

National Aquaculture Council

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19 DEC 2003

Dr Patrick Hone
Program Manager
Fisheries Research and Development Corporation
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Deakin West
AC T 2600

28th September 2003

**Identification of the role and long term support of a peak industry body for the Australian aquaculture industry, and its role to ensure the implementation of an industry driven National Aquaculture Action Agenda.
FRDC Project No 2003/305**

Dear Dr Hone,

As Principal Investigator for the above project, I am pleased to be able to provide you with the final report to complete the milestones of the above project.

Dr Wendy Craik has presented the attached information regarding the project on our behalf, and I am pleased to be able to provide you with this information as the final report as per our agreement.

I am pleased to inform you that Dr Craik undertook significant levels of consultation with the Australian aquaculture industry, visiting industry members in all relevant state and territories on our behalf.

Dr Craik presented her draft project findings based on this outcome to a workshop of the NAC on Wednesday the 30th of July in Melbourne.

The findings were well received and Dr Craik made the final touches to the project after input from those present at the workshop, which included NAC, AFFA and FRDC representation.

If there is anything further you would like to discuss or clarify in relation to this project, please do not hesitate to contact me.

Yours Sincerely

Bruce Zippel
Chairman



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Economics Policy Strategy

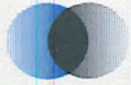
Identification of the role and long term support of a peak aquaculture industry body and its role in implementing the industry driven Aquaculture Action Agenda

22 August 2003
(as amended)



Aquaculture

- Major source of global fisheries growth 1990s
- Australia: farmgate value 2000/01 \$746m
- Australia: 60% of production exported



Australian aquaculture

- 80% of GVP from SBT, pearls, oysters, salmon, prawns
- Potential trout, barramundi, abalone, yellowtail kingfish
- Clean green competitive advantage



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Brief history of aquaculture progress

- 1999 National Aquaculture Workshop: vision \$2.5b sales in 2010
- 2001 National Aquaculture Development Committee: develop Action Agenda
- 2002 PM's Science Engineering and Innovation Council: 4 recommendations
- 2002 National Aquaculture Industry Roundtable: strategic initiatives (Action Agenda)
- 2003/04 Federal budget \$2.5m to implement Action Agenda



Need for a peak aquaculture body

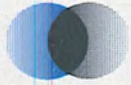
- Recommended by all reviews
- Fragmented growth: 3000 businesses, 40 species, 50 associations
- United voice to Government
- Ignorance of coming issues (farming)
- Community understanding support
- Investment, promotion, pests, research, training, resource access, sustainability etc issues



Terms of Reference

Recommend

- membership structure
- roles and responsibilities
- constitution
- preferred residence
- human resource requirements
- budget
- Federal Government resources for AA implementation



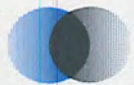
Major points

- issues paper
- consultation: industry commitment
- strategy, objectives, AA implementation, resources



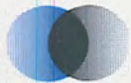
Progress

- Steering Committee meeting 29 May 03
- Implementation Committee 20 June 03
- Issues Paper 24 June 03
- Consultations 24 June 03 onward
- Draft progress report 30 July 03
- Amended report 22 August 2003



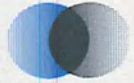
Consultation (Producers)

- Tasmanian Salmon Growers Association
 - Owen Carrington Smith, Vicky Wadley
- Tasmanian Aquaculture Council
 - Geoff Pickard, Col Dyke
- NSWFA Oyster Section
 - Anthony Sciacca, Glenn Browne
- Oyster Farmers' Association of NSW
 - Richard Roberts
- Victorian Trout Association
 - Hugh Meggit*



Consultation (Producers) (cont)

- Victorian Aquaculture Council
 - Louis Vorstermans
 - Steve Rodis*
- South Australian Oyster Farmers Association
 - Michael Willis*
- Tuna Boat Owners Association
 - Brian Jeffries, Hagan Stehr, Mario Valcic, Darren Tressider, Greg Honeychurch
- Aquaculture Council of WA
 - Brownwen Harries



