

**PET FOOD INDUSTRY ASSOCIATION
OF AUSTRALIA INC.***

STATEMENT OF PURPOSES

&

RULES

*Registration Number A0012516W

*ABN 84 289 617 042

Statement of Purposes & Rules

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1. NAME AND ADDRESS

- (1) The name of the Association shall be the "Pet Food Industry Association of Australia Inc."
- (2) The office of the Association shall be as determined at the General Meeting of the Association.

2. DEFINITIONS

- (1) In these Rules, unless the contrary intention appears:

"Act" means the *Associations Incorporated Act 1981 (Vic)* as amended from time to time;

"Allied Industry Member" means a Member satisfying the membership criteria specified in rule 4(1)(c);

"Annual General Meeting" means the annual general meeting of the Members of the Association convened in accordance with rule 14;

"Association" means the incorporated association known as the Pet Food Industry Association of Australia Incorporated;

"Executive Committee" means the executive committee of management of the Association referred to in rule 11;

"Executive Manager" means the person who is appointed by the Executive pursuant to rule 18;

"General Meeting" means a general meeting of Members convened in accordance with rule 15 which is not the Annual General Meeting or a Special General Meeting;

"Manufacturer Member" means a Member satisfying the membership criteria specified in rule 4(1)(a);

"Marketer Member" means a Member satisfying the membership criteria specified in rule 4(1)(b);

"Member" means a member of the Association;

"Member Representative" means a person appointed to represent a Member that is a body corporate, trust or partnership or firm;

"Ordinary Member of the Executive Committee" means a member of the Executive Committee who is not an office bearer of the Association under rule 10; and

"PFIAA Guides" means PFIAA Code of Practice, PFIAA Position Statements.

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"**Registrar**" means the Registrar of Incorporated Associations under the Act and includes any Deputy or Assistant Registrar of Incorporated Associations;

"**Special General Meeting**" means a General Meeting of the Members convened in accordance with rule 15;

"**Special Resolution**" is a resolution which requires at least $\frac{3}{4}$ of the Members entitled to vote at a Special General Meeting to vote in favour of it for it to be passed by the Association.

3. MISSION STATEMENT

- (1) The mission of the Association is to promote standards of excellence in the development of the pet food industry through:
 - (a) consideration of the needs of pets and the community;
 - (b) active promotion of the benefits of responsible pet ownership; and
 - (c) promotion of prepared pet food as the preferred method of pet nutrition and reinforced through the establishment and self regulation of industry standards.

(2) STATEMENT OF PURPOSES

The purpose of the Association shall be:

- (a) To promote the prepared pet food industry in general and the interests of the Members of the Association;
- (b) To consider and deal with all matters affecting the industry;
- (c) To establish and maintain more intimate relationship between its Members;
- (d) To co-operate with other bodies in the interest of the industry;
- (e) To consider and deal with such other subjects as may be deemed necessary or desirable from time to time;
- (f) To adopt, support and carry into effect any measures in the interests of the industry, and to initiate moves for the alteration of, addition to, or improvement in legislation for the benefit of the pet food industry;
- (g) To assist the industry in its efforts to encourage exports initiatives by co-ordinated effort;
- (h) To advocate knowledge and learning in the petfood business;
- (i) To investigate by means of committees of skilled and experienced people, technical and commercial problems confronting the industry;
- (j) To render the maximum possible service to Members of the Association; and

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- (k) To promote the responsible ownership of companion animals in Australia.

4. MEMBERSHIP

- (1) There will be three types of member categories in the Association. The categories and membership criteria are:

- (a) Manufacturer Member

Any person, firm or company which is engaged in the manufacture of prepared pet food with a plant located on the Australian continent which is engaged in this pursuit shall be eligible for membership in this category.

- (b) Marketer Member

Any person, firm or company which is engaged in the importation of prepared pet food, acts as the primary manufacturer's agent for prepared pet food, primarily brings to market a range of prepared pet food or is generally responsible for a prepared pet food range shall be eligible for membership in this category.

- (c) Allied Industry Member

Members of trade services or professions allied to or interested in the pet food manufacturing industry shall be eligible for membership in the category.

- (2) An application for membership of the Association must be made in writing and be lodged with the Executive Manager.
- (3) As soon as practicable after the receipt of an application for membership of the Association, the Executive Manager must refer the application for membership to the next General Meeting of the Association for consideration.
- (4) A General Meeting of the Association shall have the right to reject an application for membership without giving any reason for such decision.
- (5) If the General Meeting of the Association approves an application for membership, the Executive Manager must as soon as practicable notify the applicant of the approval and request payment within 28 days after the receipt of the notification of the sum payable under these Rules of the nominated fees and subscriptions.
- (6) Membership will only be effective from the date the nominated fees and subscriptions are received at the office of the Association unless otherwise specified by the Association.
- (7) The Executive Manager must, within 28 days after the receipt of the amounts referred to in sub rule (5) or on direction of the Association pursuant to sub rule (6), enter the applicant's name in the register of members.

