

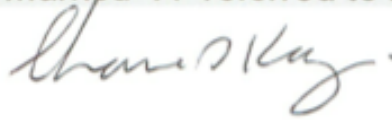
WESTERN AUSTRALIAN CITRUS IMPROVEMENT GROUP INC

CONSTITUTION

Subject to amendment
in accordance with Rule 17 of the Act

As Adopted 19th May 2015

*This is the annexure of 24 pages marked "A" referred to in Form 5 signed
by me and dated 19th May 2015.*



CONTENTS

SUBJECT

1. Name
2. Definitions and Interpretation
3. Objects of Association
4. Powers of Association
5. Qualifications for Membership of Association
6. Register of Members of Association
7. Termination of Membership from Association
8. Suspension or Expulsion of Members of Association
9. Subscriptions
10. Committee of Management (Committee)
11. Proceedings of the Committee
12. Chairperson and Vice Chairperson
13. Roles of Committee Members
14. Executive Officer/s Duties
15. Annual General Meeting
16. Procedure at General Meetings
17. Notice of Meetings
18. Voting Rights
19. Quorum
20. Minutes of Meetings of Association
21. Proxies
22. Book of Accounts
23. Auditors
24. Signatories
25. Cost of Attendance
26. Dissolution
27. Incorporation
28. Common Seal
29. Rules Binding all Members
30. Date of Constitution
31. Rules of Association
32. Inspection of Records
33. Disputes and Mediation

CONSTITUTION AND RULES

1. NAME

The name of the incorporated association is the

**WESTERN AUSTRALIAN CITRUS IMPROVEMENT GROUP INC.
(the Association)**

Business Name: **WA Citrus**

2. DEFINITIONS AND INTERPRETATION

2.1. This and all preceding and subsequent numbered paragraphs represent the Rules of the Association. In these Rules, unless the contrary intention appears:

- (a) "The Act" means the Associations Incorporated Act (1987).
- (b) "Annual General Meeting" means a general meeting held once per year to discuss specific issues as stated in Rule 15.
- (c) "The Association" means the Association referred to in Rule 1.
- (d) "Chairperson" means the person referred to in Rules 10 and 12 or, if that person is unable to perform his/her function/s, the Vice Chairperson.
- (e) "Citrus producer" means any person(s), company(ies) who engage in or earn, in whole or in part, income from the production and sale of citrus.
- (f) "Commissioner" means the Commissioner for Consumer Protection.
- (g) "The Committee" means the Committee of Management as referred to in Rule 10.
- (h) "The Executive Officer" means the person duly appointed to that position by the Committee.
- (i) "Fee for Service (FFS)" means the charge authorised under Section 14 of the Agricultural Produce Commission Act 1988 which producers' committees collect in order to carry out services on behalf of their FFS paying producers.
- (j) "Financial Report" means the financial report of the Association including the profit and loss statement, the balance sheet and the cashflow statement as at the end of the relevant Financial Year and an accompanying Committee report and Executive Officer report.
- (k) "Financial Year" has the meaning given by Section 3 (1) of the Act; a reference in that Section to an "incorporated association" or "the association" being applicable to this Association.
- (l) "General Meeting" means any meeting convened under Rule 16, and where the context requires, includes an Annual General Meeting.
- (m) "Member" means a member of the Association as described in the Rules.
- (n) "Membership" means any person(s) or company(ies) accepted into the appropriate membership category of the Association as defined in Rule 5.
- (o) "Membership Form" means a form to apply for membership of the

Association created by the Association.

(p) "Special Resolution" has the meaning given by Section 24 of the Act.

2.2 If any doubt shall arise as to the correct meaning of these Rules or the objects or constitution of the Association the decision thereon of the Committee shall be conclusive and binding.