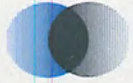
Consultation (Producers) (cont)

- Pearl Producers Association
 - Brett McCallum, John Hutton, RP (Dick) Morgan, Graham Addison, Russell Chapman
 - John Kelly
 - Alex Kailis
- Australian Barramundi Farmers Association
 - Carl Young
 - Bob Richards
- Australian Prawn Farmers' Association
 - Martin Breen
 - Nick Moore#



Consultation (Producers) (cont)

- Pet Industry Joint Advisory Council of Australia
 - Jared Patrick
- ATSIC
 - Rod Dillon*
- Queensland Aquaculture Council
 - Graham Dalton
- Representative Committee
 - Ian Nightingale*
- Tasmanian Shellfish Association
 - Ian Duthie#



Consultation (Supply chain)

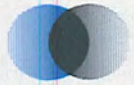
- Sydney Fish Markets P/L
 - Grahame Turk*
- Master Fish Merchants' Association
 - John Roach*
- Tooltech
 - Reg Breakwell*
- Ridley
 - Ray Johnson (email)
- Australian Primary
 - John Ruskin (email)



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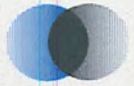
Consultation (Supply chain) (cont)

- Skretting
 - Craig Forster*
- Dos O'Sullivan



Is there support for a standalone peak body?

- Definitely yes ...
 - but results?
 - Benefits?
 - State Issues
- Two year trial



What should a peak body do?

- National issues
- Common issues
- Single point of national contact/voice
- AA issues



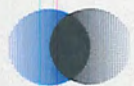
Who should it represent?

- Producers
- Links with supply chain participants important



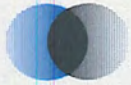
Membership structure

- Members:
 - producer bodies (State and commodity)
 - other producers
 - ATSIC
- Corporates
- Affiliates/associates - network for communication
 - industry participants



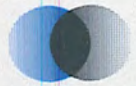
Membership fees

- high and low GVP sectors concerns
- no levies
- producers \$1k-\$5k
- supply chain \$500-\$1.5k
- fees for service: yes and no



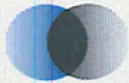
Voting power

- Concerns if vote at all
- Some recognition of major sectors
- “affiliates” - no votes? - mixed



Board

- As small as possible 5-7 (cost effectiveness)
- 2 tier Structure Council/Executive?
- Merit/representativeness
- President: independent? Fees?



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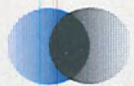
R&D/Promotion levies

- Many sectors pay through States



NAC/ASIC/NFF

- Need for cooperation/alliances
- Leave NFF for now
- Work closely with ASIC



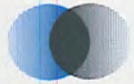
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Recommendations



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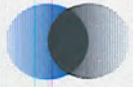
Establish a peak aquaculture body to trial for a 2 year period



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National Aquaculture Council Inc objects

- To represent and promote the Australian Aquaculture industry on national and international issues
- To facilitate implementation of the Aquaculture Action Agenda
- To influence Government on policy and direction in relation to national aquaculture issues
- To collect and disseminate information concerning the aquaculture industry
- To carry out activities necessary for the betterment of the aquaculture industry



Powers

To

- develop and implement aquaculture policy
- raise funds for NAC objects
- invest or deal with funds/property
- expend funds
- employ staff
- purchase, lease, hire etc property
- undertake activities as required

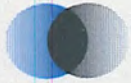


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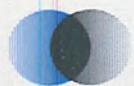
Membership

- All sectors concerned with national aquaculture
- Members: producer associations
- Top 80%: TBOA; TSGA; APFA; PPA, Oysters (SA, NSW)
- Others: ABFA, VTA
- Plus ATSIC, PIJAC
- States: ACWA, VICAC, TASAC, QLD AC, SA AC



Membership (cont)

