



Rules

Pet Food Industry Association
of Australia Inc.

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1. PRELIMINARY

1.1 Name

The name of the incorporated association is "Pet Food Industry Association of Australia Inc".

1.2 Principal purpose

The principal purpose for which the Association is established is to promote standards of excellence in the development of the pet food industry, and this includes to:

- Establish, review and improve industry standards and practice for the manufacture and marketing of pet food in Australia;
- Promote and support regulation for the manufacture of quality pet nutrition; and
- Actively promote the benefits of responsible pet ownership.

1.3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

1.4 Definitions

In these Rules:

"Allied Industry Member" means a body corporate appointed as a member in accordance with rule 3.1(b)(iii)

"Annual Subscription Fee" means the amount determined by the Executive under rule 3.5(b).

"Association" means the association named in rule 1.1.

"Chairperson" of a general meeting or Executive Committee meeting means the person chairing the meeting as required under rule 5.5.

'Entity' means a business with an ABN that manufactures or markets pet food in Australia.

"Executive Committee meeting" means a meeting of the Executive Committee held in accordance with these Rules.

"Executive Committee member" means a member of the Executive Committee elected or appointed under Division 3 of Part 5.

"Executive" means a member of the executive committee appointed under rule 5.10.

"Executive Committee" means the Executive Committee having management of the business of the Association.

"Financial year" means the 12-month period specified in rule 1.3.

"General meeting" means a meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting.

“**Joining Fee**” means the amount determined by the Executive under rule 3.5(b).

“**Manufacturer Member**” means a body corporate appointed as a member in accordance with rule 3.1(b)(i).

“**Marketer Member**” means a body corporate appointed as a member in accordance with rule 3.1(b)(ii).

“**Member**” means an entity whose name is entered in the Register of Members as a member of the Association in accordance with rule 3.4 and “membership” has the corresponding meaning.

“**Member entitled to vote**” means a member who under rule 3.6 is entitled to vote at a general meeting.

“**Membership Category**” means one of the classes of membership set out in rule 3.1(b).

“**Office-bearer**” shall mean the President, Vice President and Treasurer elected in accordance with Part 5 of these Rules.

“**Office holder**” shall have the same meaning given to that term in the Act.

“**Ordinary member**” means an executive other than the President, Vice President or Treasurer.

“**Person**” an individual and an organisation (whether incorporated or unincorporated), as context requires.

“**Principal purpose**” means the purpose set out in rule 1.2.

“**Register of Members**” means the register of members maintained by the Secretary in accordance with rule 3.10

“**Representative**” means an individual appointed to represent a member that is a body corporate, trust, partnership or firm.

“**Secretary**” of the Association means a person who holds office under these Rules as secretary of the Association, or in any other case, the public officer of the Association.

“**Special resolution**” has the meaning given to that term in the Act.

“**the Act**” means the *Associations Incorporation Reform Act 2012 (Vic)*.

“**the Registrar**” means the Registrar of Members.

1.5 Interpretation

- (a) In these Rules, unless expressly provided otherwise, reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments passed under it.

- (a) Footnotes do not form part of these Rules.

2. POWERS OF ASSOCIATION

2.1 Powers of Association

Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its principal purpose.

2.2 Not-for-profit organisation

- (a) The income and property of the Association must be applied solely towards the principal purpose.
- (b) No portion of the income or assets of the Association may be paid or transferred directly or indirectly to individual members by way of profit in their capacity as members.
- (c) This rule 2.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any committee member to the extent permitted by law and these rules.
- (d) Despite sub-rule 2.2(b) payment may be made in good faith to any member of the Association:
 - (i) in return for any services actually rendered to the Association with a tax invoice;
 - (ii) for goods supplied in the ordinary and usual way of business;
 - (iii) by way of interest on money borrowed from any member of the Association at a rate not exceeding the rate for the time being fixed by the Executive Committee; and
 - (iv) of reasonable and proper rent for premises demised or let by any member of the Association.

3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

3.1 Who is eligible to be a member

- (a) The Association must have at least five members.
- (b) There are three Membership Categories:
 - (i) Manufacturer Member – any entity engaged in the manufacture of commercially sold pet food with a plant located in Australia;
 - (ii) Marketer Member – an entity that:
 - (A) is engaged in the importation of prepared pet food into Australia; and
 - (B) acts as the primary manufacturer’s agent for prepared pet food; and
 - (C) primarily markets a range of prepared pet food in Australia; or
 - (D) is generally responsible for a prepared pet food range in Australia; and

- (iii) Allied Industry Member – an entity who provides goods or services in the pet food supply chain
- (c) The Executive Committee may vary the eligibility criteria in rule 3.1(b) for all or any of the Membership Categories as it sees fit by unanimous resolution.