3. OBJECTS OF ASSOCIATION

3.1. The objects of the Association are:

(a) to assist in the development of a Western Australian citrus industry that is profitable, viable and sustainable;

(b) to provide an organisation and facilities through which Members may associate;

(c) to assist Members to achieve price premiums for Western Australian citrus fruit in the domestic market;

(d) to promote the development of existing and new markets within Australian and overseas for WA citrus fruit;

(e) to encourage best practice adoption across the Western Australian citrus industry;

(f) to help citrus producers develop ideas and methods to reduce losses of citrus fruit and/or citrus fruit sales from bio-security and quarantine issues;

(g) to develop and promote innovative ideas that will benefit the Western Australian citrus industry;

(h) to assist with growing the consumption of Western Australian citrus fruit;

(i) to liaise with government agencies for the benefit of the Western Australian citrus industry.

3.2. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith and is bona fide compensation for services rendered or expenses incurred in the promotion of these objects on behalf of the Association.

4. POWERS OF ASSOCIATION

- 4.1 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusion or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
- (a) Acquire, hold, deal with, and dispose of any real or personal property; and
 - (b) Open and operate bank accounts; and
 - (c) Invest its money:
 - (i) As trust funds may be invested under Part III of the Trustees Act 1962; or
 - (ii) In any other manner authorised by the Rules of the Association;
 - (d) Borrow money upon such terms and conditions as the Association thinks fit;
 - (e) Give such security for the discharge of liabilities incurred by the Association as the association thinks fit;
 - (f) Appoint agents to transact any business of the Association on its behalf;
 - (g) Enter into any other contract it considers necessary or desirable;
 - (h) May, unless its rules otherwise provide, act as trustee and accept and hold real and personal property upon trust, but an incorporated association does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.

5. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

5.1 Membership of the Association is open to:

(a) **Producer Members**

A person or entity in Western Australia who is actively growing citrus and has made payment of any FFS in the 12 months before 31 March of each calendar year or at any time in the current calendar year and has correctly completed and lodged with the Association a Membership Form.

(b) **Affiliate Member**

A person or entity is eligible to become an Affiliate Member if they belong to any of the following categories and have correctly completed and lodged with the Association a Membership Form:

- (i) Citrus Industry Bodies;

- (ii) Marketers, distributors or retailers of citrus fruits or products of citrus fruits;
- (iii) Suppliers of goods or services to citrus producers;
- (iv) Persons or entities closely associated with the citrus industry;
- (v) Persons or entities who grow citrus but are not yet FFS payers.

(c) **Life Member**

- (i) The Association may, on the passing of a resolution by not less than seventy five percent (75%) of the Producer Members in attendance at an Annual General Meeting, in recognition of long and outstanding service to the citrus industry in Western Australia, confer upon a Producer Member, Life Membership.
- (ii) Nomination for a person to become a Life Member must be in writing and be received by the Executive Officer, thirty (30) days prior to an Annual General Meeting.
- (iii) Life Members, who are no longer eligible to be a Producer Member due to their not being a current, registered citrus producer, shall be entitled to vote at any meeting of the Association.
- (iv) Life members do not pay an annual subscription.

5.2 The membership year for all categories shall be from 1 January - 31 December.

6. REGISTER OF MEMBERS OF THE ASSOCIATION

6.1. The Executive Officer, on behalf of the Association, shall keep and maintain in an up to date register of the Members of the Association and their postal or residential addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

6.2. The register must be so kept and maintained at the office of the Executive Officer or at such other place as the Members at a General Meeting decide.

6.3. The Executive Officer must cause the name of a person who dies or a person or entity who ceases to be a Member to be deleted from the register of members.

7. TERMINATION OF MEMBERSHIP FROM ASSOCIATION

Membership of the Association may be terminated upon:

- (a) receipt by the Executive Officer or Committee Member of a notice in writing from a Member of his or her resignation from the Association. Such person 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 termination; or

- (b) non-payment by a Member of his or her subscription in accordance with these Rules, unless the Committee decides otherwise; or
- (c) expulsion of a Member in accordance with Rule 8.

8. SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION

8.1. If the Committee considers that a Member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the Member:

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or 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).

8.2. At the Committee meeting referred to in a notice communicated under sub-rule 8.1, the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.

8.3. Subject to the sub-rule 8.5, a Member has his or her membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to him or her under sub-rule 8.2.

8.4. A Member who is suspended or expelled under sub-rule 8.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Vice Chairperson of his or her intention to do so within the period of 14 days referred to in sub-rule 8.3.

