



RULES of
INTERNATIONAL HONEY EXPORTERS
ORGANISATION INCORPORATED.

Including Amendments up to
19 April 2007

ASSOCIATIONS INCORPORATION ACT 1987

Name of Association

1. The name of the Association is the **INTERNATIONAL HONEY EXPORTERS ORGANISATION INCORPORATED** (or Inc).

Definitions

2. In these rules, unless the contrary intention appears -

"Committee meeting" means meeting referred to in rule 15(1) and rule 16(1);

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10(1);

"financial year" has the meaning given by section 3(1) of the Act, a reference in that section to -

(a) "an incorporated association" or "the association" being construed as a reference to the Association; and

(b) "the committee" being construed as a reference to the Committee;

"general meeting" means meeting convened under rule 17;

"honey" means the ripened nectar or saccharine exudations of plants gathered modified and stored by the Honey Bee, extracted and marketed in any of the following forms - liquid, blended, candied or creamed honey, or honey otherwise processed and including Royal Jelly, Beeswax or as otherwise provided by Government Legislation in Australia.

"member" means member country of the Association;

"ordinary resolution" means resolution other than a special resolution;

"person" shall be deemed to include any person, partnership, corporation, company, co-operative, society or association.

"special resolution" has the meaning given by section 24 of the Act;

"the Act" means the **Associations Incorporation Act 1987**;

"the Association" means the Association referred to in rule 1;

"the President" means -

(a) In relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

- (b) Otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a) or, if that person is unable to perform his or her functions, the Vice-President;

"the Committee" means the Committee of Management of the Association referred to in rule 10(1);

"the Secretary" means the Secretary referred to in rule 10(1)(c);

"the Treasurer" means the Treasurer referred to in rule 10(1)(d);

Objects of Association

3. (1) The objects of the Association are :

(a) To achieve stable conditions in the international trade in honey, taking in consideration world production, consumption, stocks, variation in exchange rates and the general world economic conditions.

(b) To develop a communication link between the world's honey exporting countries to exchange views on marketing conditions on a regular basis.

(c) To maximise the return to producers consistent with prices being equitable to consumers.

(d) To encourage the promotion of honey to consumers as an alternative to other sweeteners with view to increasing world consumption.

(e) To constitute a forum at which matters of common interest to members can be discussed.

(f) To provide a voice by which the honey exporters may express its views on matters affecting its Industry to the community at large.

Powers of Association

4. The powers conferred on the Association by section 13 of the Act are not subject to any additions, exclusions or modifications.

Qualifications for membership of Association

5. (1) Membership of the Association is open to -

(a) Honey packers of bulk honey for international trade.

(b) New representatives of member countries will be granted membership to International Honey Exporters Organisation Inc. at the discretion of the President and Secretary or on the advice of another of the same member country.

- (2) A person who wishes to become a member shall -
- (a) apply for membership to the Committee in writing -
 - (i) signed by that person and by both of the members referred to in paragraph (b); and
 - (ii) in such form as the Committee from time to time directs; and
 - (b) be proposed by one member and seconded by another member.
- (3) The Committee members shall consider each application made under sub rule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.
- (4) To be eligible for full membership consideration of the association a new or current member must be:
- “Selling honey to export markets in a volume of 100 tonne per year or greater and be making full contributions to the International Honey Exporters Organisation Inc. in terms of market reports and membership fees.

Members must be able to demonstrate that they meet the criteria of rule 5.4 to maintain membership.

Register of members of Association

6. (1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7(3), 8(1) or 9 to be deleted from the register of members referred to in sub rule (1).

Subscriptions of members of Association

7. (1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 31st July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub rule (1).
- (3) Subject to sub rule (4), a member whose subscription is not paid within 1 month after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub rule (2) or within 1 months thereafter.

Resignation of members of Association

8. (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under sub rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

Expulsion of members of Association

9. (1) If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association or fails in abiding by the rules, the Committee shall communicate in writing to the member -
 - (a) Notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided and
 - (b) Particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
 - (c) Membership in the International Honey Exporters Organisation Inc. may be withdrawn for any representative that has not provided at least 3 market reports within 1 calendar year
- (2) At the Committee meeting referred to in a notice communicated under sub rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub rule (5), a member who is expelled under sub rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub rule (2).
- (4) A member who is expelled under sub rule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub rule (3).