3.2 Application for membership

- (a) To apply to become a member of the Association, an entity must complete the PFIAA official application form and lodge with the Secretary.
- (b) The application:
 - (i) must be signed on behalf of the applicant; and
 - (ii) may be accompanied by the Joining Fee (if any, as determined by the Executive Committee from time to time).

3.3 Consideration of application

- (a) Applications for membership may be accepted or rejected by Executive Committee.
- (b) The Secretary must notify the applicant in writing of the decision of the members or Executive Committee as soon as practicable after the decision is made.
- (c) If the Executive Committee rejects the application, it must return any money accompanying the application to the applicant.
- (d) No reason shall need be given for the rejection of an application. No appeal shall be available to the rejected applicant.

3.4 New membership

- (a) If an application for membership is approved by the Executive Committee:
 - (i) the resolution to accept the membership must be recorded in the minutes of the time of the Committee meeting; and
 - (ii) the Secretary must, within 28 days after the receipt of the amounts detailed in rule 3.5, enter the name and address of the new member, and the date of becoming a member, in the Register of Members.
- (b) An entity becomes a member of the Association and, is entitled to exercise its rights of membership from the date, whichever is the later, on which:
 - (i) the Executive Committee approves the person's membership; or
 - (ii) the entity pays the Joining Fee.

3.5 Annual Subscription Fee and Joining Fee

- (a) The Joining Fee is the relevant amount determined by the Executive from time to time (if any).
- (b) Each member must pay to the Association an Annual Subscription Fee of an amount as determined by the Executive from time to time and adjusted annually.

- (c) The Executive Committee may, in its sole discretion, determine a different Joining Fee and Annual Subscription Fee:
 - (i) for different Membership Categories; and
 - (ii) for Manufacturing Members and Marketing Members- according to the member's pet food sales in the previous year.
- (d) The Executive Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (i) the full Annual Subscription Fee; or
 - (ii) a pro rata Annual Subscription Fee based on the remaining part of the financial year.
- (e) The Association will provide members with an invoice for payment of Annual Subscription Fee in or around June of each year and payment to the Association is due within 90 days of the invoice date.
- (f) If a member does not pay their Annual Subscription Fee within 90 days of the invoice date, the Executive may issue a notice of payment requiring the member to pay the Annual Subscription Fee. If the member does not pay the Annual Subscription Fee within 14 days of receiving the notice of payment, the Executive Committee may (in its sole discretion) resolve to suspend the member's voting rights.
- (g) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by sub-rules 3.5(a) and 3.5(d).
- (h) The Executive may, by passing a Special Resolution, impose levies on members for the purpose of defraying any special or general costs of implementing the principal purpose of the Association.

3.6 General rights of members

- (a) A member of the Association has the right:
 - (i) to vote;
 - (ii) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (iii) to submit items of business for consideration at a general meeting; and
 - (iv) to attend and be heard at general meetings; and
 - (v) to have access to the minutes of general meetings and other documents of the Association as provided under rule 7.3(a); and
 - (vi) to inspect the Register of Members as provided in rule 7.4.
- (b) In addition to the rights granted in sub-rule 3.6(a), members may bring additional observers to general meetings. Those observers may be heard at general meetings with the consent of the Chairperson.

3.7 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

3.8 Ceasing membership

- (a) The membership of an entity ceases on:
- (i) resignation (including deemed resignation pursuant to rule 3.9(b));
 - (ii) expulsion;
 - (iii) being dissolved or otherwise ceasing to exist;
 - (iv) having a liquidator or provisional liquidator appointed to it;
 - (v) being insolvent;
 - (vi) has failed to comply with these Rules;
 - (vii) refuses to support the purposes of the Association; or
 - (viii) has engaged in conduct prejudicial to the Association.
- (b) If an entity ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date it ceased to be a member in the Register of Members.

