

RASPBERRIES AND BLACKBERRIES AUSTRALIA INC.

Incorporated in Victoria Registered No. A0015035W

CONSTITUTION / RULES OF THE ASSOCIATION

1. The **name** of the incorporated association is Raspberries and Blackberries Australia Inc. (in these rules called "the Association").

The **purposes** of the Association

- (a) To represent commercial growers of Raspberries and Brambleberries in Australia
- (b) To enhance the development of the Australian Rubus industry
- (c) To encourage the consumption of Rubus fruit by Australian consumers
- (d) To operate as a Not-for-Profit organisation governed by and for the benefit of grower members.

INTERPRETATION

2. A. In these rules, unless the contrary intention appears:
"Committee" means the Committee of Management of the Association.
"Financial year" means the year ending the 30th June.
"General Meeting" means a general meeting of members convened in accordance with rule 11.
"Member" means a member of the Association.
"Ordinary member of the Committee" means a member of the Committee who is not an officer of the Association under rule 21.
"The Regulations" means regulations under the Act.
- B. In these Rules, a reference to the Secretary of the Association is a reference:
(a) Where a person holds office under these rules as Secretary of the Association - to that person; and
(b) In any other case, to the role previously ascribed to the public officer of the Association.
- C. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.
- D. These Rules of Association are to be read in conjunction with the new Model Rules as outlined in the Victorian *Associations Incorporation Reform Act 2012*. For any items in the new Model Rules not covered by the Constitution/Rules of Raspberries and Blackberries Australia Inc, the clauses or procedures set out in the Model Rules will automatically apply. The grievance procedure set out in the Model Rules will automatically apply.

MEMBERSHIP

3. A. Membership of the Association will be in one of the following categories:
- (a) Full Member – A natural person, who is a primary producer. This person who is nominated and approved for membership as provided in these rules is eligible to be a Member of the Association on payment of the entrance fee and annual subscription payable under these rules.
 - (b) Associate Member – A business or natural person who ~~is a non-primary producer~~ **is not eligible for membership as a Full Member** and who has an interest in progressing the aims of the Association can apply for Associate Membership. This business or person who is nominated and approved for Associate Membership as provided in these rules is eligible to be an Associate Member of the Association on payment of the entrance fee and annual subscription payable under these rules. Associate Membership carries no voting rights
- B. A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
- (a) Unless he is nominated as provided in sub-clause C; and
 - (b) His admission as a member is approved by the Committee.
- C. A nomination of a person or business for membership of the Association:

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- (a) Shall be made in writing or electronically using the appropriate form available on the website of the Association ;
 - (b) Shall be lodged with the Secretary of the Association:
- D. As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- E. Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination.
- F. Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the association and request payment within the period of twenty-eight days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- G. The Secretary shall, upon payments of the amounts referred to in sub-clause F within the period referred to in that sub-clause, enter the nominees name in the register of members kept by him/her and, upon the name being so entered, the nominee becomes a Member or an Associate Member of the Association.
- H. A right, privilege, or obligation of a person by reason of his membership of the Association;
- (a) Is not capable of being transferred or transmitted to another person;
 - (b) Terminates upon the cessation of his membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. The annual subscription, shall be set by the Committee of Management before the 31st day of May each year, and shall be due and payable on the 1st day of July of each year.

REGISTER OF MEMBERS

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members at the address of the Secretary.

RESIGNATION OF MEMBER

6. A. A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- B. Upon the expiration of a notice given under sub-clause A, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

DISCIPLINE OF MEMBER

7. A. Subject to these rules, the Committee may by resolution:
- (a) Expel a member from the Association;
 - (b) Suspend a member from membership of the Association for a specified period; or
 - (c) Fine a member in accordance with the Regulations, if the Committee is of the opinion that a member:
 - (i) Has refused or neglected to comply with these rules;
 - (ii) Has been guilty of conduct unbecoming a member or prejudicial to the interest of the Association.
- B. A resolution of the Committee under sub-clause A;
- (a) Does not take effect unless the Committee, at a meeting held not earlier than fourteen and nor later than twenty-eight days after service on the member of a notice under sub-clause C confirms the resolution in accordance with this clause; and
 - (b) Where a member exercised a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- C. Where the Committee passes resolution under sub-clause A, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) Setting out the resolution of the committee and the grounds on which it is based;

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- (b) Stating that the member may address the Committee at a meeting to be held not earlier than fourteen and not later than twenty-eight days after service of the notice;
- (c) Stating the date, place and time of that meeting;
- (d) Informing the member that he may do one or more of the following:
 - (i) Attend that meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than twenty-four hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.

