

CONSTITUTION

of the

**Australian Marine
Environment Protection
Association Inc.**

Floor 6, Transport House, Brunswick Street, Fortitude Valley, QLD 4006, Australia
Telephone: (07) 30663542 Fax: (07) 30663511

The initial Constitution was accepted at the AUSMEPA Interim Board meeting in Brisbane on Wednesday, 31 January 2001.

® IA29963 Office of Fair Trading Queensland, 13 March 2001

A proposal to amend the AUSMEPA Constitution was adopted by a Special Resolution at a General Meeting held in Canberra on 17 April 2014

Below is the amended Constitution.

CONTENTS

Name	3
Objects	3
Powers	4
Classes of Members	4
Membership	5
Membership Fees	5
Admission & Rejection of Members	5
When Membership Ends	6
Appeal against Rejection or Termination of Membership	7
Register of Members	7
Secretary	8
Membership of Board of Directors	8
Honorary Board Members	8
Electing the Board of Directors	9
Resignation or Removal from Office of the Board of Directors	10
Vacancies on the Board of Directors	10
Functions of the Board of Directors	11
Meetings of the Board of Directors	12
Delegation of the Board of Directors Powers	13
Acts not affected by Defects or Disqualifications	14
Resolutions of the Board of Directors without Meeting	14
Annual General Meetings (AGMs)	14
Business to be conducted at Annual General Meetings (AGMs)	14
Special General Meeting	15
Notice of General Meeting	16
Quorum for, and Adjournment of, General Meeting	16
Procedure at General Meeting	17
By-Laws	18
Alteration of Rules	18
Common Seal	19

Funds & Accounts		19
Consultants/Contractors		21
Directors Insurance		21
Documents		21
Financial Year		21
Distribution of Surplus Assets to Another Entity		21
AUSMEPA Public Fund		22
Appendix 1	Nomination Form for Membership	25
Appendix 2	Nomination Form for election to the Board Directors	26
Appendix 3	Proxy Nomination Form	27
Appendix 4	Notice of Annual General Meeting	28

NAME

Rule 1:

The name of the incorporated association is The Australian Marine Environment Protection Association Inc. (“the Association” or “AUSMEPA”).

OBJECTS

Rule 2:

The objects of the association include the protection, preservation and enhancement of the marine environment by:

- [1] Nurturing and instilling an increased marine environmental consciousness and awareness in Australians by means of education, information, publicity and research;
- [2] Encouraging the effective compliance by all Australians with the laws and regulations promulgated to protect the marine environment;
- [3] Publicly recognising Australians and Australian entities and any others demonstrating voluntary commitment to protection of the marine environment, by granting membership in the Association, in accordance with the association’s rules;
- [4] Establishing a presence in the Australian school system, so that future generations of Australians are aware of the need to protect the marine environment and, thereby, are able to commit themselves to the aims and goals of the Association;
- [5] Recognising particular achievements and/or contributions towards the abatement of pollution or other degradation of the marine environment of Australian and other individuals or other entities by appropriate awards;
- [6] Assisting those Australians and Australian entities that have been shown, through evidence which is not in reasonable doubt, to have caused pollution or other degradation of the marine environment, by providing education to such persons or entities to adopt environmentally responsible procedures and operations in conducting their affairs;
- [7] Acting as a positive, independent voice for Australians concerned about the marine environment, in all matters pertaining to environmental protection.
- [8] To establish and maintain a public fund to be called the AUSMEPA Public Fund for the specific purpose of supporting the environmental objects of the Association.

POWERS

Rule 3:

- [1] The Association has the powers and capacities of an individual.
- [2] The Association may, for example -
 - [a] enter into contracts; and
 - [b] acquire, hold, deal with and dispose of property; and
 - [c] make charges for services and facilities it supplies; and
 - [d] do other things necessary or convenient to be done in carrying out its affairs.
- [3] The Association may take over the funds and other assets and liabilities of the present unincorporated association known as the Australian Marine Environment Protection Association.
- [4] The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- [5] While the Association is an environmental organisation as defined in section 30-260 of the *Income Tax Assessment Act 1997* (ITAA 97) and which is on the register of environmental organisations established under section 30-255 of ITAA 97 ("Environmental Organisation"); the Association:
 - [a] must comply with any rules that the Treasurer of the Commonwealth of Australia or Assistant Treasurer and the Minister responsible for the environment make to ensure that gifts made to the Public Fund (established under Rule 36) will only be used for the environmental objects listed in Rule 2;
 - [b] must not act as a mere conduit for the donation of money or property to other organisations, bodies or persons. The Association must not act as a collection agency for tax deductible donations intended by a donor to be passed on to another organisation or person. The Board of Directors must properly exercise their discretion in allocating funds and property for the objects set out in Rule 2; and
 - [c] must provide to the government department responsible for the environment audited financial statements, the statistical and other information required by the department within the time-frame requested by the department.