3.9 Resigning as a member

- (a) A member may resign by notice in writing given to the Association.
- (b) A member is taken to have resigned if:
- (i) the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
 - (ii) the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

3.10 Register of Members

- (a) The Secretary must keep and maintain a Register of Members that includes:
- (i) for each current member:
 - (A) the member's name;
 - (B) the address for notice last given by the member;
 - (C) the date of becoming a member;
 - (D) the category of membership to which the person belongs;
 - (E) any other information determined by the Executive Committee;
 - (ii) for members that are entities, the Representative details of the entity; and

- (iii) for each former member, the date of ceasing to be a member

3.11 Disciplinary action

- (a) The Executive Committee may take disciplinary action against any member if the Executive Committee believes there are sufficient grounds to do so.
- (b) The Association may take disciplinary action against a Member in accordance with this Rule if it is determined that the Member—
 - a. has failed to comply with the Association’s Rules;
 - b. refuses to support the purposes of the Association; or
 - c. has engaged in conduct prejudicial to the Association or is deemed as anti-competitive under Section 45 of the Australian Competition and Consumer Act 2010.
- (c) The Executive Committee has discretion to determine the procedure to be adopted to determine whether there are sufficient grounds for taking disciplinary action, subject to the following:
 - (i) The member who is the subject of the disciplinary procedure:
 - (A) must be informed of the grounds upon which the disciplinary action against the member is proposed to be taken; and
 - (B) be given an opportunity to be heard in relation to the matter – either by appearing in person and/or by providing a written statement according to the member’s preference; and
 - (ii) the outcome of the disciplinary procedure must be determined by an unbiased decision-maker; and
 - (iii) to the extent that doing so is compatible with paragraphs 3.11(c)(i)-(ii), the disciplinary procedure must be completed as soon as is reasonably practicable.
- (d) Disciplinary action under this rule includes, but is not limited to, suspension of any or all membership rights, or expulsion.

3.12 Grievance procedure

- (a) The Executive Committee shall determine the procedure to be followed to determine any dispute arising between:
 - (i) a member and another member;
 - (ii) a member and the Executive Committee;
 - (iii) a member and the Association.
- (b) The Executive Committee shall act subject to the following:
 - (i) A member may appoint any person to act on behalf of the member in the grievance procedure; and
 - (ii) Each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute;
 - (iii) The outcome of the dispute must not be determined by a biased decision-maker.

4. GENERAL MEETINGS OF THE ASSOCIATION

4.1 Annual general meetings

- (a) The Executive Committee may determine the date, time and place of the Annual General Meeting, provided that the Annual General Meeting is held before the end of November in the calendar year.
- (b) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (c) The ordinary business of the annual general meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) to receive and consider:
 - (A) the annual report of the Executive Committee on the activities of the Association during the preceding financial year; and
 - (B) the financial statements of the Association for the preceding financial year submitted by the Executive Committee in accordance with Part 7 of the Act;
 - (iii) to elect the members of the Executive Committee in accordance with Part 5 of these Rules.
- (d) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

4.2 Special general meetings

- (a) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- (b) The Executive Committee may convene a special general meeting whenever it thinks fit.

4.3 Special general meeting held at request of members

- (a) The Executive Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule 4.3(b) by at least ten percent of the total number of members.
- (b) A request for a special general meeting must:
 - (i) be in writing; and
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (iii) include the names and signatures of the members requesting the meeting; and
 - (iv) be given to the Executive Manager.

- (c) If the Executive Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (d) A special general meeting convened by members under sub-rule 4.3(c):
 - (i) must be held within three months after the date on which the original request was made; and
 - (ii) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 4.3(c).

4.4 Notice of general meetings

- (a) The Executive Manager (or, in the case of a special general meeting convened under rule 4.3(c), the members convening the meeting) must give to each member of the Association:
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a special resolution is to be proposed:
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a special resolution; and
 - (iv) comply with rule 4.5(e).

4.5 Proxies

- (a) A member may appoint another member's Representative as its proxy to vote and speak on its behalf at a general meeting.
- (b) The appointment of a proxy must be in writing.
- (c) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (d) If the Executive Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (e) Notice of a general meeting given to a member under rule 4.4 must:

- (i) state that the member may appoint another member's Representative as a proxy for the meeting; and
 - (ii) include a copy of any form that the Executive Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

4.6 Member representative

- (a) A member may appoint an individual as its Representative. The appointment may be a standing one.
- (b) The appointment may set out restrictions on the Representative's powers.
- (c) The appointment may be made by reference to a position held.
- (d) A member may appoint more than one Representative but only one Representative:
- (i) may exercise the member's powers and right to vote at any one time;
 - (ii) may be counted for the purposes of determining quorum at a general meeting.
- (e) A Representative appointed under this clause may exercise, on the member's behalf, any and all of the powers that the body could exercise as a member, unless the appointment specifies otherwise.

