

**THE WEST AUSTRALIAN
VEGETABLE GROWERS ASSOCIATION
INCORPORATED**

CONSTITUTION

As adopted on 17 September 2018



CONSTITUTION

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1. Name of Association

The name of the Association is

The West Australian Vegetable Growers Association Incorporated

Registered Business Name and Trade Mark vegetablesWA

2. Definitions

In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

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

"Committee meeting" means a meeting referred to in rule 15;

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

"convene" means to call together for a formal meeting;

"Corporate Member Representative" means a natural person appointed and duly authorised by a member that is a body corporate, to exercise the rights of that member under these rules and otherwise represent and act on behalf of that member and who has been notified to the Association by the completion of Form 2;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"Fee for Service" means fee for service paid under the provisions of the *Agricultural Produce Commission Act 1988*.

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"Form" refers to a form attached to these rules;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

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

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 51 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person at a general meeting or by proxy of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 2015*;

"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 paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice President;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Chief Executive Officer" means person employed by the Association to undertake duties of the Association and report to the Committee on a regular basis;

3 Objects of Association

(1) The objects of the Association are-

- a) To provide an organisation, property and facilities through which members may associate
- b) To provide representations through a relevant organisation for Vegetable growers.
- c) To develop and promote innovative ideas that will benefit Vegetable growers.
- d) To assist in the development of a Profitable, Sustainable, Viable Vegetable Industry.
- e) To encourage growers to adopt Best Environmental Management Practices for Sustainable Vegetable Production
- f) To actively promote the development of existing markets, new markets both within Australia and overseas for Vegetable Products.
- g) To encourage growers to produce high quality Vegetable Products.
- h) To encourage growers to adopt Food Safety Management Systems.
- i) To provide or facilitate representation on such Boards, Committees or Authorities in relation to Vegetable production or Marketing as may be established by local, State or Federal Governments or Horticultural Industries.

- j) To liaise with Government Agencies for the benefit of the Vegetable Industries.
 - k) To facilitate the smooth transition of product into overseas markets by involvement in the inspection and approval process.
 - l) To assist growers in the Bio Security and Quarantine process.
 - m) To purchase, take for lease, hire or otherwise acquire for the purpose of the Association, any Real Estate, Personal Property and any rights or privileges in connection therewith.
 - n) To sell, lease, exchange or otherwise dispose of the Association's property or any part thereof.
- (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 in the promotion of those objects.

4 Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions 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;
- b) open and operate bank accounts;
- c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; 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; and
- h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

5 Qualifications for membership of Association

(1) Membership of the Association is open to-

(a) Grower Members

A vegetable grower that is actively growing vegetables commercially and is a Fee for Service payer and whose membership to the Association has not been terminated in accordance with rule 8.

(b) Associate Members

Persons or entities otherwise associated with the agriculture or horticulture growing industry interested in pursuing the objects of the Association who have completed a Form 1 Associate Member Form and been approved by the Committee.

(c) Life Members

Members selected by the Committee from time to time to enjoy the benefits and privileges determined by the Committee to apply to Life Members.

6 Register of members of Association

- (1) The Chief Executive Officer, on behalf of the Association, must comply with Part 4 Division 5 of the Act by keeping and maintaining in an up to date condition a database of the members of the Association and their postal, residential or email addresses and, upon the request of a member of the Association, shall make the database relating to their entry available for the inspection by the member and that member may make a copy of or take an extract from the database in accordance with rule 22 but shall have no right to remove the database for any purpose.
- (2) The register must be so kept and maintained at the Association's Office.
- (3) The Chief Executive Officer must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the database of members referred to in sub-rule (1).

7 Subscriptions of members of Association

- (1) A Grower Member's yearly subscription is effected by their Fee for Service payment under the Agricultural Produce Commission each year and no further subscriptions are due.
- (2) A Grower Member must pay his or her Fee for Service within three months of the due date fixed by the Agricultural Produce Commission.
- (3) The Committee may from time to time at a general meeting determine the amount of the subscription to be paid by each Associate Member.
- (4) Each Associate Member must pay to the Chief Executive Officer annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (3).
- (5) an Associate Member whose subscription is not paid within 12 months after the relevant date fixed by or under sub-rule (3) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (6) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under either sub-rule (2) or sub-rule (4) (as the case maybe) or within 12 months thereafter, or such other time as the Committee allows.

8 Termination of membership of the Association

Membership of the Association may be terminated upon:

- (a) receipt by the Chief Executive Officer or the President of a notice in writing from an Associate 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 in accordance with rule 7 but unpaid at the date of termination;

- (b) receipt by the Chief Executive Officer or the President of a notice in writing from a Grower Member of his or her resignation from the Association. Such resignation does not relieve such person from their obligations to pay a Fee for Service or any other fees applicable under the *Agricultural Produce Commission Act 1988* or any other relevant legislation;
- (c) non-payment by a Grower Member of his or her Fee for Service within twelve months of the due date fixed by the Agricultural Produce Commission for payments, unless the Committee decides otherwise; or
- (d) expulsion of a member in accordance with rule 9.