CLASSES OF MEMBERS

Rule 4:

- [1] The membership of the Association shall consist of individual (ordinary) members, and any of the following classes of members -
 - [a] Individual Student Membership

- [b] School Club Membership;
 - [c] Shipowner and Ship Membership;
 - [d] Allied Industry Membership;
 - [e] Ship and Schools Partnership Membership
 - [f] Honorary Membership
- [2] The Board of Directors may invite members who have provided a significant contribution, as determined by the Board of Directors, to the Association, to become lifetime members. A lifetime member will not be required to pay an annual membership fee.
- [3] The number of members in each class is unlimited.

MEMBERSHIP

Rule 5:

- [1] An applicant for membership of the Association must be proposed by one member of the Association (the proposer) and seconded by another member (the seconder), if required by the Board of Directors.
- [2] An application for membership, if required by the Board of Directors, must be -
- [a] in writing; and
 - [b] signed by the applicant and the applicant's proposer and seconder; and
 - [c] in the form decided by the Board of Directors, an example is at Appendix 1

MEMBERSHIP FEES

Rule 6:

- [1] The membership fee for each class of membership -
- [a] is the amount decided by the members from time to time at a general meeting; and
 - [b] is payable when, and in the way, the Board of Directors decides.

ADMISSION AND REJECTION OF MEMBERS

Rule 7:

- [1] The Board of Directors must consider any application for membership at the next meeting of the Board, held after it receives -

- [a] the application; and
 - [b] the appropriate membership fee for the application.
- [2] The Board of Directors must decide at the meeting whether to accept or reject the application.
- [3] If a majority of the Board of Directors members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- [4] The secretary of the Association must, as soon as practicable after the Board of Directors decides to accept or reject an application, give the applicant a written notice of the decision. If an applicant is rejected, short reasons explaining the reason for rejection must be provided in writing.

WHEN MEMBERSHIP ENDS

Rule 8:

- [1] A member may resign from the Association by giving a written notice of resignation to the secretary.
- [2] The resignation takes effect on -
- [a] the day and time the notice is received by the secretary; or
 - [b] if a later day is stated in the notice - the later day.
- [3] The Board of Directors may terminate a membership if the member -
- [a] is convicted of an indictable offence; or
 - [b] does not comply with any of the provisions of these rules; or
 - [c] has membership fees in arrears for at least 2 months; or
 - [d] conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- [4] Before the Board of Directors terminates a member's membership, the Board must give the member a full and fair opportunity to show whether the membership should be terminated or not.
- [5] If, after considering all representations made by the member, the Board of Directors decides to terminate the membership, the secretary of the Board must give the member a written notice of the decision with a short statement of reasons explaining the decision.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

Rule 9:

- [1] A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- [2] A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.
- [3] If the secretary receives a notice of intention to appeal, the secretary must, within three months after the day of receipt, call a general meeting to decide the appeal.
- [4] The appeal lies to a general meeting of the association, clearly called for that purpose. At the meeting, the applicant must be given full and fair opportunity to show why the application should not be rejected or why the membership should not be terminated.
- [5] Also, the Board of Directors and the Board members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership terminated.
- [6] An appeal must be decided by a vote of the members (other than those on the Board of Directors who rejected the application or terminated the membership) present at the meeting.
- [7] If a person whose application has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the person.

REGISTER OF MEMBERS

Rule 10:

- [1] The Board of Directors must keep or cause to be kept a register of members in either hard copy or electronic format.
- [2] The register of members must include the following particulars for each member -
 - [a] the full name and address of the member;
 - [b] the date of admission as a member;
 - [c] the date of death or resignation of the member;
 - [d] details about the termination or reinstatement of membership;
 - [e] any other particulars the Board of Directors or the members at a general meeting decide.