- Corporate non-producer association members: e.g SFM P/L, Skretting, Ridley, MFMA, Australian Primary, Tooltech
- Affiliate network - communications only: e.g. interested participants



Fees Years 1 and 2

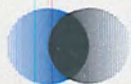
- “Big” producer associations : \$5k pa
- “Small” producer associations: \$1k pa
- ATSIC: \$5k pa
- Corporates, non-producer associations: \$5k pa

Total \$34k+

- Affiliates: \$500

Total \$5k

Grand total approx \$40k+



Membership structure

- Council: 1 rep each member (producers, ATSIC, PIJAC, supply chain members)
- Council: 4 votes each per 5 large associations
- 1 vote each per other member
- Affiliates: no voting network
- Board/Chair
 - elected by Council

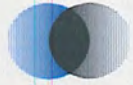
Board

- Elected by Council
- Board a majority of producer reps and suggest
 - 1 rep from each of 5 large associations
 - 1-2 reps from States
 - 1-2 reps from smaller commodities
 - 1-2 reps other/corporates
 - 1 rep ATSIC
- Chair (option for independent Chair, option for fees)
- Deputy Chair
- Treasurer
 - both elected from Board by Council



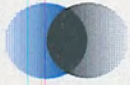
Roles

- Board:
 - set strategic direction
 - monitor implementation
 - meet 4 times per year (telephone and back to back)
- Voting:
 - 1 vote per member (but consider wisdom of non votes!)
- Council:
 - recommended general directions
 - meet 1-2 pa



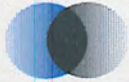
Preferred residence

- ASIC office: lockable, furnished
- Option 1: \$210 pw and GST incl. = \$11,000 pa. All inclusive except teleconference, letterhead and specialised printing
- Option 2: Rent \$7200 pa and GST plus photocopying (ad hoc), phone, fax (at cost), postage, stationery (at cost)



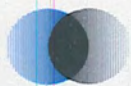
Constitution

- Base on Associations Incorporations Act 1991 No. 46 (ACT)
- Model rules under Regulations
 - all major items covered
 - straightforward constitution



Human resource requirements

- CEO only
- advertised “The Weekend Australian” 19 July 2003
- Interviews conducted (15 August 2003)
- contract secretarial etc work



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Budget \$'000

	2003/04	2004/05
Income Contract AA	150	150
Subscriptions	40	40
Other	<u>10</u>	<u>10</u>
	200	200
Expenditure Salaries	110	115
Travel	25	20
Secretarial/comm	25	30
Establishment	11	-
Expenses	<u>29</u>	<u>39</u>
	200	200



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NAC role in Action Agenda

1. National Aquaculture Policy Statement

- use as basis for actions, announcements



2.* Promote supportive regulatory and business environment

- part of Working Group
 - liaising with PC re gaps
 - identifying specific initiatives for Implementation Committee (IC)
- CEO will need to pursue
 - make it happen
 - determine and seek budget allocation for action (Meetings, Information - \$100k?)



3.* Implementing Action Agenda

- contract with AFFA 2 years \$150k
- secretariat to IC
- develop communications strategy
 - proposal to IC meeting (\$25k-\$50k?)



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4. Growing aquaculture in ESD framework

- part of working group to develop codes of practice for sectors (meetings, information \$25k)

5. Protect industry from diseases and pests

- Administer national register for chemical use in aquaculture (register establishment ?\$10-15k)
- Liaise with APVMA re delays (meetings \$10k)
- Information to producers (\$15k)



6. Investing for growth

- Part of Working Group developing consultancy brief
- administer consultancy (consultancy \$100k?)

7. Promote aquaculture in Australia and globally

- Part of Working Group investigating national brand/farm/product marketing
- administer consultancies? (consultancies \$?)

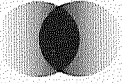


8. R&D

- Liaison with FRDC to ensure correct priorities
- Input for next I.C.

9. Education, training

- Part of Working Group to work with AFFA on scoping practice/performance/problems. (tba \$?)



