

# The Australian Mung Bean Association Inc Constitution

As Adopted 15th August 2019

# The Australian Mung Bean Association Inc.

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**Rules of Association**  
As adopted on 15<sup>th</sup> August 2019

**Part 1**  
**Preliminary**

**1. Interpretation and definitions**

1.1 Definitions

Unless the context or subject matter otherwise requires:

<b>Act</b>	means the <i>Associations Incorporation Act, 1981</i> (Qld).
<b>AMA</b>	means the Association.
<b>Annual General Meeting</b>	means a meeting of members called within three months of the close of the financial year for the purpose of tabling reports and the election of office bearers.
<b>Association</b>	means the Australian Mung Bean Association Inc IA05285
<b>Corporations Law</b>	means the <i>Corporations Act 2001 (Cth)</i> or any replacement legislation.
<b>General Meeting</b>	means a meeting of members and includes an Annual General Meeting or Special General Meeting.
<b>Member</b>	means all classes of member of the association unless otherwise stated.
<b>Objects</b>	means the objects set out in the Rules
<b>Paid Up</b>	means all joining and membership fees have been paid by the Member.
<b>Representative</b>	means the person appointed by a Member who is not a natural person.
<b>Rules</b>	means the rules of Association
<b>Secretary</b>	means the person holding office under these Rules as Secretary of the Association.
<b>Special General Meeting</b>	means a meeting of members requisitioned by the Secretary under the Rules other than an Annual General Meeting.
<b>Sub-committee</b>	means any sub-committee established under rule 16(1).
<b>Treasurer</b>	means the Treasurer elected by the members at the Annual General Meeting.

## 2. Name

The Association shall be called the Australian Mungbean Association Incorporated, the registered office of which shall be permanently situated in Australia and shall herein be referred to as "The Association".

## Part 2 Objects and Powers

### 3. Objectives

- 1) The primary objective of the AMA is to work for the improvement and development of mungbeans in Australia through:
  - a) developing effective networks and linkages between key stakeholders within the industry, and to ensuring that industry efforts and resources are maximised and ultimately aligned for the common good of the mungbean industry;
  - b) the inclusion of all sectors of the Australian mungbean industry. It includes plant breeders, research agronomists, grain traders, seed graders and packers, crop consultants and representatives from a range of other government agencies and private sector enterprises; and
  - c) the promotion, marketing and development of the mungbean industry within Australia and onto the export market;

with the objectives to be achieved by the voluntary co-operation of Members.

- 2) The Association has a strong focus on ensuring:
  - a) High levels of food safety and hygienic standards are maintained across the whole industry;
  - b) Quality assurance systems are adopted that improve traceability of our produce and market confidence in Australian mungbeans;
  - c) Superior mungbean cultivars are developed that will achieve both higher returns for producers and also meet overseas consumer demand for premium quality mungbeans; and
  - d) mungbean producers have ready access to the best available production, marketing and industry information.

### 4. Powers

The Association has the powers of an individual. The Association may, for example:

- 1) To subscribe to becoming a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not

subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association.

- 2) In furtherance of the objects of the Association to buy and sell all varieties of Mungbeans and the associated products of Mungbeans, where the term Mungbean will refer to plants in the species *Vigna radiata* and *Vigna mungo*.
- 3) To receive and disburse funds, grants, contributions, levies and royalties from or on behalf of persons, firms, companies or organisations within or outside the Commonwealth of Australia, or from or on behalf of the Commonwealth Government or any other State Government in Australia or any department thereof;
- 4) To investigate any formally reported issues involving members;
- 5) To invest, disburse and control the funds and property of the Association;
- 6) To purchase, take on lease or in exchange, hire or otherwise acquire lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to manner as is allowed by law having regard to such trusts.
- 7) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
- 8) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- 9) To remunerate any person or body corporate for services rendered or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debenture or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects.
- 10) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alterations or control thereof.
- 11) To invest and deal with money of the Association not immediately required in such manner as may from time to time be thought fit;
- 12) To take, or otherwise acquire, and hold shares, debentures or other securities of

any company or body corporate;

- 13) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 14) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as foresaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such security;
- 15) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 16) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 17) To take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 18) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule 4;
- 19) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donation, annual subscriptions or otherwise;
- 20) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 21) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as that imposed upon the Association;
- 22) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 23) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more

of the incorporated associations with which the Association is authorised to amalgamate;

- 24) To make donations for patriotic, charitable or community purposes;
- 25) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 26) To build and maintain an acceptable machine dressed mungbean standard accepted by local and overseas buyers;
- 27) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **Part 3**

### **Membership**

#### **5. Classes of Members**

- 1) The membership of the Association shall consist of six classes of members
  - a) Ordinary Members
  - b) Grower Members
  - c) Honorary Members
  - d) Life Membership
  - e) Associate Members
  - f) Reciprocal Memberships

Any of these Members can be a corporation or other business structure.