8.5. When notice is given under sub-rule 8.4:

- (a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, 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; and
- (b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

9. SUBSCRIPTIONS

9.1. The subscriptions for the different categories of memberships are:

(a) Producer Member

- (i) A Producer Member must pay the FFS in accordance with the Agricultural Produce Commission Act 1988 each year to effect the Producer Member's yearly subscription and no further subscriptions are due unless otherwise determined by the Members at an Annual General Meeting.
- (ii) The relevant Membership Form must be completed and lodged with the Committee.

(b) Affiliate

- (i) The Committee may from time to time at a general meeting determine the amount of the subscription to be paid by each Affiliate Member.
- (ii) The relevant Membership Form must be completed by an Affiliate Member and accompany payment of the Affiliate Membership subscription as determined by the Committee in accordance with sub-rule (i) above.
- (iii) An Affiliate Member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (i) ceases on the expiry of that period to be a Member, unless the Committee decides otherwise.

10. COMMITTEE OF MANAGEMENT ("THE COMMITTEE")

10.1 A Committee of Management known as "The Committee" shall manage the affairs of the Association on behalf of the Members.

10.2 The Committee shall comprise the following positions or office bearers:

- (a) The Chairperson; and
- (b) Vice Chairperson; and
- (c) Minimum of 3 but not more than 5 ordinary Members all of whom must be Producer Members of the Association; and
- (d) may include up to two (2) appointed non producer positions

10.3 The above positions of the Committee shall be for a three (3) year term, becoming vacant at an Annual General Meeting. Retiring office bearers may offer themselves for re-election. The same person cannot hold the position of Chairperson for any longer than three consecutive terms.

- 10.4 Committee Members cannot hold position for more than 3 consecutive terms.
- 10.5 At the Annual General Meeting, to be held within Four months after the end of the Association's financial year the current registered membership (Producer Members and Life Members) are to elect Members to fill the determined vacancies. Nominations for appointments to specific positions are not required.
- 10.6 The Committee shall:
- (a) elect its own Chairperson and Vice Chairperson and may (but need not) elect a person to act as treasurer and a person to act as a secretary;
 - (b) meet as required;
 - (c) be granted the power to act on behalf of all Members in implementing the Association's objectives; and otherwise have the power to carry out the business of the Association;
 - (d) make recommendations to any Meeting on matters relating to policy implementation and determination;
 - (e) appoint staff as necessary for the proper conduct of the Association and remove, suspend or dismiss any such appointee as is appropriate;
 - (f) affiliate the Association with other organisations having objectives similar to those of the Association under such conditions as the Committee sees fit;
 - (g) handle all financial transactions for the Association;
 - (h) appoint sub-committees:
 - (i) these sub-committees must consist of up to two (2) Committee Members. Remaining participants on the sub-committee can be drawn from the Association membership or any individual that is deemed suitable by the Committee;
 - (ii) to the sub-committees shall advise and report on such matters as the Committee directs;
 - (i) conduct any other duties and exercise any other powers as conferred by Section 13 of the Act.
 - (j) the Chairperson or nominated Committee representative is to hold a position ex-officio for all sub-committees.
- 10.7 The election to the Committee shall be:
- (a) through nomination in writing, to be received by the Executive Officer at least fourteen (14) days prior to the Annual General meeting;

- (b) in the event of seven (7) or less written nominations those nominations received shall be declared elected;
- (c) in the event of more than the required number of nominations, the Members of the Association present through a show of hands, unless requested by a Member to be done by secret ballot, shall elect the Committee;
- (d) nominations to fill the Non Producer positions on the Committee must be made by the Committee at least fourteen (14) days prior to the Annual General Meeting for approval by Producer Members and Life Members.

10.8 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 Chairperson or, if the Committee Member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (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 without tendering an apology to the person presiding at each of those Committee meetings;

of which meetings the Member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a Member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of Members terminating his or her appointment as a Committee Member.

10.9 A casual vacancy occurring on the Committee shall remain so until a replacement is nominated through a resolution at the following Committee Meeting of the Association. The nomination shall be for the period remaining to the following Annual General Meeting. The replacement may be nominated for re-election.

