



# CONSTITUTION

**1: PREAMBLE**

Wine Grape Growers' Australia Incorporated (WGGA) exists to represent and promote the interests of Australian wine grape growers at the national level on issues affecting them. It is an organisation that will continue to evolve and respond to the needs of its members by maintaining active links between wine grape growers, their regional and State organizations, Winemakers Federation of Australia and WGGA.

WGGA has been formed to provide benefits to its members and to promote a profitable and sustainable Australian wine grape sector. The realization of its aims and objectives will impact positively on wine grape producers and the Australian wine grape sector generally.

**2: NAME**

The name of the association is "Wine Grape Growers Australia Incorporated". (WGGA) hereafter referred to as the "association".

**3: DEFINITIONS**

"alternate" means a person nominated as the permanent alternative representative of a voting member of the committee in the event of that member being unavailable to attend a committee meeting.

"committee" means the executive committee or committee of management of the association.

"committee members" means voting, non-voting or co-opted persons appointed or elected to the committee.

"convening bodies" mean the representative bodies described in clause 8.3 a)

"general meeting" means a general meeting of the members of the association convened in accordance with the rules of the association.

"member" means a member of the association.

"the Act" means the Associations Incorporation Act (SA) 1985.

"special resolution" means a special resolution as defined in the Act.

"month" means a calendar month.

"electoral zone" means the eight defined areas described in clause 8.2 b) from which committee members' are elected.

"interim period" means the foundation period of the association, being the period prior to the first Annual General Meeting of the association.

"public officer" is the main point of contact between the association and the State Government regulatory agencies with responsibilities for not-for-profit bodies and charities.

"unregistered financial member" is a member whose subscription is paid by a State or regional body, but whose details may not be registered by the association under the statutory provisions under which the subscription is raised.

**4: OBJECTS or PURPOSES OF THE ASSOCIATION**

The objects of the association are to:

- a) represent and promote the common interests of Australian wine grape growers, through liaison and advocacy with other industry bodies and government;
- b) deliver benefits to its members;
- c) improve the profitability and sustainability of Australian wine grape growers;
- d) represent and promote wine grape growers' interests at all levels of industry;
- e) develop and maintain industry standards and codes of conduct for the sale and purchase of grapes ,the negotiation and administration of contracts, wine grape quality standards, measurement and assessment of grape and wine quality and other commercial arrangements between wine grape growers and processors;
- f) obtain, develop and publish information concerning wine grapes, wine grape production, marketing and viticulture and any other information of interest to, or for the education of, wine grape growers;
- g) foster, coordinate or conduct relevant research, education, extension and other programs that promote the profitability and sustainability of wine grape growing;
- h) Employ officers and staff, or consultants and contractors, as required to undertake the objects of the association;
- i) join or support such other national representative organizations as may be in the interest of members generally ; and,
- j) apply the funds of the association towards any of the above objects or purposes.

## **5: POWERS**

The association shall have all the powers conferred by Section 25 of the Act.

## **6: INTERIM PERIOD**

- a) The association will be governed during an interim period (to expire no later than 31st of August 2009 )by a committee appointed by the convening bodies of the association in accordance with clause 8.3.
- b) Upon expiry of the interim period the association shall be governed by a committee elected or appointed in accordance with clause 8.
- c) The constitution of the association shall be reviewed after the first Annual General Meeting by the elected committee.

## **7: MEMBERSHIP**

### **7:1: Categories**

- a) General membership shall be open to producers of wine grapes, and
- b) Associate membership shall be open to persons or entities not engaged in the growing of wine grapes.
- c) Non voting Affiliate membership shall be open to State or regional grape grower or wine industry associations.

### **7:2: Eligibility & Application for Membership**

- a) General membership of the association shall be open to any wine grape grower within Australia, including winemakers who also grow wine grapes, who agree with the objects of the association and agree to be

bound by its rules. Vineyards owned or operated by multiple owners, a proprietary limited company or other form of corporation, trust, partnership or sole trader are only entitled to hold a single membership.