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10. Indigenous aquaculture

- Liaison with ATSIC

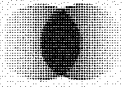


Next steps

- Finalise this report
- Appoint CEO
- Incorporate NAC
- NAC Council meeting to
 - elect office bearers/board members
 - approve Constitution
 - approve Work plan/budget
 - get the ball rolling

Work plan priorities

- Incorporation/constitution/membership
- Arrangements with ASIC
- IC Secretariat
- Regulatory/business environment
- Communications strategy
- APVMA
- International Conference 2004



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NAC

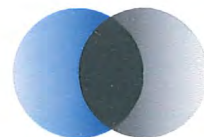
- Effective industry group
- Runs on the board 6 months/12 months
- Feedback to members
- Focus on common national issues
- Don't try to do everything



The Constitution of the National Aquaculture Council Ltd

Prepared for xxxx 3 lines maximum

25 August 2003



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The Constitution of the National Aquaculture Council Ltd

Part 1: Preliminary

1 Name of Council

The name of the Council shall be “The National Aquaculture Council Limited”.

2 Definitions

- (a)
Note 155).
- In these rules:
A definition applies except so far as the contrary intention appears (see *Legislation Act 2001*, s

financial year means the year ending on 30 June.

member means an organisation recognised as a member of the NAC under Clause 5.

ordinary Board member means a member of the Board who is not an office-bearer of the Council as referred to in Clause 18.

secretary means the person holding office under these rules as secretary of the Council or, where no such person holds that office, the public officer of the Council.

the *Act* means the *Associations Incorporation Act 1991 – No. 46*.

the *regulations* means the *Associations Incorporation Regulations 1991*.

Council means the National Aquaculture Council Limited incorporated under the provision of the Associations Incorporation Act.

State Association means one of the associations representing a State based section of the aquaculture industry.

Producer Association means one of the associations which represent an industry based section of the aquaculture industry.

Aquaculture means the farming of aquatic organisms.

(b) Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

3 Objects

The objects of the Council shall be:

- To represent and promote the Australian aquaculture industry on national and international issues;
- To facilitate implementation of the Aquaculture Action Agenda;
- To influence Government on policy and direction in relation to national aquaculture issues;
- To collect and disseminate information concerning the aquaculture industry; and
- To carry out activities necessary for the betterment of the aquaculture industry.

4 Powers

The Council shall have the following powers to:

- Develop and implement aquaculture policy;

- Raise funds for National Aquaculture Council Ltd objects;
- Invest or deal with funds and/or property;
- Expend funds;
- Employ staff;
- Purchase, lease, hire or otherwise property; and
- Undertake activities as required.

5 Office

The office of the Council shall be at such a place in the City of Canberra or any such place within the Australian Capital Territory as the Council from time to time shall determine.

Part 2: Membership

6 Membership qualifications

An organisation is qualified to be a member of the National Aquaculture Council Limited if—

- (a) the organisation is an organisation referred to in the Act, section 21 (2) (a) or (b) and has not ceased to be a member of the Council at any time after incorporation of the Council under the Act; or
- (b) the organisation —
 - (i) has been nominated for membership in accordance with Clause 9; and
 - (ii) has been approved for membership of the Council by the Board of the Council.

7 Council membership eligibility

- (a) Any organisation **participating in and/or advancing** the Australian aquaculture industry is eligible for membership to the Council. Membership allows rights and obligations as set out in the National Aquaculture Council Limited Constitution.

Membership will be available through membership categories based on:

- State aquaculture associations,
- Small aquaculture commodity sectors where 'small' is defined as those commodity sectors where the gross value of national production is less than \$40m per annum
- Large aquaculture commodity sectors where 'large' is defined as a commodity sector where the gross value of national production is more than \$40m per annum,
- Corporate bodies,
- Associations of supply chain members, and
- Others involved in aquaculture such as ATSIC **or** **ATSIS**.

On admission to membership, a member agrees not to represent itself as speaking for or representing the aquaculture industry of Australia, which right resides with the National Aquaculture Council Limited alone.