- (5) When notice is given under sub rule (4) -
- (a) The Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting confirm or set aside the decision of the Committee to expel that member; and
 - (b) The member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this sub rule.

Committee of Management

10. (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of -
- (a) A President;
 - (b) A Secretary;
 - (c) A Treasurer who may or may not simultaneously hold the office of Secretary; and
 - (d) Not less than 1 other person,
- all of whom shall be members of the Association elected to membership of that Committee at an bi-annual general meeting or appointed under sub rule (7).
- (2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act -
- (a) If the Committee consists of an even number of members, half of that number, which half; or
 - (b) If the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,
- shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (3) At each successive Annual General Meeting after the Annual General Meeting referred to in sub rule (2), all members of the Committee of Management shall cease to be Committee Members but shall be eligible for re-election to membership of the committee provided they are full members of the association.
- (4) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned -
- (a) Propose or second himself or herself for election or re-election; and

- (b) Vote for himself or herself.
- (5) In accordance with Rule 17(7) the election of Members of the Committee of Management shall rank second in the order of business at an annual general meeting, after consideration of the accounts and reports of the committee.
- (6) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled -
 - (a) The Secretary shall report accordingly to; and
 - (b) The President shall declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- (7) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee -
 - (a) The Committee may appoint a member to fill that vacancy; and
 - (b) A member appointed under this sub rule shall -
 - (i) Hold office until; and
 - (ii) Be eligible for election to membership of the Committee at, the next following annual general meeting.

President

- 11. (1) Subject to this rule, the President shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence from -
 - (a) A general meeting of -
 - (i) The President, the Secretary or
 - (ii) Both the President and the Secretary a member elected by the other members present at the general meeting;

or
 - (b) A Committee meeting of -
 - (i) The President, the Secretary; or
 - (ii) Both the President and the Secretary a Committee member elected by the other Committee members present,

shall preside at the general meeting or Committee meeting, as the case requires.

Secretary

12. The Secretary shall -

- (a) Co-ordinate the correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) Comply on behalf of the Association with -
 - (i) Section 27 of the Act in respect of the register of members of the Association;
 - (ii) Section 28 of the Act in respect of the rules of the Association; and
 - (iii) Section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) Perform such other duties as are imposed by these rules on the Secretary.

Treasurer

13. The Treasurer shall -

- (a) Be responsible for the receipt of all money paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) Make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by Committee members.
- (d) Comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association.
- (e) Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

- (f) Have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) Perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of Committee

14. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -
- (a) Dies;
 - (b) Resigns by notice in writing delivered to the President or, if the Committee member is the President, to the secretary;
 - (c) Is convicted of an offence under the Act;
 - (d) Is permanently incapacitated by mental or physical ill health;
 - (e) Is absent from more than -
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
 - (f) Ceases to be a member of the Association.

Proceedings of Committee

15. (1) The Committee shall communicate on a regular basis for the dispatch of business and the President may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting 3 Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in sections 21 or 22 of the Act shall comply with that section.

16. (1) If all the members of the Committee have signed a document containing a statement that they are in favour of a prescribed resolution in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a committee meeting of the association held on the day on which the document was signed and at the time at which the document was last signed by a committee member or, if the committee members signed the document on different days, on the day on which, and at the time at which the document was last signed by a committee member and where a document is so signed -
- (a) The association shall be deemed to have held a committee meeting at that time on that day; and
 - (b) The document shall be deemed to constitute a minute of that meeting.
- (2) Sub rule (1) does not apply in relation to a document unless the document has been signed by each person who was a member of the committee at the time when the document was last signed.
- (3) For the purpose of this rule -
- (a) 2 or more separate documents containing statements in identical terms each of which is signed by one or more committee members shall together be deemed to constitute one document containing a statement in those terms signed by those members on the respective days on which they signed the separate documents; and
 - (b) A prescribed resolution is a resolution that is required or permitted by the Act or the rules to be passed at a meeting of the committee.
- (4) Any document that is attached to a document signed as mentioned in sub rule (1) and is signed by the Committee member or members who signed the last-mentioned document shall, for the purposes of these rules, be deemed to have been laid before the committee at the committee meeting referred to in that sub rule.

