconstituted at the discretion of the Board.
- 39.8 The Chairperson or his/her nominee shall convene the first meeting of any formal working group after its appointment by the Board at which meeting those members of a working group eligible to vote shall appoint a convener.
- 39.9 The working group shall meet at such times and such places as the working group may determine but special meetings may be convened by the Chairperson of that working group or at the direction of the Chairperson of VADA.
- 39.10 A working group appointed under these Rules shall ensure a written or verbal report is provided for the next Board meeting after each working group meeting.
- 39.11 A working group shall keep such books of account as the Treasurer shall direct and such books of account shall be available for inspection by any member of the Board.

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- 39.12 A working group shall at all times act in accordance with any directions given to it by the Board.
- 39.13 All moneys, funds or like raised by a working group shall be the property of VADA and must be dealt with in accordance with directions of the Board.
- 39.14 In the event of a dispute amongst members of a working group over the operation of the working group or procedure to be followed, the Board shall give directions for the procedure/operation to be followed which directions shall be complied with.
- 39.15 The policies, procedures and processes of working groups shall be determined by the Board from time to time and may differ as between working groups.

40. Power to Request Information

- 40.1 The Board shall have power to request information from a member from time to time in respect of continuing eligibility for membership of VADA or continuing eligibility for membership of the Board or from an applicant in respect of eligibility on any application for membership of VADA.
- 40.2 In furtherance of the power contained in the preceding Rule, the Board may also request copies of any documents which the Board considers relevant.
- 40.3 Failure to comply with a request from the Board under this Rule within 21 days of such request shall see all membership rights of the member suspended until compliance is made, or in the case of an applicant for membership, the application shall be deemed withdrawn.

41. Delegate

- 41.1 An incorporated voting member may change Delegate by notifying the Secretary in writing of the change providing no change of Delegate shall be permitted within seven days prior to a General Meeting.
- 41.2 The incorporated voting member shall provide such evidence as is required by the Board to determine whether the proposed replacement Delegate meets the eligibility criteria.
- 41.3 A Delegate ceases to be eligible to be a Delegate if the eligibility criteria is no longer met by that Delegate.

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42. Indemnity

- 42.1 Each Board member, Executive Director, member of any working group or agent on behalf of VADA shall be indemnified to an amount to be agreed in advance between the Board and the person out of the assets of VADA against any liability incurred by him or her in defending any criminal or civil proceedings in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty, breach of trust arising out of that person's actions for or on behalf of VADA providing at all times such person shall have acted in good faith and not have been in any breach of these Rules of VADA or in breach of any limits on authority or delegations as may have been imposed by the Board.

43. Executive Director

- 43.1 Should VADA appoint a person to act as Executive Director, the Executive Director shall have such duties and responsibilities as may be determined by the Board from time to time.
- 43.2 At the discretion of the Chairperson, the Executive Director may be permitted to participate in Board meetings to the extent his/her duties and responsibilities necessitate same occurring that the Executive Director should not be entitled to vote at Board meetings.

44. Intellectual Property

- 44.1 VADA retains the intellectual property in respect of all logos, its name, environmental management systems, environmental certification standards and all promotional and other material and documentation and no member shall be entitled to the use or utilisation of same in any way whatsoever, nor in any way use membership of VADA in any way for promotion of the member, the member's business, or any fishing operations of the member without prior written consent of the Board, and even then subject to such terms and conditions as the Board may determine.