8 Affiliate network eligibility

Affiliated networks with an interest in the Australian aquaculture industry will be eligible for affiliate membership.

Affiliate network membership allows limited membership rights and obligations as determined by the Board.

Affiliate network members are not eligible to vote in Council matters.

On admission to membership, a member agrees not to represent itself as speaking for or representing the aquaculture producers of Australia, which right resides with the National Aquaculture Council Limited alone.

9 Nomination for membership

- (a) A nomination of an organisation for membership of the Council—
 - (a) shall be made by a member of the Council in writing in the form set out in appendix 1; and
 - (b) shall be lodged with the secretary of the Council.
- (b) As soon as is practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination.
- (c) Where the Board determines to approve a nomination for membership, the secretary shall as soon as practicable after that determination notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year’s annual subscription.
- (d) The secretary shall, on payment by the nominee of the amounts referred to in subclause (c) within the period referred to in that subclause, enter the nominee’s name in the register of members and, on the name being so entered, the nominee shall become a member of the Council.

10 Membership entitlements not transferable

A right, privilege or obligation which an organisation has by reason of being a member of the Council—

- (a) is not capable of being transferred or transmitted to another organisation; and
- (b) terminates on cessation of the organisation's membership.

11 Cessation of membership

An organisation ceases to be a member of the Council if the organisation—

- (a) in the case of a body corporate, is wound up or in the case of an unincorporated organisation is dissolved or its members cease to associate; or
- (b) resigns from membership of the Council; or
- (c) is expelled from the Council; or
- (d) fails to renew membership of the Council.

12 Resignation of membership

- (a) A member is not entitled to resign from membership of the Council except in accordance with this rule.
- (b) A member who has paid all amounts payable by the member to the Council may resign from membership of the Council by first giving notice (being not less than 1 month or, if the Board has determined a shorter period, that shorter period) in writing to the secretary of the

member’s intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (c) Where an organisation ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

13 Fee, subscriptions etc

- (a) The entrance fee to the Council shall be determined by resolution of the Board.
- (b) The annual membership fee of the Council shall be determined by resolution of the Board. For years 1 of the Council, those fees will be:

... State associations	\$1,000 per annum
... Large producer associations	\$5,000 per annum
... Small producer associations	\$1,000 per annum
... Corporations	\$5000 per annum
... Others	\$5000 per annum
... Affiliate members	\$500 per annum

- (c) The annual membership fee is payable—
 - (a) except as provided by paragraph (b) —before 1 July in each calendar year; or
 - (b) where a person becomes a member on or after 1 July in any calendar year— after 1 July in that year and before 1 July in each succeeding calendar year.

14 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount (if any) unpaid by the member in respect of membership of the Council as required by Clause 13.

15 Disciplining of members

- (a) Where the Board is of the opinion that a member—
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Council;
 the Board may, by resolution—
 - (c) expel the member from the Council; or
 - (d) suspend the member from such rights and privileges of membership of the Council as the committee may determine for a specified period.
- (b) A resolution of the Board under subclause (a) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subclause (c), confirms the resolution in accordance with this Clause.
- (c) Where the Board passes a resolution under subclause (a), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member—

-
- (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
 - (d) Subject to the Act, section 50, at a meeting of the Board mentioned in subclause (b), the Board shall—
 - (a) give to the member mentioned in subclause (a) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under subclause (a).
 - (e) Where the Board confirms a resolution under subclause (d), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under Clause 16.
 - (f) A resolution confirmed by the Board under subclause (d) does not take effect—

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the Council confirms the resolution in accordance with Clause 15 (d).

16 Right of appeal of disciplined member

- (a) A member may appeal to the Council in general meeting against a resolution of the Board which is confirmed under Clause 15 (d), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) On receipt of a notice under subclause (a), the secretary shall notify the Board which shall convene a general meeting of the Council to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (c) Subject to the Act, section 50, at a general meeting of the Council convened under subrule (b)—
 - (a) no business other than the question of the appeal shall be transacted; and
 - (b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under Clause 15 (d) should be confirmed or revoked.