4.7 Use of technology

- (a) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule 4.7(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

4.8 Quorum at general meetings

- (a) No business may be conducted at a general meeting unless a quorum of members is present.

The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 4.6, of 10% of the members entitled to vote.

- (b) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
- (i) in the case of a meeting convened by, or at the request of, members under rule 4.3 - the meeting must be dissolved;
 - (ii) in any other case:

- (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (c) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 4.8(b)(ii), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

4.9 Adjournment of general meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting sub-rule 4.9(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 4.4.

4.10 Voting at general meeting

- (a) On any question arising at a general meeting:
 - (i) subject to sub-rule 4.10(c), each member who is entitled to vote has one vote; and
 - (ii) members may vote in person or by proxy; and
 - (iii) except in the case of a special resolution, the question must be decided on by a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

4.11 Determining whether resolution carried

- (a) Subject to sub-rule 4.11(b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or

- (iv) lost; and

an entry to that effect in the minutes of the meeting is proof of that fact.

- (b) If a poll (where votes are cast in writing) is demanded by one or more members on any question:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

4.12 Minutes of general meeting

- (a) The Executive Committee must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the names of the Representatives attending the meeting; and
 - (ii) communications of votes or proxy appointments given to the Secretary; and
 - (iii) the financial statements submitted to the members in accordance with rule 4.1(c)(ii)(B); and
 - (iv) the certificate signed by two Executive Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

5. EXECUTIVE COMMITTEE

Division 1 - Powers of Executive Committee

5.1 Role and powers

- (a) The business of the Association must be managed by or under the direction of an Executive Committee.
- (b) The Executive Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

5.2 Delegation

- (a) The Executive Committee may delegate any of its powers and functions.
- (b) The Executive Committee may revoke a delegation wholly or in part.
- (c) The Executive Committee may establish sub-committees consisting of such persons with such terms of reference it considers appropriate.

Division 2 - Composition of Executive Committee and duties of members

5.3 Composition of Executive Committee

- (i) The number of Executives will be no less than four (4) and up to nine (9). Seventy percent of the board would be made up of manufacturer members; thirty percent marketer/allied members. The President must be a manufacturer member. Each executive will have one vote; if votes are equal the President has the deciding vote. Executive positions comprised:
 - (A) a President; and
 - (B) a Vice-President; and
 - (C) a Treasurer; and
- (ii) the immediate past President;
- (iii) a maximum of five positions for ordinary members.
- (b) The Executive Committee members shall be elected under Rule 5.10.
- (c) The Secretary shall serve as an ex-officio member of the Executive Committee.
- (d) The members may by resolution increase the number of Representative positions on the Executive Committee for the following year.

5.4 General Duties

The Act imposes duties on office holders, which office holders should be aware of and comply with.

5.5 President and Vice-President

- (a) Subject to sub-rule 5.5(b), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any meetings.
- (b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (i) in the case of a general meeting - a member elected by the other members present; or
 - (ii) in the case of an Executive Committee meeting - an Executive Committee member elected by the other Executive Committee members present.

5.6 Secretary

- (a) The Executive Manager shall be appointed and may be removed by the Executive Committee of the Association.
- (b) The position of Secretary must not remain vacant for any period exceeding 14 days.
- (c) The Secretary must:
 - (i) maintain the Register of Members in accordance with rule 3.10; and
 - (ii) make appropriate arrangements for the custody of the common seal (if any) of the Association and all other books, documents and securities of the Association; and
 - (iii) perform any other duty or function imposed on the Executive Manager by these Rules.

Division 3 - Election of Executive Committee members and tenure of office

5.7 Who is eligible to be an Executive Committee member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

5.8 Positions to be declared vacant

- (a) This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (b) The Chairperson of the meeting must declare all positions on the Executive Committee are vacant pursuant to these Rules (if any) and hold elections for those positions in accordance with these Rules where necessary.