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- (8) If any company joins the Association and is a member of a larger corporate structure, all companies within that corporate structure eligible for membership are covered by the initial membership. There will be no additional voting rights and no opportunity for a company to have multiple membership of the Association.
- (9) If a General Meeting of the Association rejects the application, the Executive Manager must, as soon as practicable, notify the applicant that the application for membership has been rejected.

5. SUBSCRIPTIONS AND LEVELS

- (1) The funds of the Association shall be derived from annual subscription levies and / or from any such other sources as the Association at a General Meeting determines from time to time.
- (2) Each Member shall pay to the Association an annual subscription fee of \$1100 or such other amount determined by the Executive.
- (3) The annual subscription is payable by a Member at such time as determined by the Executive.
- (4) The Association may by Special Resolution impose levies on Members for the purpose of defraying any special or general costs of implementing the Objects of the Association.

6. REPRESENTATIVES

Each Member may have two representatives to attend the Annual General Meeting or any Special or General Meetings except in the case of Allied Industry Members who shall have one representative to attend any meeting of the Association.

7. RESIGNATIONS

- (1) A Member may resign from the Association upon giving notice in writing to the Executive Manager.
- (2) On receipt of the resignation the Executive Manager must record in the register of members the date upon which the Member ceases to be a Member.

8. EXPULSION

- (1) Subject to these Rules, if the Executive Committee is of the opinion that a Member has refused or neglected to comply with these Rules or the PFIAA Guides for the pet food industry, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Executive Committee may propose to a Special General Meeting that the Member be expelled from the Association.
- (2) In the event that the Executive Committee proposes to expel a Member from the Association, then the Executive Manager must ensure that the resolution and the grounds on which the resolution is based are included

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in the Notice of Meeting where the resolution is proposed.

- (3) At the Special General Meeting to confirm or revoke the resolution proposed under sub rule (2):
 - (a) the grounds on which the resolution is based must be put before the meeting;
 - (b) the Member, or the Member's Representative, must be given an opportunity to be heard; and
 - (c) the Members present must vote by secret ballot on the question of whether the resolution should be passed.
- (4) A resolution to expel a Member at a Special General Meeting shall only be effected if not less than three-quarters of the Members present and entitled to vote in person or by proxy are in favour of the resolution. In any other case, the resolution is revoked.

9. DISPUTES AND MEDIATION

- (1) The grievance procedure set out in this rule applies to disputes under the Rules between:
 - (a) A Member and the Association; or
 - (b) A Member and another Member.
- (2) The parties to the dispute must discuss the matter in dispute and if possible resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (3) If the parties are unable to initially resolve the dispute, then the parties must within 21 days hold a meeting in the presence of a mediator.
- (4) If not resolved, then the dispute must be brought to the attention of the Association. The Association will maintain a register of disputes and grievances.
- (5) The mediator must be:
 - (a) A person chosen by agreement between the parties; or
 - (b) In the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member a person appointed by the Executive Committee of the Association; or
 - (ii) in the case of a dispute between a Member and the Association a person who is a registered mediator appointed by the President of the Law Society of Victoria.
- (6) A Member of the Association can be a mediator.

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- (7) The mediator cannot be a Member who is a party to the dispute.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator in conducting the mediation must:
 - (a) Give the parties to the mediation process every opportunity to be heard; and
 - (b) Allow due consideration by all parties of any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator must not determine the dispute.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.
- (12) If the parties feel so aggrieved that they wish to take immediate action at law, then this mediation process will not stand in their way.

10. OFFICE BEARERS

- (1) The office bearers of the Association shall consist of a President and a Vice-President. ('the Office Bearers')
- (2) The Office Bearers of the Association shall be elected at the Annual General Meeting of the Association for a period of twelve (12) months and shall be eligible for re-election. The Office Bearers shall constitute the Executive body of the Association.
- (3) Nominations for these positions shall be lodged with the Executive Manager in writing at least seven (7) days prior to the Annual General Meeting at which the election is to be held and shall bear the name of the nominee.
- (4) An Office Bearer must be:
 - (a) a Member of the Association; or
 - (b) a Member Representative.
- (5) If the number of nominations received to fill all vacancies on the Executive is equal to the number of vacancies on the Executive, the persons nominated shall be deemed to be elected as Office Bearers.
- (6) If the number of nominations received is insufficient to fill all vacancies on the Executive, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (7) If the number of nominations received exceed the required number of

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nominations, a written secret ballot shall be held at the Annual General Meeting.