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Membership

Part 2

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- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Clause 15 (d), that resolution is confirmed.

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Part 3: Board

17 Powers of Board

The Board, subject to the Act, the regulations, this constitution, and to any resolution passed by the Council in general meeting—

- (a) shall control and manage the affairs of the Council; and
- (b) may exercise all such functions as may be exercised by the Council other than those functions that are required by this constitution to be exercised by the Council in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Council; and
- (d) set the strategic direction of the Council; and
- (e) monitor the implementation of the Council.

18 Constitution and membership

- (a) The Board shall consist of—
 - (a) 1 representative from each of the 5 largest producer Associations which are Council members; In year 1 these include, in alphabetical order: Edible Oysters; Pearl Oysters; Prawns; Salmonoids; and Tuna.

-
- (b) 1 but not more than 2 representatives from all of the small industry based producer **sectors** which are Council members;
 - (c) 1 but not more than 2 representatives representing Council member corporations or other Council members including 1 member from ATSIC or **ATSIS**;
 - (d) 1 but not more than 2 representatives from all of the State aquaculture bodies; and
 - (e) must have a majority membership of producer associations.
- each of whom shall be elected under Clause 19 or appointed in accordance with Clause (d).
- (b) The office-bearers of the Council shall be—
 - (a) the chair; and
 - (b) the deputy chair; and
 - (c) the treasurer; and
 - (d) CEO **who is also** the secretary and of the *National Aquaculture Council Limited*.
 - (e) **Auditors and Public Officer**
 - (c) Each member of the Board may, subject to these rules, hold office for a period of up to 2 years prior to re-election and a maximum period of 6 years.
 - (d) In the event of a vacancy in the membership of the Board, the Board may appoint a member of the Council to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

19 Election of Board members

- (a) Nominations of candidates for election as office-bearers of the Council or as ordinary Board members—
 - (a) shall be made in writing, signed by 2 members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the secretary of the Council not less than 21 days before the date fixed for the annual general meeting at which the election is to take place; and
 - (c) shall be made from members of the National Aquaculture Council Limited but shall not include members of the affiliated network except for the Chair who may be elected from the Council or from elsewhere.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) The ballot for the election of office-bearers and ordinary Board members shall be conducted at the annual general meeting in such manner as the Board may direct.

- (g) A person is not eligible to simultaneously hold more than 1 position on the Board.
- (h) The Chair may be paid a Chair's allowance. The amount of such an allowance shall be determined by the Board.

20 Secretary and Chief Executive Officer

- (a) The secretary and CEO of the Council shall, as soon as practicable after being appointed as secretary, notify the Council of his or her address.
- (b) The secretary shall keep minutes of—
 - (a) all elections and appointments of office-bearers and ordinary Board members; and
 - (b) the names of members of the Board present at a board meeting or a general meeting; and
 - (c) all proceedings at Board meetings and general meetings.
- (c) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

21 Treasurer

The treasurer of the Council shall—

- (a) collect and receive all moneys due to the Council and make all payments authorised by the Council; and

- (b) keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council; and
- (c) be elected from the Board by the Council members.

22 Vacancies

For these rules, a vacancy in the office of a member of the Board occurs if the member—

- (a) dies; or
- (b) ceases to be a member of the Council; or
- (c) resigns the office; or
- (d) is removed from office under Clause 23; or
- (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

23 Removal of Board members

The Council in general meeting may by resolution, subject to the Act, section 50, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office.

24 Board meetings and quorum

- (a) The Board shall meet at least 4 times in each calendar year at such place and time as the Board may determine.
- (b) Additional meetings of the Board may be convened by any member of the Board.
- (c) Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 7 days (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under subclause (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (e) 50% of the Board members shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) No business shall be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (h) At meetings of the Board—
 - (a) the chair or, in the absence of the chair, the deputy chair shall preside; or

- (b) if the chair and the deputy chair are absent—1 of the remaining members of the Board may be chosen by the members present to preside.