- b) Associate membership of the association shall, at the discretion of the committee, be open to any person or entity with an interest in but not an engagement in the growing of wine grapes, which agrees with the objects of the association and agrees to be bound by its rules. A single associate membership may only be held by each applicant, whether a natural person, partnership or corporate entity as for 7:2a above.
- c) Non voting Affiliate membership of the association shall, at the discretion of the Committee after notification to all Members and consideration of any comments arising, be open to any State or regional grape grower or wine industry association.
- d) Application for membership shall be made on an application form approved by the committee and signed by the applicant, except where the annual subscription is paid on the grower's behalf by a State or regional association.
- e) Membership shall apply from the date of payment of the annual subscription.

### **7:3: Subscriptions**

- a) The annual subscription will be a sum determined in the interim period by the committee, and thereafter by general meeting of the association.
- b) The annual subscription may be paid by a State or regional association on behalf of a subscriber.
- c) The annual subscription shall be paid on the 1<sup>st</sup> of July or another date as determined by the committee.
- d) Any member whose subscription is outstanding for more than three months after the due date shall cease to be a member of the association, provided always that the committee may reinstate the membership on such terms as it thinks fit.

### **7.4: Resignation**

A member may resign their membership of the association by giving written notice to the public officer of the association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

- a) If a member resigns within one month of the membership year commencement date, having paid the annual membership subscription, the member will be eligible for the rebate of that year's subscription in full, less an administrative fee to be fixed at the discretion of the committee - notwithstanding the provisions of any Commonwealth, State or Territory Act or regulation.
- b) If a member resigns within three months of the commencement of the membership year having paid the annual membership subscription, the member will be eligible for a pro-rata rebate of that year's subscription, less an administrative fee to be fixed at the discretion of the committee - notwithstanding the provisions of any Commonwealth, State or Territory Act or regulation,.
- c) Where a member's annual subscription is paid by a State or regional association under State or regional levy provisions, and a member withdraws that subscription, that member will be deemed to have resigned at the time of notification by the State or regional association.

### **7:5: Expulsion Of A Member**

- a) Subject to giving a member an opportunity to be heard or to make a submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

- b) Particulars of the charge shall be conveyed to the member at least one month prior to the committee meeting at which the matter will be determined.
- c) The determination of the committee shall be conveyed to the member, and in the event of an adverse determination the member (subject to 7:5:d below) shall cease to be a member fourteen days after the determination has been communicated by the committee.
- d) It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the public officer within fourteen days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal (under 7:5d above) the membership of the appellant will not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant is heard by the members of the Association, and in such event membership will be terminated from the date of the general meeting at which the determination of the committee is upheld.

### **7:6 Register Of Members**

Other than for the names of members whose annual subscriptions are paid by a State or regional association under statutory levy provisions, a register of members must be kept and contain:

- i. The name and address of members agreeing to have their information registered by the association.
- ii. The date on which the member's last subscription was received by the association
- iii. If applicable, the date and reason(s) for termination of membership

## **8: COMMITTEE**

### **8:1 Powers & Duties**

- a) The affairs of the association shall be controlled and managed by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and the other property of the association.
- c) The committee shall have the authority to interpret these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act. The public officer shall be the executive director of the association unless otherwise specified by the committee.

### **8:2 Committee Membership**

- a) A committee member shall be a natural person.
- b) The committee shall comprise of eight (8) voting members drawn from the following electoral zones:
  - i. Riverland, South Australia 1 member
  - ii. Other regions in South Australia 2 members
  - iii. Riverina, New South Wales 1 member
  - iv. Murray Valley (Murray Darling and Swan Hill regions) 1 member
  - v. Rest of NSW & Queensland 1 member

vi.	Rest of Victoria & Tasmania	1 member
vii.	Western Australia	1 member

- c) The committee shall also include two (2) non-voting members, being;
- i. The executive director, and
- d) ii Where an independent chairman is appointed, such independent chairman. The committee may also include other non-voting members with special expertise who may be co-opted by the committee for a period as determined by the committee.