- (8) In the event of a casual vacancy, vacancies shall be filled at the next General Meeting in the manner prescribed for the election of Office Bearers.
- (9) Office Bearers elected during the course of a year shall hold office only until the next Annual General meeting but shall be eligible to stand for re-election.

11. EXECUTIVE COMMITTEE

- (1) The Executive Committee of the Association shall comprise the President, the Vice-President, the immediate Past President, and not more than four Ordinary Committee Members.
- (2) The Ordinary Committee Members shall be elected at the Annual General Meeting for a period of twelve (12) months and shall be eligible for re-election.
- (3) The immediate Past President will hold office for a period of twelve (12) months.
- (4) In the event of any vacancies occurring during the year, the Association shall have the power to fill such vacancies at any General Meeting, or to add to the number of Ordinary Committee Members elected at the previous Annual General Meeting. The Executive Committee may act notwithstanding any vacancy on the Executive Committee.
- (5) Notice of each Executive Committee meeting must be given to each member of the Executive Committee at least 2 business days before the date of the meeting.
- (6) Any 3 members of the Executive Committee constitute a quorum for the conduct of the business of a meeting of the Executive Committee. No business may be conducted unless a quorum is present.
- (7) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (8) At the meetings of the Executive Committee, the President or, in the President's absence, the Vice-President presides or if the President and the Vice-President are absent, or are unable to preside, the Members present must choose one of their number to preside.
- (9) Questions arising at a meeting of the Executive Committee shall be determined on a show of hands, or if a member of the Executive Committee requests, by a poll taken in such manner as the person presiding at that meeting may determine.

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- (10) Each member of the Executive Committee present at a meeting is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. Subject to these Rules, questions arising at an Executive Committee meeting are to be decided by a single majority of votes of the Executive Committee members present.
- (11) The Executive Committee may pass a resolution without a meeting being held if all the members of the Executive Committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document or indicate by facsimile transmission or electronic notification that they are in favour of the resolution set out in the document. The resolution is passed when the last committee member signs or indicates that they are in favour of the resolution.
- (12) For the purposes of sub rule (11):
- (a) separate copies of a document may be used by the Executive Committee members if the wording of the resolution is identical in each copy;
 - (b) any document in sub rule (11) must be sent to every Executive Committee member; and
 - (c) any document in sub rule (11) may be in the form of a facsimile or electronic transmission.
- (13) A meeting of the Executive Committee may be held by the members communicating with each other by any technological means by which they are able to simultaneously hear each other and to participate in discussion.
- (14) Each member of the Executive Committee must be:
- (a) a Member of the Association; or
 - (b) a Member Representative.

12. DISQUALIFICATION OF OFFICE BEARERS OR ORDINARY COMMITTEE MEMBERS

- (1) The office of an Office Bearer or Ordinary Committee Member becomes vacant if the Office Bearer or Ordinary Committee Member:
- (a) ceases to be a Member of the Association or Member Representative;
 - (b) becomes bankrupt;
 - (c) becomes insolvent;
 - (d) becomes through any cause incapable of acting;
 - (e) resigns from office by notice in writing to the Executive Manager;

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or

- (f) fails to attend three consecutive General Meetings or a Special General Meeting without consent, and the position is declared vacant by the Executive Committee.

13. POWER OF THE EXECUTIVE

Subject to this Statement of Purpose and Rules the Executive Committee may exercise such powers for the management and transaction of the affairs of the Association in any places and in such manner as it thinks fit.

14. ANNUAL GENERAL MEETINGS

- (1) The Annual General Meeting shall be held during the months of either August or September each year.
- (2) Subject to sub rule (1) above, the Executive Committee shall determine the date, time and place of the Annual General Meeting.
- (3) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (4) The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the previous Annual General Meeting;
 - (b) to receive from the Executive Committee reports upon financial transactions of the Association during the last preceding financial year;
 - (c) to elect the Office Bearers of the Association and the Ordinary Committee Members; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

15. SPECIAL AND GENERAL MEETINGS

- (1) Where the Association intends to propose a Special Resolution, the Association must convene a meeting of the Members to be known as a Special General Meeting.
- (2) All General Meetings other than the Annual General Meeting or Special General Meetings are known as General Meetings.
- (3) Without limiting sub rule (2), General Meetings shall be held quarterly or as otherwise may be decided by a majority of the Members present and entitled to vote at any General Meeting.

16. MEETING PROCEDURES

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- (1) At the Annual, General and all Special General Meetings the President shall preside. In the event that the President is absent the Chairman shall be the Vice-President. In the absence of both the President and the Vice-President then a Chairman shall be elected from among those Members present at the meeting.
- (2) All Annual, Special and General Meetings may be called by the Executive Manager on the instructions of the President or upon the request of not less than three (3) Members who have paid up all subscription fees and other amounts owed to the Association.
- (3) The Executive Manager of the Association, shall at least 14 days, or if a Special General Meeting has been proposed, at least 21 days, before the date fixed for the holding of the meeting of the Association, cause to be sent to each Member of the Association, a notice stating the place, date, and time of the meeting and the nature of the business to be conducted at the meeting.