11. PROCEEDINGS OF THE COMMITTEE

11.1 The Committee must meet together for the dispatch of business not less than four (4) times in each year and the Chairperson, or at least half the Members of the Committee, may at any time convene a meeting of the Committee:

- (a) Each Committee Member has a deliberative vote.
- (b) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the Chairperson presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- (c) Subject to these rules, the Committee Members present at the Committee meeting must determine the procedure and order of business to be followed at a Committee meeting.
- (d) As required under sections 21 and 22 of the Act, a Committee Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the Member of the Committee is a Member of a class of persons for whose benefit the Association is established), must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (ii) Not take part in any deliberations or decision of the Committee with respect to that contract.

11.2 Sub-rule 11.1(d) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Member of the Committee is an employee of the Association.

11.3 The Executive Officer must cause every disclosure made under sub-rule 11.1(d) by a Member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

11.4 The quorum for a Committee meeting is four (4) Members of the Committee.

11.5 A resolution may be passed by the Committee without a meeting if all Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution as set out in the document. The document can be circulated by ordinary post or by email.

12. CHAIRPERSON AND VICE CHAIRPERSON

- (a) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.
- (b) In the event of the absence from a General Meeting of:
 - (i) the Chairperson, the Vice Chairperson; or
 - (ii) both the Chairperson and the Vice Chairperson, a Member elected by the other Members present at the general meeting,must preside at the General Meeting.

- (c) In the event of the absence from a Committee meeting of:
 - (i) the Chairperson, the Vice Chairperson; or
 - (ii) both the Chairperson and the Vice Chairperson, a Committee Member elected by the other Committee Members present at the Committee meeting,must preside at the Committee meeting.

13. ROLES OF COMMITTEE MEMBERS

Members of the Committee will have specific tasks identified for them. The main roles of the Committee include:

13.1 Chairperson

- (a) Acts as a spokesperson for the Association.
- (b) Ensures the Committee provides leadership for the Association, including fulfilling accountability requirements, e.g. service agreements, funding requirements, etc.
- (c) Liaises with other Committee Members as required for the purposes of the rule.
- (d) Is familiar with the Constitution, key aspects of service delivery, strategic and operational plans of the Association.
- (e) Monitors and reviews organisational progress.
- (f) Maintains an effective working relationship with the Executive Officer, other staff and other organisations.
- (g) Represents the Association at significant community events.
- (h) Represents the Association at a State and National level.
- (i) Maintains an effective relationship with the community.
- (j) Chairs Committee meetings and may act as the final decision maker when voting is tied by exercise of a casting vote at his or her discretion.
- (k) Ensures meetings of the Committee are held and develops the Committee meeting agenda with the Executive Officer.
- (l) Prepares and presents monthly reports and an annual report for the Committee.

13.2 Other Committee Members

- (a) Support Committee Members by participating actively and constructively in Committee meetings.
- (b) Participate in discussions and decisions of the Committee.
- (c) Support all decisions outside the Committee meetings.
- (d) Volunteer to support organisational activities as time allows.
- (e) Keep in touch with the staff, other Committee Members and community.
- (f) Contribute to strategic/operational planning processes and monitor

performance.

- (g) Ensure any tasks assigned are completed within designated timeframes.
- (h) Take part in induction and training sessions as required.
- (i) Represent the organisation at significant community events.

14. EXECUTIVE OFFICER/S DUTIES

- 14.1 The Committee may appoint an Executive Officer who will be engaged by the Association on terms determined by the Committee to assist with the management of the Association and must perform tasks delegated by the Committee to the Executive Officer.
- 14.2 The Executive Officer will conduct the day-to-day administration of the Association and will be responsible only to the Committee.
- 14.3 The Executive Officer shall:
- (a) take responsibility for management and delivery of the Association's current Strategic Plan and report against key indicators;
 - (b) co-ordinate the correspondence of the Association;
 - (c) 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;
 - (d) be the person responsible for overseeing:
 - (i) the accurate recording of all transactions;
 - (ii) budget creation;
 - (iii) provide the necessary financial reporting to the Committee;
 - (e) comply on behalf of the Association with:
 - (i) Section 25 of the Act in respect to the accounting records of the Association;
 - (ii) Section 26 of the Act in respect to the accounts for the previous year of the Association;
 - (iii) Section 27 of the Act in respect to the register of Members of the Association;
 - (iv) Section 28 of the Act in respect to the Rules of the Association; and
 - (v) Section 29 of the Act with respect to the record of office holders and any trustees of the Association;
 - (f) perform such other duties as reasonably required by the Committee from time to time.