- 2) Eligibility
  - a) Ordinary Members shall include traders, exporters, research scientists, graders and packers, seed merchants, sprouters and service industries i.e. brokers and laboratories. They shall be liable for full membership and joining fee, they shall have full voting rights; they shall be eligible to hold any office within the Association.
  - b) Grower Members shall be members who grow Mungbeans and sell their resultant crop to a trader or seed merchant, but do not trade in Mungbeans. Grower Members have reduced membership and joining fees. Grower Members are not eligible to vote or hold office but are eligible to be on any Sub-committee of the Association.
  - c) Honorary Members shall be persons who are currently giving meritorious service to the Mungbean industry, but are not otherwise members of the Association. The Management Committee shall ratify honorary membership on a yearly basis. Honorary members shall not be liable for membership or joining fees, but shall have full voting rights, and shall be eligible to hold any office within the Association.
  - d) Life Membership of the Association may be conferred upon an individual who has, over a period of years, given outstanding and meritorious service to the industry, the Association and / or its



members. Life membership will only be conferred after due notice to, and the approval of, the Management Committee. Life Membership nominations will be put to an Annual General Meeting for ratification. A Life Member shall not be liable for membership and joining fees, but shall have full voting rights. They shall be eligible to hold any office within the Association.

- e) Associate Members shall be members who have an interest in the Mungbean industry but are not otherwise members of the Association. An Associate Member shall not be liable for membership and joining fees and, they shall have no voting rights. They shall not be eligible to hold any office within the Association, but are eligible to be on any Sub-committee within the Association.
- f) Reciprocal Membership can be given to any registered Association or Incorporated body with similar objectives to that of the Association. These memberships are to be ratified at the Annual General Meeting on a yearly basis. They shall not be liable for membership fees or a joining fee. A Reciprocal Member shall exchange minutes, notices etc.; they have the right to nominate one of their members to attend General meetings and can attend Extra Ordinary meetings by invitation. The nominated attendee will not be eligible to vote or hold office but is allowed to be on a Sub-committee within the Association.

## 6. Membership

- 1) Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and their proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.
- 2) If either the Trading Name, Ownership, Control or Operating Structure of a member business changes, the Management Committee can request that a new application be completed to enable Management to examine the changed circumstances of the member business. Upon examination of the information provided in the new application, the Management Committee will decide if (a) the business continues to fit the criteria for membership, and (b) the structure of the business is altered sufficiently to require payment of a joining fee.
- 3) A copy of the constitution will be made available to every new member and will form the basis of their membership.

## 7. Membership Fees

- 1) The membership fees for each class of membership (other than classes not required to pay such fees, as set out in section 5(2)) shall be such a sum, as the members shall determine at a general meeting. The amount of the membership fee may be altered from time to time, on the recommendation of the management committee, at a general meeting, provided that the proposed alteration shall be agreed to by two-thirds majority of those present at such a meeting, of which fourteen (14) clear days' notice, in writing, shall be given.
- 2) New Membership applications will be subject to a joining fee. The amount of the joining fee may be altered from time to time, as determined by the Management Committee. .

- 3) The membership fee for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- 4) Each member shall pay in advance their annual membership fees within thirty (30) days from date of invoice. The first annual fee for new members will be calculated on a pro rata basis ensuring all members have consistent due dates.
- 5) Levies: in the event of income from membership fees and other sources being insufficient to meet the expenditure of the Association, a levy may be made on each member to make up such deficit. The decision to impose a levy and its extent will be decided by the Management Committee.

## **8. Admissions and Rejection of Membership Applications**

- 1) At the meeting of the Management Committee after the receipt of any application for membership and the fees applicable for the particular class of membership, such application shall be considered by the Management Committee, who shall therefore determine upon the admission or rejection of the applicant.
- 2) Any applicant who receives a majority of the votes of the Members of the Management Committee present at the meeting at which such application is being considered shall be proposed as a member and ratified at the next General Meeting.
- 3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **9. Termination of Membership**

- 1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date, but the member will not receive any reimbursement of membership fees paid in advance.
- 2) If a Member or their Representative: -
  - a) Is convicted of an indictable offence; or
  - b) Fails to comply with any of the provisions of these Rules; or
  - c) Has membership fees in arrears for a period of two months or more; or
  - d) Becomes bankrupt or makes any arrangements or with creditors generally; or
  - e) Becomes prohibited from being a director of a company by reason of any order made under the Corporations Law; or
  - f) Becomes of unsound mind or a person whose person or estate is

liable to be dealt with in any way under the law relating to mental health; or

- g) Conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association or fails to adhere to the requirements of any of the Association's Codes; or
- h) In the case of a corporate member, has a receiver or liquidator appointed,

the Management Committee shall consider whether the membership should be terminated.