D. At a meeting of the Committee held in accordance with sub-clause B, the Committee:

- (a) Shall give to the member an opportunity to be heard;
- (b) Shall give due consideration to any written statement to be submitted by the member; and
- (c) Shall by resolution determine whether to confirm or to revoke the resolution.

E. Where the Secretary receives a notice under sub-clause C, he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.

F. At a general meeting of the Association convened under sub-clause E:

- (a) No business other than the question of the appeal shall be transacted;
- (b) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) The member shall be given an opportunity to be heard and the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

G. If, at the general meeting;

- (a) Two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) In any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

8. A. The Association shall in each calendar year convene an annual general meeting of its members.
- B. The annual general meeting shall be held between July 1st and October 30th with the proviso that sequential annual general meetings shall not be more than 15 months apart.
- (a) The annual general meeting shall be specified in the notice convening it;
 - (b) Not less than 21 days notice shall be given of the annual general meeting, such notice being satisfied by a notice delivered by means approved in Clause 31 to each member at his address as noted by the secretary.
- C. The ordinary business of the annual general meeting shall be:
- (a) To confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
 - (b) To receive from the Committee reports upon the transactions of the Association during the preceding financial year;
 - (c) To elect officers of the Association and the ordinary members of the Committee; and
 - (d) To receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- D. The annual general meeting may transact special business of which notice is given in accordance with these rules.
- E. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting shall be called special general meetings.

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10. A. The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- B. The Committee shall, on the requisition in writing of members representing not less than five percent of the total number of members, convene a special general meeting of the Association.
- C. The requisitions for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- D. If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- E. A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

CONVENING OF GENERAL MEETING

11. A. The Secretary of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. Such notice shall be delivered by means set out in Clause 31.
- B. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- C. A member desiring to bring any business before a meeting may give notice of the business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

MEETING PROCEDURES

12. A. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
 - B. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
 - C. Six members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 - D. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall be a quorum.
13. A. The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
 - B. If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
14. A. The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

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- B. Where a meeting is adjourned for fourteen-days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - C. Except as provided in sub-clauses A and B it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands, a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost. An entry to that effect in the Minute Book of the Association is evidence of the fact without proof of the number or proportion of votes recorded in favour of, or against, that resolution.
16. A. Upon any question arising at a general meeting of the Association, a member has one vote only.
- B. All votes shall be given personally or by proxy.
- C. In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
17. A. If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- B. A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
18. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
19. A. Each member shall be entitled to appoint another member of his proxy by notice to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- B. The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

20. A. The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21.
- B. The Committee:
- (a) Shall control and manage the business and affairs of the Association;
 - (b) May, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and the functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) Subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
21. A. The Officers of the Association shall be:
- (a) A President;
 - (b) A Vice-President;
 - (c) A Treasurer; and
 - (d) A Secretary.
- B. The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause A.
- C. Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

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- D. In the event of a casual vacancy in any office referred to in sub-clause A, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
- E. Subject to Section 23 of the Act, the Committee shall consist of:
 - (a) The officers of the Association;
 - (b) Eight ordinary members. The ordinary members shall consist of at least one representative from each state in which Raspberries and Brambleberries are grown and shall be elected at the annual general meeting in each year;
 - (c) That where the Committee elected at the annual general meeting does not include a representative from each Rubus growing State, the Committee shall endeavour to co-opt one member from each State not otherwise represented.
- F. Each ordinary member of the Committee shall, subject to these rules hold office until the 3rd annual general meeting next after the date of his election but is eligible for re-election.
- G. In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.
- H. Any committee member who is absent from three consecutive committee meetings without the previous consent of the committee or without leave of absence from the committee shall cease to be a committee member and his place shall then be deemed to be construed as a casual vacancy.

ELECTION OF COMMITTEE

- 22. A. Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
 - (a) Shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) Shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for holding of the annual general meeting.
- B. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- C. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- D. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- E. The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- F. A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

VACANCY OF COMMITTEE MEMBERSHIP

- 23. For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
 - (a) Ceases to be a member of the Association;
 - (b) Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) Resigns his office by notice in writing given to the Secretary.

PROCEDURE OF COMMITTEE

- 24. A. The Committee shall meet as they shall see fit during the year provided however that such meetings are held at least once per three calendar months and otherwise at such place and at such times as the Committee may determine.