- 14.4 The Executive Officer shall have custody of all books of account, records and registers of the Association, to be held at the Association's registered office.
- 14.5 The Executive Officer shall maintain a duplicate record of all computer files, such duplicates to be held at a secure site other than the premises occupied by the registered office of the Association.
- 14.6 The Executive Officer may appoint staff or procure resources necessary to perform these duties.

15. ANNUAL GENERAL MEETING

- 15.1 An Annual General Meeting shall be conducted once in every calendar year within four months after the end of the Association's financial year, or such longer period as may in a particular case be allowed by the Commissioner.
- 15.2 The business to be conducted at an Annual General Meeting shall be restricted to discussion on, and/or acceptance or rejection of:
- (a) the Financial Report of the Association;
 - (b) reporting on the performance of the Association and the industry against its stated objectives;
 - (c) any tabled amendments/resolutions to the Constitution and Rules;
 - (d) election of the Committee;
 - (e) the offer of Life Membership/s;
 - (f) any special business of which notice has been given or which is brought forward by the Committee;
 - (g) other general business.
- 15.3 Any business subject of the Agenda of an Annual General Meeting and not finalised at such meeting, may be postponed to a General Meeting to be held at the same place(or another place nominated by the Committee within 14 days of the initial meeting, and the postponed business shall be the only business to be resolved at that General Meeting.

16. PROCEDURE AT GENERAL MEETINGS

- 16.1 The Committee:
- (a) may at any time convene a General Meeting;
 - (b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial

year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and

- (c) must, within 30 days of receiving a request in writing to do so from not less than six (6) Members, convene a General Meeting for the purpose specified in that request.

16.2 The Members making a request referred to in sub-rule 16.1(c) must:

- (a) state in that request the purpose for which the General Meeting concerned is required; and
- (b) sign that request.

16.3 If a General Meeting is not convened within the relevant period of 30 days referred to in sub-rule 16.1(c), the Members who made the request concerned may themselves convene a General Meeting as if they were the Committee.

16.4 When a General Meeting is convened under sub-rule 16.3 the Association must pay the reasonable expenses of convening and holding the special general meeting.

16.5 Subject to sub-rule 16.7, the Executive Officer must give to all Members not less than 14 days' notice of a General Meeting and that notice must specify:

- (a) when and where the General Meeting is to be held;
- (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.

16.6 Subject to sub-rule 16.7, the Executive Officer must give to all Members not less than 14 days' notice of an Annual General Meeting and that notice must specify:

- (a) when and where the Annual General Meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee Members to replace outgoing Committee Members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.

16.7 When a notice is sent via email it will be deemed to be properly effected if the notice is sufficiently addressed to the email address of the Member concerned or no notice of "sender failure" is received by the sender.

- 16.8 A special resolution may be moved either at a General Meeting or at an Annual General Meeting, however the Executive Officer must give to all Members not less than 14 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 16.5 or 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 16.9 The Executive Officer must give a notice under sub-rule 16.5, 16.6 or 16.7 by:
- (a) serving it on a Member personally;
 - (b) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under Rule 6;
 - (c) sending it by facsimile to facsimile number appearing on the register of Members; or
 - (d) sending it via email to the email address provided in the relevant Membership Form.
- 16.10 When a notice is sent by post under sub-rule 16.9 (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

17. NOTICE OF MEETINGS

17.1 Notice of Meetings shall be:

(a) **Annual General Meeting**

Not less than (14) days' notice of the Annual General Meeting.

And of any motions to be moved at the Annual General Meeting.

(b) **General Meeting**

Not less than (14) days' notice of the General Meeting unless called immediately following an Annual General Meeting, in which case it may be conducted there and then; and

as set out in Rule 16.8.