5.9 Nominations

- (a) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (b) An eligible person may:
 - (i) nominate himself or herself; or
 - (ii) with the person's consent, be nominated by another member.
- (c) A person who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

5.10 Election of officers and ordinary members of the executive committee

- (a) Nominations of candidates for election as Officers or as Ordinary Members of the Executive Committee shall be -

- (i) made in writing, proposed and signed by a Member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Secretary not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- (b) A candidate may only be nominated for one office or as an Ordinary Member of the Executive Committee, prior to the Annual General Meeting.
 - (c) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
 - (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

5.11 Ballot

A ballot may be held in such manner as determined by the Executive Committee.

5.12 Term of office

- (a) Subject to sub-rule 5.3 and rule 5.14, an Executive Committee member holds office for a period of twelve months.
- (b) An Executive Committee member may be re-elected.

5.13 Removal of an Executive Committee Member

- (a) The Association in Meetings may, by resolution, remove any Executive Committee Member before the expiration of the Executive Committee Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Executive Committee Member.
- (b) An Executive Committee Member who is the subject of a proposed resolution referred to in Rule 32(a) may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the Executive Committee Members.
- (c) The Secretary or the President may give a copy of the representations to each Executive Committee Member or, if they are not so given, the Executive Committee Member may require that they be read out at the meeting.

5.14 Vacation of office

- (a) An Executive Committee member may resign from the Executive Committee by written notice addressed to the Executive Committee.
- (b) A person ceases to be an Executive Committee member if he or she:
 - (i) resigns; or
 - (ii) is removed from office by special resolution; or

- (iii) ceases to meet the eligibility requirements in sub-rule 5.7; or
- (iv) fails to attend three consecutive Executive Committee meetings (other than urgent Executive Committee meetings) without leave of absence under rule 5.22; or
- (v) is convicted of an indictable offence; or
- (vi) otherwise ceases to be an Executive Committee member by operation of section 78 of the Act.

5.15 Filling casual vacancies

- (a) The Executive Committee may appoint an eligible member of the Association to fill a position on the Executive Committee that:
 - (i) has become vacant under rule 5.14; or
 - (ii) was not filled by election at the last annual general meeting.
- (b) A person appointed by the Executive Committee under this rule shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment.
- (c) An Executive Committee member appointed under the previous paragraph shall not be taken into account in determining the number of Executive Committee members who are to retire at the annual general meeting.
- (d) The Executive Committee may continue to act despite any vacancy in its membership.

Division 4 - Meetings of Executive Committee

5.16 Meetings of Executive Committee

- (a) The Executive Committee must meet at least four times in each year at the dates, times and places determined by the Executive Committee.
- (b) Notice of each Executive Committee meeting must be given to each Executive Committee member at least 48 hours before the date of the meeting, in such manner as the Executive Committee considers appropriate.
- (c) The Executive Committee may regulate its meetings as it sees fit.

5.17 Use of technology

- (a) An Executive Committee member who is not physically present at an Executive Committee meeting may participate in the meeting by the use of technology that allows that Executive Committee member and the Executive Committee members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, an Executive Committee member participating in an Executive Committee meeting as permitted under sub-rule 5.17(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

5.18 Quorum

- (a) No business may be conducted at an Executive Committee meeting unless a quorum is present.

- (b) The quorum for an Executive Committee meeting is the presence (in person or as allowed under rule 5.17) of four of the Executive Committee members holding office.

5.19 Voting

- (a) On any question arising at an Executive Committee meeting, each Executive Committee member present at the meeting has one vote.
- (b) A motion is carried if a majority of Executive Committee members present at the meeting vote in favour of the motion.
- (c) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

5.20 Minutes of meeting

- (a) The Executive Committee must ensure that minutes are taken and kept of each Executive Committee meeting.
- (b) The minutes must record the following:
 - (i) the names of the members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) register of interests - any material personal interests disclosed in accordance with the Act.

5.21 Validity

Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

5.22 Leave of absence

The Executive Committee may grant an Executive Committee member leave of absence from Executive Committee meetings for a period not exceeding three months.

5.23 Passing resolutions without meetings

- (a) The Executive Committee may pass a resolution without a meeting if a majority of Executive Committee members consent to the resolution in writing. Such a resolution is valid and effectual as if it had been passed at an Executive Committee meeting that was properly convened and held.
- (b) For the purpose of this rule, approval in writing may be transmitted by post, email, facsimile or any other means of electronic transmission.