25 Delegation by Board to committee

- (a) The Board may, by instrument in writing, delegate to 1 or more committees (consisting of such member or members of the Council as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Council in general meeting.
- (b) A function, the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (c) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.

- (g) A committee may meet and adjourn as it thinks proper.

26 Voting and decisions

- (a) Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined by a majority of the votes of members of the Board or committee present at the meeting.
- (b) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to Clause 24 (e), the Board may act notwithstanding any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

Part 4: General meetings

27 Annual general meetings—holding of

- (a) With the exception of the first annual general meeting of the Council, the Council shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Council, convene an annual general meeting of its members.
- (b) The Council shall hold its first annual general meeting—
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 5 months after the expiration of the first financial year of the Council.
- (c) Subclauses (a) and (b) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

28 Annual general meetings—calling of and business at

- (a) The annual general meeting of the Council shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.

- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be—
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports on the activities of the Council during the last preceding financial year; and
 - (c) to elect members of the Board, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
 - (e) to appoint an auditor.
- (c) An annual general meeting shall be specified as such in the notice convening it in accordance with Clause 29.
- (d) An annual general meeting shall be conducted in accordance with the provisions of this part.

29 General meetings—calling of

- (a) The Board may, whenever it thinks fit, convene a general meeting of the Council.
- (b) The Board shall, on the requisition in writing of not less than 5% of the total number of members, convene a general meeting of the Council.
- (c) A requisition of members for a general meeting—
 - (a) shall state the purpose or purposes of the meeting; and

- (b) shall be signed by the members making the requisition; and
- (c) shall be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (d) If the Board fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (e) A general meeting convened by a member or members referred to in subclause (d) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Council for any reasonable expense so incurred.

30 Notice

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in

the manner provided in subclause (a) specifying, in addition to the matter required under that subclause, the intention to propose the resolution as a special resolution.

- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Clause 28 (b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31 General meetings—procedure and quorum

- (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (d) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

32 Presiding member

- (a) The chair, or in the absence of the chair, the deputy chair, shall preside at each general meeting of the Council.
- (b) If the chair and the deputy chair are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

33 Adjournment

- (a) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subclauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34 Making of decisions

- (a) A question arising at a general meeting of the Council shall be determined on a show of hands of Council members and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Council, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (c) Where the poll is demanded at a general meeting, the poll shall be taken—
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

35 Voting

- (a) Subject to subclause (c), on any question arising at a general meeting of the Council a member has 1 vote only, with the exception of the large producer members, each of which has 4 votes.

- (b) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (c) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any general meeting of the Council unless all money due and payable by the member or proxy to the Council has been paid, other than the amount of the annual subscription payable in respect of the then current year.

36 Appointment of proxies

- (a) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in appendix 2.

Part 5: Miscellaneous

37 Funds—source

- (a) The funds of the Council shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Council in general meeting and subject to the Act, section 114, such other sources as the Board determines.
- (b) All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.

- (c) The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38 Funds—management

- (a) Subject to any resolution passed by the Council in general meeting, the funds of the Council shall be used for the objects of the Council in such manner as the Board determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Board or employees of the Council, being members of the Board or employees authorised to do so by the Board.

39 Alteration of objects and rules

Neither the objects of the Council referred to in the Act, section 29 nor these rules shall be altered except in accordance with the Act.

40 Common seal

- (a) The common seal of the Council shall be kept in the custody of the secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the secretary.

41 Custody of books

Subject to the Act, the regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Council.

42 Inspection of books

The records, books and other documents of the Council shall be open to inspection at a place in the ACT, free of charge, by a member of the Council at any reasonable hour.