- 1) The Member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the Member in writing accordingly.

## **10. Appeals Against Rejection or Termination of Membership**

- 1) An applicant for membership whose application has been rejected or a member whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of intention to appeal against the decision of the Management Committee.
- 2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt of such notice, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the applicant for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the eligible voting Members present at such meeting.
- 3) Where the applicant whose application for membership is rejected does not appeal against the decision of the Management Committee within the time prescribed by the rules, or so appeals but the appeal is unsuccessful, the Treasurer shall forthwith refund the amount of any fees paid.

## **11. Register of Members**

- 1) The Secretary shall maintain a register in which shall be entered the names and addresses of all Members admitted to membership of the Association and the dates of their admission.
- 2) Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatement of membership and any further particulars as the Management Committee or the Members at any General Meeting may require from time to time.
- 3) The register shall be open for inspection at all reasonable times by any Member who previously applies to the Management Committee, subject to any State or Federal legislation regarding privacy.

## Part 4

### The Management Committee

#### 12. Membership of Management Committee

- 1) The Management Committee of the Association shall consist of a minimum of 8 and a maximum of 12 people including the following:
- 2)
  - a) a President;
  - b) the immediate Past-President'
  - c) Secretary;
  - d) Treasurer;
  - e) two Vice-Presidents; and
  - f) a minimum of two additional Members.
- 3) In order to be eligible for any position on the Management Committee, a person must be a member or Representative of a member of the AMA;
- 4) In order to be eligible to stand for President, the individual must:
  - a) have held a previous position on the Management Committee for at least 12 months and have attended at least 50% of meetings while in that position; and
  - b) not have held the President role for more than 3 years (concurrently) in the years immediately before the nomination unless no other nominations for President have been received.
- 5) In order to be eligible to stand for Vice-President, the individual must:
  - a) have held a previous position on the Management Committee for at least 12 months and have attended at least 50% of meetings while in that position; and
  - b) the role requires giving support to the President and either convene or assist in the running of the sub committees.
- 6) In order to be eligible to stand for role of Immediate Past President, that person must have been in the role of President before the currently appointed President.
- 7) At the Annual General Meeting, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 8) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

- a) a member of the Association elected by the Association as Secretary in accordance with these Rules; or
  - b) any of the following persons appointed by the Management Committee as Secretary—
    - i. a member of the Management Committee;
    - ii. another member of the Association;
    - iii. another person.
- 9) The election of the members of the Management Committee shall take place in the following manner:
- a) A person may be a candidate only if they are an adult and are not ineligible to be elected under the Act.
  - b) Any two Members (who are Paid Up) of the Association shall be at liberty to nominate any other Member to serve on the Management Committee.
  - c) The nomination, which shall be in writing and signed by the Member and their proposer and seconder, must be lodged with the Secretary at least seven (7) days before the Annual General Meeting at which the election is to take place.
  - d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote.
  - e) Should, at the commencement of such General Meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the General Meeting. For clarity, if there have been sufficient nominations received for the additional Member positions on the Management Committee (to make up the total membership of the Management Committee to be a minimum of 8), no further nominations from the floor will be called for.
  - f) Voting shall be by secret ballot.
- 10) Any Member of the Management Committee may resign from membership of the Management Committee at any such time by giving notice in writing to the Secretary and such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice when it shall take effect on that later date.
- 11) Any Member of the Management Committee may be removed from office at a General Meeting of the Association where that Member shall be given the opportunity to fully present their case. The question of removal shall be determined a majority vote of the Members present and eligible to vote at such a General Meeting.
- 12) From time to time, an honorarium may be paid to the President, Treasurer and Secretary in appreciation of costs incurred, and time spent, in undertaking their

duties on the Management Committee. No other member of the Management Committee is to receive any remuneration for their services as a member of the Management Committee, but may receive an honorarium for special project works outside the scope of normal Management Committee duties. Any honorarium amounts payable under this clause are to be reviewed by the Management Committee annually.

### **13. Vacancies on Management Committee**

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

### **14. Functions of the Management Committee**

- 1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee –
  - a) Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - b) Shall have authority to interpret the meaning of these Rules and any other matter relating to the Association on which these Rules are silent, having regard to the Act.
- 2) The Management Committee may exercise all the powers of the Association -
  - a) To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent plus two percent (2%), whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association and to provide and pay off any such securities; and

- c) To invest the funds of the Association.