- [3] The register must be open for inspection at all reasonable times by a member (only). The contents of the register must not be disclosed by a member to any person who is not a member subject to all legal requirements which apply.
- [4] Before a member may inspect the register, the member must apply to the secretary to inspect it.

SECRETARY

Rule 11:

- [1] The Board of Directors must ensure a secretary is appointed or elected at each Annual General Meeting
- [2] If a vacancy happens in the office of the secretary, the Board of Directors must ensure a secretary is appointed or elected for the Association within one month after the vacancy happens.
- [3] The Board of Directors may appoint and remove the Association's secretary at any time.

MEMBERSHIP OF BOARD OF DIRECTORS

Rule 12:

- [1] The Board of Directors of the association consists of the following office bearers: Chairman, Deputy-Chairman, Executive Director, Secretary, Treasurer, and any other members the Association's members elect or appoint at a general meeting.
- [2] A member of the Board of Directors must be a current financial member of the Association.
- [3] At each annual general meeting of the Association, three of the longest serving members of the Board of Directors must retire from office, but are eligible, on nomination, for re-election.

Rule 13:

HONORARY BOARD MEMBERS

- [1] The Board of Directors may elect Honorary Board members of the Association upon such terms and conditions that the Board of Directors decides.
- [2] A member of the Association who has provided a significant contribution to the Association, whether in financial terms or otherwise, will be eligible to be elected an Honorary Board member.

Rights and privileges

- [3] Honorary Board members shall be entitled to attend all meetings of the Board of Directors and participate in discussions and have all rights and privileges of the elected Board Members, except that Honorary Board members shall be non-voting participants and will not be counted in the determination of a quorum at meetings.

[4] Generally, an Honorary Board member should retain his or her honorary status until the Honorary Member resigns.

Participation on Committees

[5] Honorary Board members are eligible to serve on Board committees, but no more than two members of a committee may be Honorary Board members.

[6] Honorary Board members will not be eligible for formal voting and quorum decisions by the committees they are serving on.

[7] Honorary Board members may serve as the chairperson on Board committees.

Mentoring

[8] Honorary Board members may assume responsibility for introducing and mentoring newly elected Board Members with regard to the mission, history, policies and operating practices of the Association.

ELECTING THE BOARD OF DIRECTORS

Rule 14:

[1] A member of the Board of Directors may only be elected as follows -

[a] any 2 members of the Association may nominate another member (the “candidate”) to serve as a member of the Board of Directors;

[b] the nomination must be -

[i] in writing; and

[ii] signed by the candidate and the members who nominated him or her; and

[iii] given to the secretary at least 14 days before the annual general meeting at which the election is to be held;

[c] each member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;

[d] if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

[2] A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in some conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.

[3] If required by the Board of Directors, balloting lists must be prepared containing the names of the candidates in alphabetical order.

RESIGNATION OR REMOVAL FROM OFFICE OF BOARD OF DIRECTORS

Rule 15:

- [1] A Director may resign from the Board of Directors by giving written notice of resignation to the secretary.
- [2] The resignation takes effect on -
 - [a] the day and at the time the notice is received by the secretary; or
 - [b] if a later day is stated in the notice - the later day.
- [3] A Director may be removed from any office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the Director and subject to law.
- [4] Before a vote of members is taken about removing the Director from office, the Director must be given a full and fair opportunity to show cause whether he or she should be removed from office or not.
- [5] A Director has no right of appeal against his or her removal from office under this rule subject to law.

VACANCIES ON BOARD OF DIRECTORS

Rule 16:

- [1] If a casual vacancy happens on the Board of Directors, the continuing members of the Board may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- [2] The continuing members of the Board of Directors may act despite a casual vacancy on the Board of Directors.
- [3] However, if the number of Board members is less than the number fixed under these rules as a quorum of the Board of Directors,¹ the continuing members may act only to -
 - [a] increase the number of Board of Directors members to the number required for a quorum; or
 - [b] call a general meeting of the Association.