### 8:3 Appointment of Interim Committee

- a) For the interim period the eight (8) voting members shall be appointed or elected to the committee by the following convening bodies:
- i. **Riverland South Australia** – Riverland Winegrape Growers’ Association (RWGA) or similar representative body located in the Riverland region.
  - ii. **Other regions of South Australia** – Wine Grape Council of South Australia (WGCSA) or similar state based representative body.
  - iii. **Riverina New South Wales** – New South Wales Wine Industry Association (NSWWIA) or similar representative body in that State.
  - iv. **Murray Valley Victoria & New South Wales** – Murray Valley Winegrowers’ Inc. (MVWG) or similar representative body located in the Murray Valley region.
  - v. **Rest of NSW & Queensland** – New South Wales Wine Industry Association (NSWWIA) or similar representative body in that State in consultation with the Queensland Wine Industry Association (QWIA) or similar representative body within that State.
  - vi. **Rest of Victoria & Tasmania** – Victorian Wine Industry Association (VWIA) or similar representative body in that State in consultation with the Wine Industry Tasmania Inc. (WIT) or similar representative body within that State.
  - vii. **Western Australia** – Wine Industry Association of Western Australia (WIAWA) or similar representative body in that State.
- b) For the interim period the executive officers of the following convening bodies may be appointed to the committee ex officio as non-voting members:
- i. Riverland Wine Grape Growers Association Inc
  - ii. Murray Valley Winegrowers Inc
- c) Where a convening body fails to elect or appoint a member of the interim committee the existing members of the committee may appoint a person to represent that zone.
- d) For the interim period each convening body may appoint an alternate to attend committee meetings in the event of the nominated voting representative being unavailable.

### 8:4 Committee Elections

- a) At the conclusion of the interim period elections by association members may be conducted to determine the voting members of the committee.
- b) Nominees for election to the committee must be registered financial members of the association, or unregistered financial members of the association whose subscription has been paid by a State or regional association, or an office bearer or employee nominated by a convening body..
- c) General members only shall be eligible for election to the committee as voting members, except in the case of the nominee of a convening body.

- d) Notice shall be given by the association to the convening bodies no later than three (3) months before the completion of committee members' terms, requesting that the convening bodies call for nominations.
- e) The convening bodies shall conduct the election of committee members and advise the association public officer of the person/s elected.
- f) General members only shall be entitled to vote.
- g) Members shall vote only for nominees for the electoral zone in which the member's vineyard is located.
- h) In the event of there being a single nomination for a zone vacancy, that nominee will be declared elected.
- i) In the event of there being no nominee for a zone vacancy an association member or an officer or employee of the convening body may be appointed by the convening body for that zone.

### **8:5 Terms of Appointment**

- a) Voting members shall be appointed to the committee for a period of two (2) years, except at the first annual general meeting where half the voting members of the committee as selected by ballot will serve for one year. At each subsequent annual general meeting one half of the committee members, comprising the longest serving members, shall retire.
- b) The chairman shall be appointed for a term determined by the committee.
- c) The executive director of the association shall be appointed to the committee ex officio.
- d) Co-opted members shall be appointed annually by the committee.
- e) Casual vacancies shall be filled by the committee. The replacement of voting members shall be made by the committee after consultation with the convening body for the zone in which the vacancy falls. Members appointed to fill casual vacancies will serve until the next ballot for that zone.

### **8:6 Office Bearers**

- a) The committee shall appoint an independent chairman or a chairman elected from its number by the committee.
- b) The committee shall appoint a deputy chairman from its number.
- c) The committee shall appoint a treasurer from its number.
- d) The committee shall appoint a public officer if he or she is to be other than the executive director of the association.