## 15. Meetings of Management Committee

- 1) The Management Committee shall meet on an as needs basis but not less than two (2) times per year.
- 2) A special meeting of the Management Committee shall be convened by the Secretary on a request in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such a special meeting is being convened and the nature of the business to be transacted thereat.
- 3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the Members, shall constitute a quorum.
- 4) Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it sees fit. Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 5) A member of the Management Committee shall vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising thereout, provided the person declares their interest, to the Management Committee, prior to discussion and voting.
- 6) Unless agreed unanimously by the Committee Members - not less than seven (7) days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 7) The President shall preside as Chair at every meeting of the Management Committee, or if there is no President, or if at any meeting they are not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chair or if the Vice-President is not present at the meeting then the Members may choose one of their number to be Chair of the meeting. The Chair does not hold any additional voting rights.
- 8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon requisition of a Member of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 9) All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the

appointment of any such Member of the Management Committee or person acting aforesaid, or that the Members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

- 10) A resolution in writing signed or acknowledged by all Members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee or acknowledged via electronic format

## 16. Sub-Committees

- 1) AMA activities are supported by a range of Sub-committees and the Management Committee may delegate any of its powers (by resolution from time-to-time) to a Sub-committee consisting of such Members of the Association as the Management Committee thinks fit. Any Sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee. If there is no resolution delegating decision-making powers, the Sub-Committee may only make recommendations to the Management Committee. Those Sub-Committees may include:
  - Promotions Committee;
  - Seeds Committee;
  - Standards Committee;
  - Packers Committee.; and
  - Research and Development.
- 2) Each Sub-Committee should have an appointed convener, who may be:
  - the Vice-Presidents;
  - other members of the Management Committee; or
  - any other Member of AMA appointed by the Management Committee.
- 3) The Secretary will keep an annual record of all Sub-Committees, their Sub-Committee Chairs and their members. Chairs of Sub-Committees must forward a copy of their minutes to the Secretary within 14 days of the meeting date or as requested by Management.
- 4) Where practicable, Sub-Committees will be chaired by a member of the Management Committee. In the event that this is not possible, the Management Committee will appoint a Sub-Committee chair and will provide a written record of powers delegated to the Sub-Committee, a copy of which will be provided to the Secretary.
- 5) The head of the Sub-Committee will chair the meeting, in the event that they are not available, a sub-committee may elect a chair of its meetings. If no such Chair is elected, or if any at meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to Chair the meeting.



- 6) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **Part 5 Meetings**

### **17. Annual General Meetings**

- 1) The business to be transacted at every Annual General Meeting shall be-
  - a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year.
  - b) The receiving of the Auditor's report upon the books and accounts for the preceding financial year.
  - c) The election of members of the Management Committee.
- 2) The Association sets a maximum term of office, of three (3) consecutive years for President, and five (5) years for Secretary and Treasurer, unless unopposed at the time of the Annual General Meeting. For clarity, it is noted that a person may serve in these roles for longer than those timeframes if the terms are not consecutive.
- 3) The Secretary will notify each member in writing of the time and place of the Annual General Meeting at least fourteen (14) days before holding of such meeting.

### **18. Special General Meeting**

- 1) The Secretary shall convene a Special General Meeting –
  - a) When directed to do so by the Management Committee; or
  - b) On the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members then on the Management Committee plus one. Such requisition shall clearly state the reasons of the business to be transacted thereat; or
  - c) On being given notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any member.

### **19. General Meetings**

- 1) A General Meeting can be convened either in person or by using technology (or a combination of both) provided that that each attendee can hear the proceedings.

- 2) At any General Meeting the number of members required to constitute a quorum shall be half the number of members then on the Management Committee plus five other voting members, or their proxy, not on the management committee.
- 3) No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For the purposes of this Rule, "Member" includes a person attending as a proxy or as representing a corporation, which is a member.
- 4) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members of the Management Committee of the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 5) The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as foresaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 6) The Secretary shall convene all general meetings of the Association by giving not less than seven (7) days' notice of any such meeting to the Members of the Association.
- 7) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal against rejection or termination of membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- 8) General Meetings will be held at the discretion of the Management Committee, but not less than three (3) times per annum.
- 9) Unless otherwise provided by these Rules, at every General Meeting –
  - a) The President shall preside as Chair, or if there is no President or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, or the Vice-President is not president or is unwilling to act, then the members present shall elect one of their number to be the Chair of the meeting.
  - b) The Chair shall maintain order and conduct the meeting in a proper and orderly manner;
  - c) Every question, matter or resolution shall be decided by a majority of votes of the members present in person, by proxy or by attorney on a

show of hands or a division of members.