18. VOTING RIGHTS

Eligibility

- (a) Subject to these rules, each Producer Member or Life Member present in person at a general meeting is entitled to vote at that general meeting.
- (b) Affiliate Members do not have voting rights.
- (c) A person who is a Producer Member and a Life Member is only entitled to one vote.

- (d) A Member (“the appointing Member”) who is entitled to vote may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend and vote on behalf of the appointing Member at any general meeting. The appointment shall be in a form complying with Appendix 1 and delivered to the Committee at least 48 hours prior to the meeting.
- (e) A Member who is a corporation may appoint a representative to attend and vote on behalf of the Member at any general meeting. The appointment shall be in a form complying with Appendix 2 and delivered at least 48 hours to the Committee prior to the meeting.
- (f) In the event of a tied vote at any general meeting the Chairperson may exercise a casting vote at his or her sole discretion.

19. QUORUM

- 19.1 The quorum for the conduct of the Annual General Meeting and any General Meeting shall be seven(7) eligible voting Members, including those Members of the Committee so present. Eligible voting members for the purpose of this clause include those attending via a proxy.
- 19.2 If, within thirty (30) minutes of the time specified for the holding of any Annual/General/Special meeting, a quorum is not present, that meeting lapses and the meeting stands adjourned to the same time on the same day of the week two weeks hence.
- 19.3 If, within thirty (30) minutes of the time appointed under Rule 19.2 for the resumption of the adjourned meeting, a quorum is still not present, the Members who are present in person or by proxy may nevertheless proceed with the adjourned business as if a quorum were present.
- 19.4 There shall not be transacted at an adjourned meeting any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.
- 19.5 The Chairperson may, at a meeting at which a quorum is present, and with the consent of a majority of those voting Members present, adjourn any meeting from time to time and from place to place.
- 19.6 At a General Meeting:
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 19.8; and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in Rule 2, and, if a poll is demanded, in accordance with sub-rules 19.8 and 19.10.
- 19.7 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution or special resolution at the meeting will

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 19.8.

- 19.8 At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, just be taken in such manner as the Chairperson directs.
- 19.9 If a poll is demanded and taken under sub-rule 19.8 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 19.10 A poll demanded under sub-rule 19.8 must be taken immediately on that demand being made.

20. MINUTES OF MEETINGS OF ASSOCIATION

- 20.1 The Executive Officer must 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.
- 20.2 The Chairperson must ensure that the minutes taken of a General Meeting or Committee meeting are checked and signed as correct by the Chairperson of the General Meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- 20.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, 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 at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

21. PROXIES

A Member (in this rule called “the appointing Member”) may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at, any Annual Meeting or General Meeting.

22. BOOKS OF ACCOUNT

- 22.1 The Association shall keep, or have kept, the necessary books of accounts, which shall show all receipts and expenditure.
- 22.2 The Executive Officer/s shall hold the books of account at the Association's registered office.
- 22.3 The Executive Officer shall be the person responsible for overseeing the accurate recording of all transactions.
- 22.4 The books of account are to be made available for Members to view (upon reasonable notice) only during normal business hours of 9.00am to 4.30pm, Monday to Friday. The books of account, records, documents and/or securities may not be removed from the registered office, nor may they be photocopied or duplicated without the express consent of the Committee.

23. AUDITORS

- 23.1 Auditors will be appointed at the Annual General Meeting.
- 23.2 An audited statement of accounts is to be presented to the Association's Members at the Annual General Meeting and will be available for scrutiny by all/any registered Member/s on request, within the constraints of Rule 22.

24. SIGNATORIES

- 24.1 Two (2) authorised signatories, the Chairperson (or Vice Chairperson), and the Executive Officer, shall be appointed to sign the Financial Report unless otherwise agreed by the Committee.
- 24.2 Signatories for any transactions or accounts of the Association shall be the Chairperson and/or the Executive Officer, or either of those together with one of the nominated Committee, in accordance with Rule 24.1 above.

25. COST OF ATTENDANCE

- 25.1 The cost of attending meetings of the Association shall be at the expense of the individual Member. The Association, subject to the approval by the Committee, may meet the costs borne by any Member of the Committee, attending meetings outside of the State on behalf of the Association.