¹ For the number of members to form a quorum, see Rule 18 (Meetings of Board of Directors)

FUNCTIONS OF BOARD OF DIRECTORS

Rule 17:

- [1] Subject to these rules or any resolution of the Association members carried at a general meeting, the Board of Directors -
- [a] has the general control and management of the administration of the affairs, property and funds of the Association;
 - [b] has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent:
 - [c] has responsibility to:
 - (i) set priorities in terms of the goals and objectives of the Association,
 - (ii) devise strategies to achieve the goals and objectives of the Association.
 - (iii) review progress in achieving goals and objectives
 - [d] has a responsibility to introduce new corporate sponsors to the Association.
- [2] The Board of Directors, subject to law, may exercise the powers of the Association -
- [a] to borrow, raise or secure the payment of amounts in a way the Association members decide; and
 - [b] to secure the amounts mentioned in paragraph (a) 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, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
 - [c] to purchase, redeem or pay off any securities issued; and
 - [d] to borrow amounts from members and pay interest on the amounts borrowed subject to sub-rule (3); and
 - [e] to mortgage or charge the whole or part of its property; and
 - [f] to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - [g] to provide and pay off any securities issued; and
 - [h] to invest in a way the members of the Association may from time to time decide; and
 - [i] generally to give effect to the goals and objectives of the Association.

- [3] For sub-rule (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -
 - [a] the financial institution for the Association; or
 - [b] if there is more than one financial institution for the Association - the financial institution nominated by the Association.

MEETINGS OF BOARD OF DIRECTORS

Rule 18:

- [1] Subject to sub-rules (2) to (17), the Board of Directors may meet and conduct its proceedings, as it considers appropriate.
- [2] The Board of Directors must meet a minimum of three times a year to exercise its functions.
- [3] The Board must decide how a meeting is to be called.
- [4] Notice of a meeting is to be given in any way decided by the Board.
- [5] Any conflicts of interest must be declared at the commencement of the meeting and resolved by the Board as best seen fit.
- [6] If the secretary receives a written request signed by at least one-third of the Board of Directors members, the secretary must call a special meeting of the Board.
- [7] A request for a special meeting must state -
 - [a] why the special meeting is being called; and
 - [b] the business to be conducted at the meeting.
- [8] At a Board of Directors meeting, more than one half of the members elected or appointed to the Board as at the close of the last general meeting of the members, form a quorum.
- [9] Directors may participate in Board of Directors meetings by electronic means i.e. by telephone or some other electronic form as decided by the Board of Directors. Directors participating in a Board of Directors meeting by electronic means shall be counted in the number of Directors required by subsection [8] of this Rule to form a quorum.
- [10] A question arising at a Board of Directors meeting is to be decided by a majority vote of the Directors present or participating in the meeting by electronic means i.e. by telephone or some other electronic form and, if the votes are equal, the question is decided in the negative.
- [11] A Director must not attempt to influence the vote or vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- [12] The secretary must give each Director at least 14 days' notice of a special meeting of the Board.
- [13] A notice of a special meeting must state -

- [a] the day, time and place of the meeting; and
 - [b] the business to be conducted at the meeting.
- [14] The Chair or, if there is no Chair or if the Chair is not present within 10 minutes after the time fixed for a Board of Directors meeting, the Deputy-Chair is to preside at the meeting.
- [15] If the Chair and the Deputy-Chair are absent from a Board of Directors meeting, the members may choose 1 of their number to preside at the meeting.
- [16] If a quorum is not present within 30 minutes after the time fixed for a Board of Directors meeting called on the request of Board members, the meeting lapses.
- [17] If a quorum is not present within 30 minutes after the time fixed for a Board of Directors meeting called other than on the request of Board members, the meeting is to be adjourned to -
- [a] the same day, time and place in the next week; or
 - [b] a day, time and place decided by the Board.
- [18] If, at the adjourned meeting mentioned in sub-rule (16), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

DELEGATION OF BOARD OF DIRECTORS POWERS

Rule 19:

- [1] The Board of Directors may delegate the whole or part of its powers to a subcommittee consisting of Association members considered appropriate by the Board. Such power of delegation is not delegable and any delegation made in exercise of the power is revocable without notice.
- [2] A subcommittee may only exercise delegated powers in the way the Board of Directors decides.
- [3] A subcommittee may elect a Chairperson of its meetings.
- [4] If a Chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be Chairperson of the meeting.
- [5] A subcommittee may meet and adjourn, as it considers appropriate.
- [6] A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

Rule 20:

- [1] An act performed by the Board of Directors, a subcommittee or a person acting as a member of the Board of Directors, is taken to have been validly performed, if performed *bona fide* in the discharge of powers given to him, her subject always to law.
- [2] Sub-rule (1) applies even if the act was performed when -
 - [a] there was a defect in the appointment of a member of the Board of Directors, subcommittee or person acting as a member of the Board of Directors; or
 - [b] a Board of Directors member, subcommittee member or person acting as a member of the Board of Directors was disqualified from being a member.