9 Suspension or expulsion of members of Association

- (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).

- (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, 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.
- (3) Subject to sub-rule (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 (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Chief Executive Officer 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, 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.

10 Committee of Management

- (1) Subject to sub-rule (9), the affairs of the Association will be managed by a Committee of Management ("Committee") consisting of-
 - (a) a President

- (b) a Vice-President;
 - (c) not less than 4 other persons and not more than 11 other persons,
- all of whom must be Grower Members (or a Corporate Member Representative of the Grower Member) of the Association. Associate Members are not eligible for election to the Committee.
- (2) (a) Committee members must be elected to membership of the Committee at an annual general meeting or
 - (b) appointed by the Committee at the Committee's discretion for a period of no longer than the next annual general meeting or
 - (c) appointed under sub-rule (8)
 - (d) Committee members elected or appointed where possible should represent a range of regions where vegetables are commercially grown.
 - (3) Subject to sub-rule (8), a Committee member's term will be from his or her election or appointment at an annual general meeting until the election or appointment referred to in sub-rule (2) at the next annual general meeting after his or her election or appointment, but he or she is eligible for re-election or appointment to membership of the Committee.
 - (4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a Committee member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Chief Executive Officer not less than 7 days before the day on which the annual general meeting is to be held.
 - (5) A person who is eligible for re-election under this rule may -
 - (a) propose or second himself or herself for re-election; and
 - (b) vote for himself or herself.
 - (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the maximum number of vacancies in that membership to be filled-
 - (a) the Chief Executive Officer must report accordingly to; and
 - (b) the President must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
 - (7) If the number of nominations for Committee members received is less than six (6) (being the minimum number of Committee members), additional nominations of Committee members to bring the number of nominations up to six (6) may be accepted from the floor of the annual general meeting provided that such nominations are seconded by the President or Vice President. If such nominations from the floor do not combine to exceed a total of six (6) nominations for the Committee the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor and previous written nominations under sub-rule (4) exceeds six (6) nominations,

- elections for those positions must be conducted.
- (8) If a vacancy remains on the Committee after the application of sub-rule (7), or 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 will -
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.
 - (9) The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such functions of the Sub-committees as are specified in the delegation other than-
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
 - (10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
 - (11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).
 - (12) A payment may be made to a Committee member out of the funds of the Association provided the payment is authorised by ordinary resolution of the members of the Association (with the exception of payments for reimbursement of out-of-pocket expenses for travel and accommodation in connection with the performance of the Committee member's functions, such payments to be made by resolution of the Committee).

11 President and Vice-President

- (1) Subject to this rule, the President must preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of-
 - (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a Committee member elected by the other Committee members present at the general meeting must preside at the Committee meeting.

12 Chief Executive Officer

The Committee may appoint a Chief Executive Officer who will be employed by the Association to assist with the management of the Association and must perform tasks delegated by the Committee to the Chief Executive Officer in particular, the Chief Executive Officer must-

- (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) Part 4 Division 5 of the Act with respect to the database of members of the Association, as referred to in rule 6;
 - (ii) Part 3 Division 3 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 58 of the Act by maintaining a record of -
 - (A) the names and residential, postal or email addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 21; and
 - (B) the names and residential, postal or email addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Chief Executive Officer must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and database of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the President; and
- (e) perform such other duties as are imposed by these rules on the Chief Executive Officer or as delegated by the Committee.
- (f) appoint staff including (without limitation) a financial officer or financial controller or procure resources necessary to perform these or delegated duties.

13 President

The President must:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must 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 the Chief Executive Officer and at least one other authorised Committee member, or by a staff member charged with financial administration responsibilities as authorised by the Committee;
- (d) comply on behalf of the Association with Part 5 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
 - (e) whenever directed to do so by the Committee, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
 - (f) unless the members resolve otherwise at a general meeting, 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 President.
 - (h) the President may delegate these duties outlined in clause 13 to the Chief Executive Officer who will report to the Committee.

14 Casual vacancies in membership of Committee

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 Vice-President 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.

15 Proceedings of Committee

- (1) The Committee must meet together for the dispatch of business not less than three (3) times in each year and the President, or at least half the members of the Committee, 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 must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting four (4) Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 42 and 43 of the Act, a Committee member having any material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that material personal 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-
 - (a) 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
 - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a material personal interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Chief Executive Officer must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- (9) If a majority of Committee members have accepted in writing (which includes by email) a document containing a statement that they are in favour of a resolution of the Committee in the terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Committee held on the day on which the document was last accepted by a Committee member and at the time at which the document was last accepted by a Committee member.
- (10) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Committee members to constitute a quorum constitutes a meeting of the Committee members. All the provisions in these rules relating to meetings of the Committee members apply, so far as they can and with any necessary changes to meeting of the Committee by telephone or other electronic means.
- (11) A Committee member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting of the Committee.