26. DISSOLUTION

- 26.1 The Association may be wound up or dissolved by resolution supported by not less than seventy five percent (75%) of Members entitled to vote in attendance at an Annual General Meeting or General Meeting.
- 26.2 The Association shall use its funds to accomplish the objectives set forth in this Constitution and Rules and, upon final dissolution of the Association in accordance with Section 33 (2) of the Act no remaining part of the said funds shall be distributed to Members of the Association.

26.3 The Association shall meet any outstanding debts to Association Members where such debt is incurred by the legitimate provision of service or goods to the Association by the Member.

26.4 If upon winding or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members.

26.5 The surplus property must be:

(a) 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 incorporated under the Act shall be determined by resolution of the Members;

or

(b) for charitable purposes.

27. INCORPORATION

The Association shall be registered and remain as an incorporated body.

28. COMMON SEAL

28.1 The Common Seal shall be in the custody of the Executive Officer and shall be affixed to any document only pursuant to a resolution from the Committee with the affixion witnessed by the Chairperson and either the Vice Chairperson or Executive Officer or other person duly authorised by the Committee.

28.2 All documents to which the Common Seal is affixed shall be photocopied, the copies of which are to be kept by the Executive Officer. A register of the use of the Common Seal is to be maintained by the Executive Officer.

29. RULES BINDING ON ALL MEMBERS

29.1 These Rules bind all and every Member of the Association to the same extent as if every Member of the Association had signed and sealed this Constitution and Rules and agreed to be bound by all their provisions.

29.2 A copy of the Constitution and Rules of the Association is to be made available to any Member/s upon request to the Executive Officer.

30. DATE OF CONSTITUTION

This Constitution and Rules were adopted on the date noted on the front of the Constitution and replaces entirely all previous Constitutions applicable to this Association.

31. RULES OF ASSOCIATION

- 31.1 The Association may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- 31.2 Subject to the Act, any alteration or addition to the Constitution must be passed by no less than three fourths of Members present at a General Meeting and who are entitled to vote.

32. INSPECTION OF RECORDS

A Member may at any reasonable time and upon reasonable notice inspect without charge the books, documents, records and securities of the Association.

33. DISPUTES AND MEDIATION

- 33.1 The grievance procedure set out in this rule applies to disputes under these rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association; or
 - (c) if the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.
- 33.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 33.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 33.4 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 Committee of the Association;
 - (ii) in the case of a dispute between a Member or relevant non-Member (as defined by sub-rule 33.1(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 33.5 A Member of the Association can be a mediator.
- 33.6 The mediator cannot be a Member who is a party to the dispute.

33.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

33.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (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.

33.9 The mediator must not determine the dispute.

33.10 The mediation must be confidential and without prejudice.

33.11 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 or otherwise at law.

APPENDIX 1



APPOINTMENT OF PROXY

I,

(Insert MEMBER'S name)

of.....

(Insert MEMBER'S address)

being a Member of the Western Australian Citrus Improvement Group Inc

APPOINT

.....

(Insert PROXY'S name)

who also is a Member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick **p** only **ONE** of the following)

at the general meeting/s (and any adjournments of the meeting/s) on

.....

(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against

Abstain

.....
.....
.....

(Insert resolution No's, brief description or nominees' name/s)

Signature:.....

Date:.....

(of Member appointing Proxy)

APPENDIX 2



APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE

.....
(Insert name of CORPORATE MEMBER) being a member of the Western Australian Citrus Improvement Group Inc

advises that, on, it RESOLVED that (Insert date of meeting)

.....
(Insert name of REPRESENTATIVE of the above corporate Member)

represent it at:

(Tick only ONE of the following)

the general meeting/s on

(Insert relevant date/s)

OR

all general meetings of the Western Australian Citrus Incorporated Association

WITNESSED/AUTHORISED BY:

(if required under the CORPORATE MEMBER'S rules)

SIGNATURE:

NAME:

POSITION:

DATE:

The corporate Member acknowledges that according to Rule 18(e) of the Association a person appointed to represent a Member which is a body corporate is deemed for all purposes to be a 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.