5.24 Conflict of interest

- (a) An Executive Committee member who has a material personal interest, including a pecuniary or financial interest, in a matter being considered at an Executive Committee meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:

- (i) to the Executive Committee - as soon as the Executive Committee member becomes aware of the interest; and
 - (ii) to the Members - at the next general meeting.
- (b) The Executive Committee member:
- (i) must not be present while the matter is being considered at the Executive Committee meeting; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest—
- (i) that exists only because the Executive Committee member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Executive Committee member has in common with all, or a substantial proportion of, the Members.

6. FINANCIAL MATTERS

6.1 Source of funds

The funds of the Association may be derived from Joining Fees, Annual Subscription Fees, donations, fundraising activities, grants, interest and any other sources approved by the Executive Committee.

6.2 Management of funds

- (a) The Executive Committee may approve expenditure on behalf of the Association.
- (b) The Executive Committee may authorise the expenditure of funds on behalf of the Association without requiring approval from the Executive Committee for each item on which the funds are expended.
- (c) All payments must be signed by two Executive Committee members or otherwise authorised in accordance with any means determined by the Executive Committee.

6.3 Financial records

- (a) The Association must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

6.4 Financial statements

- (a) For each financial year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting sub-rule 6.4(a), those requirements include:

- (i) the preparation of the financial statements;
- (ii) if required, the review or auditing of the financial statements;
- (iii) the certification of the financial statements by the Executive Committee;
- (iv) the submission of the financial statements to the annual general meeting of the Association;
- (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

6.5 Removal of Auditor

An auditor may only be removed from office by ordinary resolution of the members and when:

- (a) the members are given written notice of the proposal to remove the auditor at least two months before the general meeting at which the resolution will be proposed; and
- (b) the notice states the proposed resolution in full.

7. GENERAL MATTERS

7.1 Common seal

The Association does not have a common seal.

7.2 Registered address

The registered address of the Association may be determined from time to time by resolution of the Executive Committee.

7.3 Notice requirements

- (a) Any notice required to be given to a member or Executive Committee member under these Rules may be given in person, by post or any electronic means to an address recorded in the register, or by any other means consented to by the member or Executive Committee member as the case may be.
- (b) Any notice required to be given to the Association may be given:
 - (i) by handing the notice to a member of the Executive Committee; or
 - (ii) by sending the notice by post to the registered address; or
 - (iii) by leaving the notice at the registered address; or
 - (iv) by email to the email address of the Association or the Executive Manager.

7.4 Custody and inspection of books and records

- (a) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of Executive Committee meetings, unless otherwise permitted by these Rules, law, or the Executive Committee.
- (b) Members may on request inspect:

- (i) the Register of Members;
- (ii) the minutes of general meetings; and
- (iii) these Rules

subject to sub-rules 7.4(c), 7.4(d), and 7.4(e).

- (c) The Executive Manager may refuse to allow a member to inspect the Register of Members if permitted by the Act.
- (d) Members must not:
 - (i) use information obtained about another person from the Register of Members to contact or send materials to the other person; or
 - (ii) disclose information obtained about a person from the Register of Members knowing that the information is likely to be used to contact or send materials to the other person; unless

the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.
- (e) If the Association provides access to these Rules on the Association's website, the Executive Committee shall be deemed to have allowed a member to inspect and copy these Rules, unless the member informs the Association that he or she is unable to access the Rules on the website.
- (f) A member must be given a copy of these Rules and minutes of general meetings within one month of the Association receiving a request by the member and the member paying any fee prescribed by the Executive Committee.

7.5 Anti-competitive behaviour

All members of the Association agree that:

- (a) each member and its representative **will not** engage, directly or indirectly, in anti-competitive conduct as described in Part IV of the Competition and Consumer Act 2010 (Cth); and
- (b) the principal purpose of the Association does not include anti-competitive behaviour.

7.6 Winding up and cancellation

The Association may be wound up in accordance with the Act.

7.7 Alteration of Rules

These Rules must not be altered except in accordance with the Act.

SCHEDULE 1

Votes may be given by Representative or by proxy and every proxy shall be appointed in writing by the Member in the form or to the effect following:

I of..... [Insert address] a member of Pet Food Industry Association of Australia Inc (**PFIAA**), hereby appoint to vote on all matters on my behalf at the:

Annual General Meeting of PFIAA to be held on theday of.....20..... and at any adjournment.

OR

The Special General Meeting of PFIAA to be held on theday of.....20..... and at any adjournment.

Optional: This form is to be used as follows for the resolutions listed below:

in favour of / against	detail of proposed resolution

Dated this day of20

Witness..... (Signature)

Appointor..... (Signature)