RESOLUTIONS OF BOARD OF DIRECTORS WITHOUT MEETING

Rule 21:

- [1] A written resolution signed by each member of the Board of Directors for the time being entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- [2] A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the Board.

ANNUAL GENERAL MEETINGS (AGMs)

Rule 22:

An annual general meeting must be held -

- [a] at least once each year; and
- [b] within 6 months after the end of the Association's previous financial year as specified in Rule 35
- [c] the secretary must give 4 weeks' notice of the AGM to each member of the Association in the format at Appendix 4

BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETINGS (AGMs)

Rule 23:

The following business must be conducted at each annual general meeting -

- [a] receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;²
- [b] receiving the auditor's report on the financial affairs of the Association for the last financial year;
- [c] presenting the audited statement to the meeting for adoption;
- [d] electing members of the Board of Directors, as specified in Rule 14;
- [e] appointing an auditor.
- [f] such other business (including any matters of risk) as may be considered desirable.

SPECIAL GENERAL MEETING

Rule 24:

- [1] The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after -
 - [a] being directed to call the meeting by the Board of Directors; or
 - [b] being given a written request signed by -
 - [i] at least one-third of the members of the Association presently on the Board of Directors; or
 - [ii] at least the number of ordinary members of the Association equal to double the number of members of the Association presently on the Board of Directors plus 1; or
 - [c] being given a written notice of an intention to appeal against the decision of the Board of Directors -
 - [i] to reject an application for membership; or
 - [ii] to terminate a person's membership.
- [2] A request mentioned in sub-rule (1) (b) must state -
 - [a] why the special general meeting is being called; and
 - [b] the business to be conducted at the meeting.

² This statement is required to be prepared under the Associations Incorporation Act 1981, section 59 (Audit and statement)

NOTICE OF GENERAL MEETING

Rule 25:

- [1] The secretary may call a general meeting of the Association.
- [2] The secretary must give at least 14 days' notice of the meeting to each Association member.
- [3] The Board of Directors may decide the way in which the notice must be given.
- [4] However, notice of the following meetings must be given in writing -
 - [a] a meeting called to hear and decide the appeal of a member against the rejection or termination of a member's membership by the Board of Directors; or
 - [b] a meeting called to hear and decide a proposed special resolution of the Association.
- [5] A notice of a general meeting must state the business to be conducted at the meeting.

QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

Rule26:

- [1] Subject to sub-rule (5), at a general meeting the number of members equal to double the number of members of the Association serving as Office Bearers, (as specified in Rule 12 [1]) on the Board of Directors plus one other, form a quorum.
- [2] No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- [3] If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Board of Directors or the Association, the meeting lapses.
- [4] If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board of Directors or the Association, the meeting is to be adjourned to-
 - [a] the same day, time and place in the next week; or
 - [b] a day, time and place decided by the Board of Directors.
- [5] If at an adjourned meeting, a quorum under sub-rule (1) is not present within 30 minutes after the time fixed for the meeting, those members' present form a quorum.
- [6] The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- [7] If a meeting is adjourned under sub-rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- [8] The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

[9] If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

[10] In this rule -

"member" includes a person attending as a proxy or representing a corporation that is a member.