- d) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chair shall appoint two members to conduct the secret ballot in such a manner as they shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- e) Any Paid-Up Member may vote in person or by proxy or by attorney and on a show of hands or a division of members present. Every eligible member present, in person or by proxy or by attorney, shall have one vote, and in a secret ballot every eligible member present or by proxy or by attorney shall have one vote. Members shall be entitled to one vote per membership fee paid. In the case of an equality of votes the Chair shall have a second and casting vote; provided that no member shall be entitled to vote at any general if the annual subscription is more than one month in arrears at the date of the meeting;
- f) The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointee or their attorney duly authorised in writing, or, if the appointee is a corporation, either under seal or by hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- g) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the attached form or a form as near thereto as circumstances permit;
- h) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument purposes to vote;
- i) The Secretary, or another Member in the Secretary's absence, shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and every General Meeting. These minutes are to be circulated to the members and/or made available to any financial member who applies to the Secretary. For the purposes of ensuring the accuracy of the recording such minutes, the minutes of every Management Committee shall be tabled at the succeeding meeting and voted on to verifying their accuracy. Similarly, the minutes of every General Meeting shall be tabled and voted on at the next succeeding meeting. The minutes of any Annual General Meeting shall be circulated and tabled at the next meeting for approval by the members.

## **Part 6**

### **Miscellaneous**

#### **20. By-Laws, Codes etc**

- 1) The Management Committee may from time to time make, amend or repeal by-laws and Codes for the internal management of the Association and all current by-laws and Codes are binding on all Members
- 2) The Secretary must maintain and publish a register of all By-Laws and Codes.
- 3) Any by-law or Code may be set aside by resolution of the Members in a General Meeting.
- 4) In the event of any inconsistency or conflict between these Rules and any by-laws or Codes, these Rules will prevail to the extent of any inconsistency or conflict.

#### **21. Alterations of Rules**

Subject to the provisions of the Act, these Rules may be amended, rescinded or added to from time to time, by a special resolution carried at any General Meeting; Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

#### **22. Common Seal**

No Common Seal is required.

#### **23. Funds and Accounts**

- 1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- 2) Proper books and accounts shall be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of this nature;
- 3) All moneys shall be banked as soon as possible after receipt thereof;
- 4) All amounts of shall be paid electronic transfer and authorized by any two of the President, Secretary, Treasurer or other members authorized from time to time by the Management Committee.
- 5) The Management Committee shall determine the amount of petty cash, which shall be kept, on the imprest system.
- 6) All expenditure greater than an amount ratified and reviewed by Management, shall be approved or ratified at a Management Committee meeting.
- 7) As soon as practicable after the end of each financial year the Treasurer shall cause

to be prepared a statement containing particulars of;

- a) The income and expenditure for the financial year just ended; and
  - b) The assets and liabilities and all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 8) All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
  - 9) The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Association or otherwise owing by the Association to the Member or of remuneration to any employees of the Association or to any Member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or re-payment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

#### **24. Documents**

The Management Committee shall provide for the safe custody of books, documents, electronic documents, instruments of title and securities of the Association.

#### **25. Financial Year**

The Financial Year of the Association shall close on the 30<sup>th</sup> June in each year.

#### **26. Distribution of Surplus Assets**

If the Association shall be wound up in accordance with the provisions of the Association Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be given to or distributed among the Members of the Association, but shall be given or transferred to some other institutions having objectives similar to the objects of the Association, and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association.

#### **27. Code of Ethics**

The Association's Code of Ethics forms an integral part of this Constitution and is binding on Members.

## **28. Indemnity**

Every member of the Management Committee or other members of the Association shall be indemnified by the Association against the costs of all proceedings, suits, or demands or losses or expenses incurred thereby which the member may incur by reason of any act done bona fide in the discharge of their duty relating to the affairs of the Association within scope of the members authority.

## The Australian Mung Bean Association Inc Proxy Form

I, \_\_\_\_\_ of \_\_\_\_\_

Being a member of the above-named Association, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

or failing them,

\_\_\_\_\_ of \_\_\_\_\_

as my proxy, to vote for me, on my behalf at the (Annual) General Meeting  
of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
and at any adjournment thereof,

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature: .....

This form is to be used: In favour of / Against  
(Cross out whichever not desired)

the resolution that: .....  
(Unless otherwise instructed the proxy may vote as they thinks fit)