#### **8:7:1 Independent Chairman**

If the committee determines to appoint an Independent Chairman:

- a) Public expressions of interest for the position of independent chairman shall be called by the association.
- b) Candidates shall be reviewed by the committee or a selection sub committee appointed by the committee.
- c) Appointment of an independent chairman is to occur on the affirmative vote of 75% of the voting members of the committee.
- d) An independent chairman shall not be selected from:

- i. An existing committee member,
- ii. The chair or committee member of an electoral zone convening body or similar state based representative body,
- iii. The chair or committee member of a regional growers' body.

#### 8:7:2 Chairman Elected From The Committee

- a) Alternatively, if the committee determines not to elect an independent chairman for a specified period it shall elect a Chairman from its number and the appointment of such chairman is to occur on the affirmative vote of 75% of the voting members of the committee.
- b) A chairman appointed from the committee shall be entitled to vote but does not have a casting vote.

#### 8:8 Proceedings Of Committee

- a) The committee shall meet for the dispatch of business at least four (4) times a year.
- b) Each voting member of the committee shall be entitled to exercise one (1) vote each, unless exercising a proxy vote.
- c) Proxy voting shall be allowed on committee business items arising from the agenda providing the proxy conforms with the following provisions;
  - i. Proxies must be written, signed by the member, delivered to the office of the association and marked for the attention of the chairman, no less than 24 hours prior to the notified commencement time of the meeting.
  - ii. A proxy notification may either specify a formal decision or direction to vote on the motion or grant the holder the right to vote on the motion.
  - iii. Unless another member of the committee is specified as the proxy, proxy votes will be vested with and exercised by the chairman.
- d) Questions arising at any meeting of the committee shall be decided by a 75% majority of votes.
- e) Motions not obtaining a 75% majority shall not be raised at the next meeting of the committee, but may form part of the business of the second meeting following.
- f) A quorum for a meeting of the committee shall be one half of the voting members of the committee, plus one (5 voting members).
- g) If the Chairman is absent, the meeting shall be chaired by the Deputy Chairman or the committee may elect a chairman from those members present.
- h) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee, as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

#### 8:9 Disqualification of Committee Members

The office of a committee member shall become vacant if a committee member is:

- i. Disqualified from being a committee member by the Act.
- ii. No longer a member, office holder or co-opted committee member of the association.
- iii. Expelled as an association member under these rules.
- iv. Permanently incapacitated by ill health.
- v. Absent without apology from more than three meetings in a financial year.



**9: THE SEAL**

The association shall have a Common Seal upon which its corporate name shall appear in legible characters.

The Seal shall not be used without the express authorization of the committee, and every use of the Seal shall be recorded in the minutes of the association. The affixing of the Seal shall be witnessed by the public officer and the chairman of the association, or another committee member nominated by the committee.

**10: GENERAL MEETINGS****10:1 Annual General Meetings**

- a) The committee shall call an annual general meeting of members in accordance with the Act and these rules.
- b) The first annual general meeting shall be held not later than 31st August 2009 and thereafter within five (5) months after the end of its financial year.
- c) The order of business at the meeting shall be:
  - i. The confirmation of the minutes of the previous annual general meeting and any special general meeting held since that meeting.
  - ii. The consideration of the accounts, reports of the committee, and auditors report.
  - iii. The election of committee members.
  - iv. The appointment of an auditor.
  - v. Any other business requiring consideration by the association in general meeting.

**10:2 Special General Meetings**

- a) The committee may call a special general meeting of the association at any time.
- b) Upon requisition in writing of not less than 50 members of the association, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 10:2b above, the requisitioners or at least half of their number, may convene a special general meeting. The committee shall ensure that the requisitioners are supplied free of charge with particulars of the registered members and convening bodies entitled to receive the notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

**10:3 Notice Of General Meetings**

- a) At least two (2) months notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and the particulars and order of the business to be transacted at the meeting.
- b) A notice may be given by the association to any member by sending it by post to the address appearing in the register of members, or by notice to the convening bodies, and in appropriate media.
- c) Where notice is sent by post to registered members:
  - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

- ii. Unless the contrary is proved, service is taken to be effected at the time at which the letter or packet would be delivered in the ordinary course of post.