PROCEDURE AT GENERAL MEETING

Rule27

[1] Subject to these rules, at each general meeting -

- [a] the Chair of the Board of Directors or, if there is no Chair or if the Chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Deputy-Chair is to preside at the general meeting; and
- [b] if the Deputy-Chair is absent or unwilling to act as chair, the members present must elect 1 of their members to be Chair of the meeting; and
- [c] the Chair must conduct the meeting in a proper and orderly way and all present must exercise restraint and be courteous to one another; and
- [d] each question, matter or resolution must be decided by a majority of votes of the members present; and
- [e] each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chair has a casting vote as well as a primary vote; and
- [f] a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
- [g] voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
- [h] if a secret ballot is held, the chair must appoint 2 members to conduct the secret ballot in the way the chair decides; and
- [i] the result of a secret ballot as declared by the chair is taken to be a resolution of the meeting at which the ballot was held; and
- [j] a member may vote in person or by proxy or by attorney and -
 - [i] on a show of hands, each person present who is a member or a representative of a member has one vote; and
 - [ii] in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has one vote; and
- [k] an instrument appointing a proxy must be in writing; and -

- [i] if the appointor is an individual - signed by the appointor or the appointer's attorney properly authorised in writing; or
 - [ii] if the appointor is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation; and
 - [l] a proxy may be a member of the Association or another person; and
 - [m] the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
 - [n] if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form as in Appendix 1.
 - [o] each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
 - [p] the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board of Directors meeting and general meeting are entered in a minute book; and
 - [q] the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection; and
 - [r] the minute book referred tin [p] and [q] may be either in manual or electronic format.
- [2] To ensure the accuracy of the minutes recorded under sub-rule (1)(p) the minutes must be verified by the Board of Directors and signed by the chairperson of the meeting, or the chairperson of the next Board of Directors meeting.

BY-LAWS

Rule 28

- [2] The Board of Directors may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- [3] A by-law may be set aside by a vote of members at a general meeting of the Association.

ALTERATION OF RULES

Rule29

- [1] Subject to the *Associations Incorporation Act 1981 (Qld)* ("Act"), these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- [2] However an amendment, repeal or addition is valid only if it is registered in accordance with the Act.

- [3] A resolution making a material alteration to, or materially affecting, rules 1, 2, 3(5), 29, 31(11), 36 or 37 has no effect unless approved in writing by a Deputy Commissioner of Taxation and the department of the government of the Commonwealth of Australia responsible for the environment.

COMMON SEAL

Rule 30

- [1] The Board of Directors must ensure the association has a common seal.
- [2] The common seal must be -
- [a] kept secure by the Secretary or otherwise directed by the Board of Directors; and
 - [b] used only under the authority of the Board of Directors.
- [3] The common seal must be used when required by law
- [4] Each instrument to which the seal is attached must be signed by a member of the Board of Directors and countersigned by-
- [a] the Secretary; or
 - [b] another member of the Board of Directors; or
 - [c] someone appointed by the Board of Directors.

FUNDS AND ACCOUNTS

Rule 31:

- [1] The funds of the Association must be kept in an account or accounts in the name of the Association in a financial institution decided by the Board of Directors.
- [2] Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- [3] All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- [4] If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following-
- [a] the Chair;
 - [b] the Secretary;
 - [c] the Treasurer;
 - [d] another member of the Board of Directors authorised by the Board of Directors for the purpose.

- [5] If an amount of \$100 or more is to be paid by electronic banking, the electronic payment must be approved by any 2 of those listed in subsection 4
- [6] Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- [7] A petty cash account must be kept on the imprest system, and the Board of Directors must decide the amount of petty cash to be kept in the account.
- [8] All expenditure must be approved or ratified at a Board of Directors meeting or in accordance with valid delegations as approved by the Board of Directors.
- [9] The Board of Directors may make delegations to Board Members on the level of expenditure permitted for any one transaction.
- [10] The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared –
- [a] the income and expenditure for the financial year just ended;
 - [b] the association's assets and liabilities at the close of the year;
 - [c] the mortgages, charges and securities affecting the property of the Association at the close of the year.
- [11] The auditor must examine the statement prepared under subsection (10) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made
- [12] The Association must retain all financial records, in either electronic or manual formats, for 7 years.
- [13] The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or Directors. However, this sub-rule does not prohibit making a payment:
- [a] in good faith to any member for goods or services supplied in the ordinary and usual course of business;
 - [b] of interest paid to any member in accordance with sub-rules 16(2)(d) and (3);
 - [c] of reasonable and proper rent for premises let by any member to the company,
 - [d] of reimbursement of out-of-pocket expenses to a member or a Director for expenses incurred directly in relation to advancing the interests of the association which are approved by the Board of Directors; or

- [e] of premiums on contracts of insurance for, or indemnification of any member of the Board of Directors to the extent permitted by law.