43 Service of notice

- (a) For these rules, a notice may be served by or on behalf of the Council on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

44 Surplus property

- (a) At the first general meeting of the Council, the Council shall pass a special resolution nominating—
 - (a) another Council for the purposes of section 92 (1) (a) of the Act; or
 - (b) a fund, authority or institution for the purposes of section 92 (1) (b) of the Act;in which it is to vest its surplus property in the event of the dissolution or winding up of the Council.
- (b) A Council nominated under subclause (a) (a) must fulfil the requirements specified in the Act, section 92 (2).

45 Auditor

The auditor for each year shall be appointed by the annual general meeting of Council. The auditor's remuneration shall be approved by the Board. No member of the Board or Council is eligible to be the auditor.

46 Political Neutrality

The National Aquaculture Council Inc shall be non party political and shall not make donations to party funds.

47 Indemnification

Every office bearer and member of staff of the National Aquaculture Council Inc and any member of a committee thereof shall be indemnified by the National Aquaculture Council against all costs, losses and expenses, which any

officer may incur to become liable to by reason of any authorised contract or act pursuant to the discharge of their duties. Such costs, losses and expenses shall be paid by the NAC.

Appendix 1 Application for membership

(see rule 3 (1))

Application for membership of the National Aquaculture Council Incorporated (incorporated under the *Associations Incorporation Act 1991*) I,

.....
(full name of applicant)

of

(address)

..... hereby apply to become

(occupation)

a member of the abovenamed incorporated Council. In the event of my admission as a member, I agree to be bound by the rules of the Council for the time being in force.

.....
(Signature of applicant)

Date

I,

(full name)

a member of the Council, nominate the applicant, who is personally known to me, for the membership of the Council.

.....
(Signature of proposer)

Date

I,

(full name)

a member of the Council, second the nomination of the applicant, who is personally known to me, for membership of the Council.

.....

(Signature of seconder)

Date

Appendix 2 Form of appointment

(see rule 30 (2))

Form of appointment of proxy

I,
(full name)

of
(address)

being a member of the National Aquaculture Council Inc
hereby appoint

.....
(full name of proxy)

of
(address)

being a member of that incorporated Council, as my proxy to vote for me on
my behalf at the general meeting of the Council (annual general meeting or
other general meeting, as the case may be) to be held on
..... and at
any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate)
the resolution (insert details).

.....
(Signature of member
appointing proxy)

(*To be inserted if desired.)

Date

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A proxy vote may not be given to a person who is not a member of the Council.

Note

Note A proxy vote may not be given to a person who is not a member of the Council.

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Endnotes

1 About the endnotes

Amending and modifying laws are annotated in the legislation history and the amendment history. Current modifications are not included in the republished law but are set out in the endnotes.

Not all editorial amendments made under the *Legislation Act 2001*, part 11.3 are annotated in the amendment history. Full details of any amendments can be obtained from the Parliamentary Counsel's Office.

Uncommenced amending laws and expiries are listed in the legislation history and the amendment history. These details are underlined. Uncommenced provisions and amendments are not included in the republished law but are set out in the last endnote.

If all the provisions of the law have been renumbered, a table of renumbered provisions gives details of previous and current numbering.

The endnotes also include a table of earlier republications.

If the republished law includes penalties, current information about penalty unit values appears on the republication inside front cover.

2 Abbreviation key

am = amended
amdt = amendment
ch = chapter
cl = clause
def = definition
dict = dictionary
disallowed = disallowed by the Legislative Assembly
div = division
exp = expires/expired
Gaz = Gazette
hdg = heading
ins = inserted/added
LA = Legislation Act 2001
LR = legislation register
LRA = Legislation (Republication) Act 1996
mod = modified / modification
No = number
num = numbered
o = order
om = omitted/repealed

ord = ordinance
orig = original
p = page
par = paragraph
pres = present
prev = previous
(prev...) = previously
prov = provision
pt = part
r = rule/subrule
reg = regulation/subregulation
renum = renumbered
reloc = relocated
R[X] = Republication No
s = section/subsection
sch = schedule
sdiv = subdivision
sub = substituted
SL = Subordinate Law
underlining = whole or part not commenced or to be expired