General Meetings

17. (1) The Committee -
- (a) May at any time convene a special general meeting;
 - (b) Shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) Shall, within 30 days of -
 - (i) Receiving a request in writing to do so from not less than 5 members, or 10% of the members whichever is the greater

convene a special general meeting for the purpose specified in that request; or

- (ii) The Secretary receiving a notice under rule 9(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in sub rule (1)(c)(i) shall -
 - (a) State in that request the purpose for which the special general meeting convened is required; and
 - (b) Sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to -
 - (a) In sub rule (1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) In sub rule (1)(c)(ii), the member who gave the notice convened may himself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub rule (3)(a) or (b) -
 - (a) The Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) The Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub rule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under sub rule (5) shall specify -
 - (a) When and where the general meeting concerned is to be held; and
 - (b) Particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is -
 - (a) First, the consideration of the accounts and reports of the Committee;

- (b) Second, the election of Committee members to replace outgoing Committee members; and
 - (c) Third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give a notice under sub rule (5) or (8) by -
- (a) Serving it on a member personally; or
 - (b) Sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act; or
 - (c) Electronically.
- (10) When a notice is sent by post under sub rule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum in proceedings at general meetings

18. (1) Attendance by three or more countries will represent a quorum
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 17(5) or (8) -
- (a) As a result of a request or notice referred to in rule 17(1)(c) or as a result of action taken under rule 17(3) a quorum is not present, the general meeting lapses; or
 - (b) Otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting -
 - (a) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) A special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub rule (9).
- (9) At a general meeting, a poll may be demanded by the President at the general meeting or by 3 or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under sub rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub rule (9) on the election of a person to preside over a general meeting or on the question of an adjourned general meeting shall be taken forthwith on that demand being made.

Deemed General Meetings

19. (1) If all the members of the Association have signed a document containing a statement that they are in favour of a prescribed resolution in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a general meeting of the association held on the day on which the document was signed and at the time at which the document was last signed by a member or, if the members signed the document on different days, on the day on which, and at the time at which the document was last signed by a member and where a document is so signed -
 - (a) The association shall be deemed to have held a general meeting at that time on that day; and
 - (b) The document shall be deemed to constitute a minute of that meeting.

- (2) Sub rule (1) does not apply in relation to a document unless the document has been signed by each person who was a member of the association at the time when the document was last signed.
- (3) For the purpose of this rule -
 - (a) 2 or more separate documents containing statements in identical terms each of which is signed by one or more members shall together be deemed to constitute one document containing a statement in those terms signed by those members on the respective days on which they signed the separate documents; and
 - (b) A prescribed resolution is a resolution that is required or permitted by the Act or the rules to be passed at a meeting of the association.
- (4) Any document that is attached to a document signed as mentioned in sub rule (1) and is signed by the member or members who signed the last mentioned document shall, for the purposes of these rules, be deemed to have been laid before the committee at the general meeting referred to in that sub rule.

Minutes of meetings of Association

20. (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President shall ensure that the minutes taken of a general meeting or Committee meeting under sub rule (1) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
 - (a) The general meeting or Committee meeting to which they relate (in this sub rule called "the meeting") was duly convened and held;
 - (b) All proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) All appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

21. (1) Subject to these rules, each full member country present in person or by proxy at a general meeting is entitled to a deliberative vote.

- (2) A member, which is a country, may appoint in writing a natural person, whether or not he or she is a full member, to represent it at a particular general meeting or at all general meetings.
- (3) votes will be assigned at each meeting to individual representatives or to 1 single representative based on a poll of representatives for that country.
- (4) An appointment made under sub rule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned -
 - (a) Which resolution is authenticated under the common seal of the body corporate; and
 - (b) A copy of which resolution is lodged with the Secretary.
- (5) A person appointed under sub rule (2) to represent a full member which is a body corporate shall be deemed for all purposes to be a full member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.
- (6) Each member country will have 1 vote for each increment of 10.000 MT. of honey exported (minimum 1 vote) calculated based on average exports for the past 5 years.
- (7) Votes will be assigned at each meeting to individual representatives or to 1 single representative based on a poll of representatives for that country.

Proxies of members of Association

22. Non attending countries may vote by proxy (in this rule called "the appointing member") and may appoint in writing another member who is a natural person to be the proxy of the appointing member country and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of Association

23. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedures set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (3) The property and income of the association shall be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of these objects or purposes.

Common Seal of Association

24. (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the President, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of Association

25. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Distribution of surplus property on winding up of Association

26. If upon the winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purpose of profit or gain to its individual members, and which association shall be determined by resolution of the members.