CONSULTANTS/CONTRACTORS

Rule 32

The Board of Directors shall approve the engagement of any consultants/contractors hired under contract to provide services to the Association. Any such contracts must make it very clear that under no circumstances can the Association employ staff in an employer/employee relationship. Consultants/contractors engaged by the association, under contract, are responsible for ensuring their own work and travel related insurance.

DIRECTORS INSURANCE

Rule 33

The Board of Directors shall ensure that appropriate Directors insurance is taken out.

DOCUMENTS

Rule 34:

The Board of Directors must give directions to ensure the safe custody of books, documents, electronic files, instruments of title and securities of the association.

FINANCIAL YEAR

Rule 35:

The financial year of the association closes on 30th September in each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

Rule 36:

- [1] This section applies if the Association -
 - [a] is wound-up under part 10 of the Act;³ and
 - [b] it has surplus assets.
- [2] The surplus assets must not be distributed among the Association members.
- [3] The surplus assets must be given to another entity -
 - [a] having objects similar to the association's objects; and

³ Part 10 (Winding-up) of the Act

[b] the rules of which prohibit the distribution of the entity's income and assets to its members.

[4] Sub clause [3] of this rule is subject to law.

[5] In this section -

“surplus assets” has the meaning given by section 92(3)⁴ of the Act.

AUSMEPA PUBLIC FUND

Rule 36:

[1] The public will be invited to make gifts and donations of money and property to a fund (“AUSMEPA Public Fund”) to support the Association’s environmental objects set out in rule 2.

[2] The Public Fund will be called the AUSMEPA Public Fund and operated on a non-profit basis.

[3] All gifts of money or property for the Association’s environmental objects and all money derived from the money or property in the AUSMEPA Public Fund must be credited to the AUSMEPA Public Fund.

[4] The AUSMEPA Public Fund must not receive any money or property other than as permitted under sub-rule (3).

[5] A separate bank account must be maintained for the AUSMEPA Public Fund.

[6] The Association may only use the AUSMEPA Public Fund for its environmental objects.

[7] At the first occurrence of:

[a] the winding-up of the AUSMEPA Public Fund; or

[b] the Association ceasing to be on the Register of Environmental Organisations established under section 30-255 of the Income Tax Assessment Act 1997; any surplus assets of the AUSMEPA Public Fund must be transferred to funds, authorities or institutions:

[i] which are charitable at law; and

[ii] which are listed on the Register of Environmental Organisations.

[8] The identity of the funds, authorities or institutions must be decided by the persons responsible for the administration of the AUSMEPA Public Fund (refer to sub-rule (10)).

[9] Receipts issued for gifts must state:

[a] the number of the receipt;

[b] the date the donation was received;

⁴ Section 92 (Distribution of surplus assets) of the Act

- [c] the name and Australian Business Number (ABN) of the association;
 - [d] the name of the Public Fund;
 - [e] the signature of a person authorised to act on behalf of the Public Fund;
 - [f] the name of the donor;
 - [g] an indication that the Public Fund is listed on the Register of Environmental Organisations;
 - [h] that the amount is for a gift.
- [10] The Board of Directors must ensure the AUSMEPA Public Fund is administered in accordance with the Register of Environmental Organisations Guidelines published by the federal department responsible for the Register of Environmental Organisations, in particular noting the minimum membership requirement of 50 members of the association.
- [11] The Board of Directors may administer the AUSMEPA Public Fund if it meets the requirements of sub-rule 12. If it does not meet the requirements of sub-rule 12 it must delegate the power to administer the Public Fund to a subcommittee which meets the requirements of sub-rule 12. The Association must inform the Registrar of Environmental Organisations as soon as practicable of any change to the identity of the members administering the AUSMEPA Public Fund.
- [12] The AUSMEPA Public Fund must be administered by no fewer than 3 members. A majority of those members must be 'responsible persons' as defined by the federal department responsible for the Register of Environmental Organisations. The following is a guide to who may qualify as 'responsible persons'
- [a] people with post nominal honours (OBE, KCMG, AO etc.)
 - [b] clergy and church authorities
 - [c] trustees or board members of a not-for-profit school or college
 - [d] justice of the peace
 - [e] judges/magistrates
 - [f] public servants with more than five years' service
 - [g] barristers/solicitors
 - [h] doctors
 - [i] accountants (must be CPA, ASA, ICA, or NIA registered).
 - [j] persons holding public or elected office;
 - mayors
 - town clerks
 - councillors
 - members of parliament