16 General meetings

- (1) The Committee-
 - (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 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-
 - (i) receiving a request in writing to do so from not less than 20% of the members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Chief Executive Officer receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
 - (d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
 - (a) state in that request the purpose for which the special general meeting concerned 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 concerned may him or herself 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) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the President must give to all members not less than 14 days notice of a special general meeting and that notice must 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.
- (6) Subject to sub-rule (7), the President must give to all members not less than 21 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.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the President must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The President must give a notice under sub-rule (5), (6) or (7) by-
- (a) serving it on a member personally; or
 - (b) sending it by post or fax or email to a member at the address of the member appearing in the database of members kept and maintained under rule 6.
- (9) When a notice is sent by post fax or email under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted or sent to the member concerned by ordinary prepaid mail fax or email.

17 Quorum and proceedings at general meetings

- (1) At a general meeting four (4) members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-
 - (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (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 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 must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must 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 President must give notice under rule 16 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 will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary 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 (9).
- (9) At a general meeting, a poll may be demanded by the President or by three or more members present in person and, if so demanded, must 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) must be taken immediately on that demand being made.

18 Minutes of meetings of Association

- (1) The Chief Executive Officer must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and circulated to the members or Committee members (as the case may be).
- (2) The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are confirmed as correct at the next general or Committee meeting (as the case may be).
- (3) When minutes have been entered and confirmed 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.

19 Voting rights of members of Association

- (1) Subject to these rules, each Grower Member present in person at a general meeting is entitled to a deliberative vote except for the President who has a deliberate vote and a casting vote in the event of a tied vote. Associate Members do not have voting rights.
- (2) A Corporate Member Representative is deemed for all purposes to be a member until that appointment is revoked by the body corporate appointing him or her 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.

- (3) A member ("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 general meeting.
- (4) A member who is a corporation may appoint a Corporate Member Representative to attend and vote on behalf of the member at any general meeting.

20 Rules of Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in section 30 of the Act, which is as follows-
 - (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
 - (d) An alteration of the rules of the Association having effect to change the name of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (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.

21 Common seal of Association

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

22 Inspection of records, etc. of Association

- (1) A member may at any reasonable time inspect without charge the following:
 - (a) a copy of the rules;

- (b) the register of members maintained under rule 6 (but provided that if a member wishes to make a copy of, or take an extract from the register of members, the Committee may require them to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Constitution);
 - (c) the record of Committee members, including making a copy or taking an extract of the record, but must not remove the record for any purpose. Information on the record is not to be used or disclosed except for a purpose directly connected with the affairs of the Association; or
 - (d) anything else the member is permitted to inspect under the Act.
- (2) Members are not entitled to inspect the following:
- (a) financial books, documents, records and securities of the Association;
 - (b) any confidential information, information relating to projects or strategies or intellectual property; or
 - (c) any other thing the member is not entitled to inspect under the Act.
- (3) Any inspection will occur at the registered address of the Association.

23 Disputes and mediation

- (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.
- (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.
- (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.
- (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 (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (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.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (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.

24 Distribution of surplus property on winding up of Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must be paid to or distributed to an Incorporated Association that is associated with the Vegetable Industry.

25 Interpretation

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 of Management shall be conclusive and binding.

FORM 1

APPLICATION FOR ASSOCIATE MEMBERSHIP OF WEST AUSTRALIAN VEGETABLE GROWERS ASSOCIATION (INC) (VEGETABLESWA)

West Australian Vegetable Growers Association (Inc) (vegetablesWA)

.....
(Insert name of INCORPORATED ASSOCIATION)

I,

(Insert APPLICANT'S name)

of

*(insert APPLICANT'S residential, postal or email address
required under section 53 of the Associations Incorporation Act (2015))*

apply to become a member of the above Association.

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:..... **Date:**.....

PROPOSED:

SECONDED:

Name:.....

Name:.....

Signature:.....

Signature:.....

Date:.....

Date:.....

----- *Applicants to detach and keep* -----

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of members and be made available to other members, upon request, under section 54 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at.....
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of members under section 54 of the *Associations Incorporation Act* and in accordance with these rules.
- If your application is accepted you are entitled to inspect and make a copy of the rules (constitution) of the association under section 35 of the *Associations Incorporation Act*.

FORM 2
APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE
Rule 19(2)

.....
(Insert name of CORPORATE MEMBER of incorporated association)

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
(Insert name of INCORPORATED ASSOCIATION)

WITNESSED/AUTHORISED BY:
(if required under the CORPORATE MEMBER'S rules)

SIGNATURE:

NAME:

POSITION:

DATE:

SIGNATURE:

NAME:

POSITION:

DATE:



(Insert CORPORATE MEMBER'S common seal)

The corporate member acknowledges that according to rule 19(2) of the Association the Corporate Member Representative 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.

FORM 3
APPOINTMENT OF PROXY
Rule 19(3)

I,

(Insert MEMBER'S name)

of.....

(Insert MEMBER'S address)

being a member of.....

(Insert name of INCORPORATED ASSOCIATION)

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 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:
.....
.....
.....
.....
<i>(Insert resolution Nos, brief description or nominees' name/s)</i>	<i>(Insert resolution Nos, brief description or nominees' name/s)</i>

Signature:..... **Date:**.....

(of Member appointing Proxy)