- B. Special meetings of the Committee may be convened by the President or by any six members of the Committee.
- C. Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- D. Any six members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- E. No business shall be transacted unless a quorum is present, and, if within half an hour of the time appointed for the meeting, a quorum is not present the meeting shall stand adjourned.
- F. At meetings of the Committee:
 - (a) The President or in his the absence the Vice-President shall preside; or
 - (b) If the President and the Vice-President are absent, such one of the remaining members of the Committee, as may be chosen by the members present, shall preside.
- G. Each member present at a meeting of the Committee, or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- H. A notice of each committee meeting, shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or, by sending it by pre-paid post, addressed to him at his usual or last known place of abode, or by facsimile transmission or electronic transmission, at least two business days (or even shorter period agreed by the relevant committee members) before the date of the meeting.
- I. Subject to sub-clause D the Committee may act notwithstanding any vacancy on the Committee.
- J. The President and Secretary shall be ex-officio on each sub-committee.
- K. A committee meeting may be held using any technology consented to by all the committee members. The consent may be a standing one. If a committee meeting is held by telephone link-up or other contemporaneous audio or audio visual communication, a committee member is taken to be present unless he or she states to the chairman that he or she is disconnecting his or her telephone or communication device.
- L. Non-receipt of notice of a meeting, or failure to give proper notice of a meeting to a person entitled to receive it, does not invalidate anything done at the meeting if:
 - a) the failure was accidental;
 - b) the person gives notice to the Association that the person waives proper notice or agrees to the decision of the Committee at the meeting; or
 - c) the person attends the meeting and does not object at the start of the meeting to the holding of the meeting, or, if the notice omitted an item of business, does not object to the consideration of the business when it is presented to the meeting.
- M. The committee may pass a resolution without a meeting being held, if all the committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by committee members, if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last committee member signs. Passage of the resolution must be recorded in the minute book.

DUTIES OF SECRETARY

- 25. A The Secretary of the Association shall ensure that adequate provisions are made to keep minutes of the resolutions and proceedings of each general meeting and each committee meeting. These records may be kept in books or electronic documents provided for that purpose together with a record of the names of persons present at committee meetings.
- B The Secretary shall lodge an annual statement with Consumer Affairs Victoria within one month after the annual general meeting

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- C The Secretary must notify the Registrar, in writing, of his or her appointment within 14 days after the appointment.
- D If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

DUTIES OF TREASURER

- 26. A The Treasurer of the Association:
 - (a) Shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) Shall ensure that correct accounts are kept, including books and electronic documents showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - (c) Shall set the financial year as July 1st to 30th June
- B. The accounts and books referred to in sub-clause A shall be available for inspection by members.
- C. No moneys shall be expended on behalf of the Association without being passed for payment by a properly constituted committee meeting, but the President, Secretary and Treasurer may expend at any time to a total of ONE THOUSAND DOLLARS excluding GST (\$1000.00+GST) without the prior sanction of the committee of management.

REMOVAL OF COMMITTEE MEMBER

- 27. A. The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- B. Where the member to whom a proposed resolution, referred to in sub-clause A, makes representations in writing to the Secretary or President of the Association, (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association, or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

- 28. A. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.
- B. The duties of the Treasurer shall be to keep account of all receipts and expenditure, assets and liabilities of the Association, and shall from time to time, report to the Committee. All disbursements of the Association's funds shall be paid by cheque, signed by two authorised Committee members one of whom shall be the Treasurer or an ex-officio member of the Committee appointed for the purpose of transacting the business of the Association, under the direction of the Committee of Management.

COMMON SEAL

- 29. A. The Common Seal of the Association shall be kept in the custody of the Secretary.
- B. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Secretary of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 30. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

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31. A. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of members or by facsimile transmission or electronic transmission.
- B. Where a document is properly addressed pre-paid and posted or sent electronically to a person as a letter, the document, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of business.

DISPOSAL OF ASSETS

32. In the event of the winding up or cancellation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act and distributed, with the approval of the members, to a like-minded organisation or if such an organisation is not available to be distributed to a charitable not-for-profit organisation nominated by the members. No member of the Association shall receive funds from this distribution.

CUSTODY OF BOOKS

33. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

SOURCE OF FUNDS

34. The funds of the Association shall be derived from entrance fees, annual subscription, donations and such other sources as the Committee determine.

LIFE MEMBERSHIP

35. A maximum of one member per year may be made a life member of the Association. Any such life member shall be nominated by the Committee and shall become a life member upon being approved by a seventy-five percent majority of the Committee. All such life members shall be issued with a suitable medallion entitling them of such privileges as the Committee may see fit.