[k] directors of large public companies (with responsibilities under the company's code)

[l] academics or teachers with more than five years' experience

[m] people who hold (or have held) other public positions (eg member of the Australia Council)

[n] past or present office holders of other community organisations (eg President of Parent and Citizens Associations, Secretary of Lions, Treasurer of Rotary)

If any doubt exists in any particular case, the department responsible for the Register of Environmental Organisations will be contacted for advice.

[13] The department responsible for the Register of Environmental Organisations must be notified of any departure from or breach of the rules relating to the AUSMEPA Public Fund set out in rule 36 or made by the Treasurer of the Commonwealth of Australia or Minister responsible for the environment. The Department must be notified if the association or the public fund's names are changed.

An application for membership of the association must be proposed by 1 member of the association (the proposer) and seconded by another member (the seconder), if required by the Board of Directors, (Rule 5).

An application for membership must be in writing and signed by the applicant and if required by the Board of Directors, the applicant’s proposer and seconder.

The Board of Directors must consider an application for membership at the next meeting of the Board, held after it receives the application and the appropriate membership fee for the application. The secretary of the association must, as soon as practicable after the Board of Directors decision to accept or reject an application, give the applicant a written notice of the decision. Should the Board of Directors reject the application, the secretary shall refund any membership fee paid to the association.

Name of applicant:

Address of applicant:.....

.....

Contact details of applicant: Tel:Mobile.....

Email

I.....nominate to become a Member of the Australian Marine Environment Protection Association.

Signed..... Date.....

Name of ProposerDate.....

Signature of Proposer.....

Name of Seconder..... Date.....

Signature of Seconder.....

Application accepted / rejected* by the Board of Directors at its meeting on

**delete which is not relevant.*

The Board of Directors of the association consists of the following office bearers: Chairman, Deputy-Chairman, Executive Director, Secretary, Treasurer, and any other members the association members elect or appoint at a general meeting (Rule 12)

[1] A member of the Board of Directors may only be elected (Rule 14) as follows -

[a] any 2 members of the association may nominate another financial member (the "candidate") to serve as a member of the Board of Directors;

[b] the nomination must be -

[i] in writing; and

[ii] signed by the candidate and the members who nominated him or her; and

[iii] given to the secretary at least 14 days before the annual general meeting at which the election is to be held;

[c] each member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;

[d] if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

I _____ nominate _____ to stand for election to the Board of AUSMEPA Incorporated.

Signed Proposer _____

Dated: _____

Signed seconder _____

Dated: _____

I accept nomination and upon election undertake to support the objectives and conduct affairs in accordance with the model rules of AUSMEPA Incorporated.

Name _____

Member number _____

Signed _____

Dated: _____

Proxy Nomination Form - for an Annual General Meeting of AUSMEPA Inc.
Appendix 3

I _____ of _____, being either
a member of AUSMEPA Inc., or another person (Rule 27 [I]) appoint
_____ of _____ to
attend as my proxy and to vote for me, on my behalf, as the proxy sees fit, at the annual general
meeting of the association, to be held on _____, and at any
adjournment of the meeting.

Name _____

Member number _____

Signed _____

Dated _____

The Notice of the Annual General Meeting must provide the following information:

- i. the time and date of the AGM as well as details of the location of the meeting including the company, floor and building, street address, suburb, State/Territory and post code. The name of the contact person at the host organisation and their telephone number and email address.
- ii. the business to be conducted at the Annual General Meeting in accordance with Rule 23.
- iii. whether telephone or other electronic facilities will be available.
- iv. advice of retiring Board Members in accordance with Rule 12.
- v. seek nominations to the Board of Directors in accordance with Rule 14 in the format at Appendix 2.
- vi. seek submission of proxies for those AUSMEPA Members who are unable to attend the AGM in accordance with Rule 26 and in the format at Appendix 3.