17. VOTING

- (1) Upon any question arising at an Annual General Meeting, a Special or General Meeting of Members, all members' representatives (See Clause 6) have one vote only. Subject to these Rules, questions arising at a meeting are to be decided by a simple majority of votes of the Members present.
- (2) Any Member has the right to demand a ballot to be taken on any vote at a meeting.
- (3) At all meetings the Chairman shall have a casting vote as well as a deliberate vote.
- (4) For all meetings a quorum shall be 5 Manufacturer Members and 3 Marketing or Allied Industry Members.
- (5) A Member who is unable to be present at a meeting may vote for or against any matter on the agenda by communicating their vote to the Executive Manager or alternatively on the official letterhead of their Company appoint a proxy who must be a Member, such vote or proxy to be in the hand of the Executive Manager prior to the nominated time of the meeting.
- (6) If a Manufacturer Member has only one representative at any meeting, it will be assumed that this representative holds the proxy on behalf of the absent representative.

18. EXECUTIVE MANAGER

- (1) The Executive Manager shall be a person appointed by the Executive Committee of the Association.
- (2) The Executive Manager of the Association shall be responsible for the general administration of the Association and have the care and custody of

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all records of the Association and shall make available any records for the inspection of Members on request.

19. BANKING

- (1) The funds of the Association shall be banked in the name of the Association at any bank or other depositories as the Executive Committee may determine.
- (2) The income and property of the Association however derived shall be applied solely towards the promotion of the Purposes of the Association and no proportion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of profit to the Members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any Member or servant of the Association in return for services actually rendered to the Association.
- (3) The Executive Manager shall prepare and present to the Annual General Meeting an account of the income and expenditure of the Association and shall prepare any similar accounts as directed by the Executive.
- (4) The Executive Manager shall have the care and custody of all the funds and securities of the Association and shall receive and give receipts for monies due and payable to the Association from any source and deposit all such monies received in the name of the Association in such banks or other depositories as directed.
- (5) The Executive shall have the power to authorise any person or persons to endorse or sign any cheques, bills of exchange, promissory notes or other negotiable instruments for and on behalf of the Association.

20. FINANCIAL YEAR

The Association's financial year shall end on 30th June in each year.

21. AUDITORS

The Auditors of the Association shall be appointed by the Association at the Annual General Meeting from the nomination of the Executive Committee.

22. ALTERATION OF STATEMENT OF PURPOSE AND RULES

- (1) The Association may by Special Resolution alter its Statement of Purpose & Rules.
- (2) The alteration of the Statement of Purpose and Rules does not take effect unless and until it is approved by the Registrar.

23. WINDING UP

- (1) The Association may be wound up and dissolved by Special Resolution.

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- (2) In the event of a Special Resolution to wind up the Association being passed, any funds or assets beyond such as are sufficient to meet the liabilities of the Association shall be paid to or transferred to some Association having objects similar to the Association as determined by the Association, or to a Registered Charitable Institution.

24. INDEMNITY

- (1) No Member shall incur any liability except as provided in these rules as in force from time to time or the resolutions and regulations validly made.
- (2) Every Office Bearer, Office or Servant of the Association shall be indemnified by the Association against all costs, losses and expenses incurred in the exercise of good faith of this office.

25. GENERAL

All deliberations of meetings and documents sent to or otherwise obtained by Members shall be treated as strictly confidential and for the information of Members only.

26. REGISTER OF MEMBERS

- (1) A register of names and addresses of each Member of the Association and the date on which each Member's name was entered into the register (if known) shall be kept by the Executive Manager. Where the Member is a company or firm, the Members Representative details may also be included in the register if requested by a Member.
- (2) The register shall be forwarded to any Member upon request or as deemed appropriate by the Executive Manager.

27. NOTICES

- (1) Notice may be given by the Association to any person who is entitled to notice under these Rules:
 - (a) by serving it on the person or the Members Representative;
 - (b) by sending it by post, facsimile transmission or electronic notification to the person or Members Representative's address shown in the register of members or the address supplied by the Member or Member's Representative to the Association for sending notices to that person or Member Representative.
- (2) A notice sent by post is taken to be served:
 - (a) by properly addressing, prepaying and posting a letter containing the notice;
 - (b) on the day after its despatch.

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- (3) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- (4) A certificate in writing signed by the Executive Manager that a document or its envelope or wrapper was addressed and stamped and posted is conclusive evidence of posting.