#### **10:4 Proceedings At General Meetings**

- a) Eight (8) members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convening upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such an adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.
- c) Subject to 10:4d), the chairman shall preside as chairman at a general meeting.
- d) If the chairman is not present within 5 minutes after the time appointed for holding the meeting, or he or she declines to take or retires from the chair, the members may choose a committee member or one of their own number to chair that meeting.

#### **10:5 Voting At General Meetings**

- a) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, or where proxies are allowed, by proxy at that meeting.
- c) Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting shall be determined by a show of hands.

#### **10:6 Poll At General Meetings**

- a) If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### **10:7 Special and Ordinary Resolutions**

- a) A special resolution is a resolution passed by a 75 % majority of those present in person or by proxy at a general meeting.
- b) An ordinary resolution is a resolution passed by a simple majority present in person or by proxy at a general meeting.

#### **10:8 Proxies**

- a) A member shall be entitled to appoint a natural person to be their proxy and attend and vote at any general meeting of the association.
- b) A proxy will only be valid if it complies with the provisions of clause 8.8 c)

**11: MINUTES**

- a) Proper minutes of all proceedings of general meetings and meetings of the committee shall be recorded, and kept by the public officer of the association.
- b) The minutes must be confirmed by members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are recorded and signed, until the contrary is proved, they shall be evidence that the meeting was convened and held, and that the proceedings of that meeting occurred, and all appointments made at a meeting shall be deemed to be valid.

**12: DISPUTE RESOLUTION**

- a) The dispute resolution procedure set out in this rule applies to disputes under these rules between:
  - i. A member and another member
  - ii. A member and the association
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

**13: FINANCIAL REPORTING and MANAGEMENT OF FUNDS****13:1 Financial Year**

The first financial year of the association shall be the (12) month period ending on the next 30 June following the conclusion of the interim period, and thereafter a period of twelve (12) months commencing on 1 July and ending on 30 June of each year.

**13:2 Record of Accounts**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

**13:3 Accounts To Be Tabled For Review By Members**

The accounts, including a balance sheet and profit and loss statement for the year, together with the auditor's report on the accounts, the committee's statement on the accounts and the chairman's report, shall be tabled for review by members at the annual general meeting.

**13:4 Annual Return**

The annual return shall be lodged with the Office of Consumer and Business Affairs of the State of South Australia within six (6) months after the end of the financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement on the accounts, and the chairman's report.

**13:5 Appointment of Auditor**

- a) At each annual general meeting, the members shall appoint a person to be auditor of the association, who shall be a registered auditor under Corporations Law.
- b) The auditor shall hold office until the next annual general meeting and shall be eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

### **13:6 Banking and Investment Of Funds**

- a) All funds of the association shall be banked in the name of the association, in such bank as the committee may determine.
- b) All funds available for investment shall be invested with a bank.

### **14: PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

### **15: WINDING UP**

The association must be wound up in the manner provided for in the Act.

### **16: APPLICATION OF SURPLUS ASSETS**

- a) If, after the winding up of the association there remain "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organization which has similar objects and has rules which prohibit the distribution of its assets and income to its members, or else be given or transferred to a recognised non-denominational charity or charities in the Commonwealth of Australia.
- b) Such organization or organizations shall be identified and determined by a resolution of members in general meeting.

### **17: RULES**

- a) These rules (including the association's name) may be altered by special resolution of the members of the association. This includes rescission or replacement by subsequent rules.
- b) The alteration shall be registered with the Office of Consumer and Business Affairs and Compliance Branch (SA), as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound to all of the provisions thereof.