

**Associations Incorporation Act 1985**

**Registered in South Australia**

**STRAWBERRIES AUSTRALIA Inc.**

**ABN 53 635 363 679**

# **CONSTITUTION**

## PREAMBLE

**STRAWBERRIES AUSTRALIA Incorporated is incorporated under the Associations Incorporation Act 1985 on and from the 23rd day of November, 1995.**

**At the meeting of 10 October 2006 the strawberries Australia Board charged the CEO to work up a draft constitution to replace the current constitution to better reflect industry expectations of a strong Peak Industry Body.**

### Version Control

Version	Details	Approved by committee	Adopted by members	Approved by Consumer & Business Affairs (South Australia)
	Draft collated from the example of rules for an Incorporated Association – Office of Consumer affairs S.A. & current constitution			
1.0	First draft submitted to the SAI Board 15th March 2007			
1.1	Revision	8 October 2007		
1.2	Updated	16 October 07 & circulated to member Associations for further input and suggestions (if any)		
1.3	Approved by SAI Board forwarded to Board members and State Associations for comment & information.	16 January 2008	18 February 2008	
		21 January 2008 (with 28 days to make amendments ie 18 February 08)		
1.4	Forward to Consumer & Business Affairs (South Australia) within the 4 week timeframe	29 February 2008		Certificate of Incorporation of an Association to be received and copies to be forwarded to Board members.

## 1. NAME

The name of the Incorporated Association is Strawberries Australia Incorporated referred to herein as "The Board".

## 2. Definitions and Interpretation

(2.1) In this constitution: "SAI" means "Strawberries Australia Inc."

"ACT"	Means the Association Incorporation Act 1985 and includes any amendment or re-enactment of it or any legislation passed in substitution for it.
"Annual Subscription"	Means the Annual Subscription payable by a member in accordance with clause 4.3
"Financial year"	means the year ending on 30 June
"Business Day"	Means a day that is not a Saturday, a Sunday or a public holiday or Bank holiday in the place where the Association has its office.
"Strawberries Australia Inc."	commercial growers
"Grower"	Means any individual or company who is a strawberry Levy Paying Grower/producer.
"Industry levy"	Means the Strawberry industry research and development levy collected as a result of the purchase of certified strawberry runners by commercial strawberry growers and managed/collected by the Commonwealth Government through the Department of Agriculture, Fisheries & Forestry Australia, and the Levies Revenue Service, Canberra.
"Constitution"	Means the Constitution of Strawberries Australia Inc. as amended from time to time.
"General meeting"	Means a general meeting of members convened in accordance with clause 6.6.
"Member"	Means a member of Strawberries Australia Inc. as described in clause 4.
"Public Officer"	Acts as the general contact person for the Association in regards to notices served on the Association.
"Chairperson"	Means the person appointed as Chairperson of the Board of Directors of Strawberries Australia Inc. under clause 5 (iv).
"Deputy Chairperson"	Means the person appointed as Deputy Chairperson of the Board of Directors of the Association under clause 5.2 (iv).
"Chief Executive Officer"	Means the person appointed by the Board of SAI as its Chief Executive Officer.
"Independent Chair"	Means any person who is not a strawberry levy paying grower.

<b>"Secretary"</b>	Means a Secretary of the Board of SAI as appointed by the Board from time to time.
<b>"The Board"</b>	Means the industry representatives for the time being of The Board nominated by State Strawberry Grower Associations assembled as a committee.
<b>"Core activities"</b>	Means: (a) the administration of the Peak Industry Body (PIB) Strawberries Australia Inc; (b) services offered by the PIB to all members.
<b>"State Grower Associations"</b>	Means Australian Strawberry Growers Associations.
<b>"Parties"</b>	Means Strawberries Australia Inc., Horticulture Australia Limited (HAL), and employees as described in clause 5.4
<b>"Treasurer"</b>	Means a Treasurer of the Board of SAI as appointed by the Board from time to time.

### 3. Objects or purposes of the Association

- a. To strengthen and unify the strawberry fruit growing industry;
- b. To assist in the organization of democratic representation;
- c. To establish a formal reporting and administrative structure between members.
- d. To resolve a mechanism for raising promotions, research and administrative funds and implementation of the same.
- e. To promote the production, marketing and consumption of Australian strawberries.
- f. In co-operation with Federal and State extension, educational and research institutions and private enterprise to promote the research and development of, technology varieties and methodology needed to improve the efficiency of the strawberry growing industry.
- g. To foster and advance the interests of strawberry growers within Australia.
- h. To publish, print, circulate or edit any material relating to the affairs or objectives of Strawberries Australia Inc.
- i. To make representations to Federal or State government agencies and authorities and to take such action as may be necessary on all matters of concern or interest to the strawberry industry.
- j. To speak with a single voice on behalf of strawberry growers on matters affecting industry.
- k. To do all such lawful things as shall be incidental or conducive to the accomplishment of the objectives of STRAWBERRIES AUSTRALIA INC.

#### **4. MEMBERSHIP**

**4.1** There will be 3 classes of membership known as class a) Class (b) and class (c) as defined:

- i. (Class a)** are State Strawberry Grower Associations based in NSW, Queensland, Victoria, Tasmania, Western Australia and South Australia and any other Australia strawberry association that arises from time to time as in clause 5.2
- ii.** State Strawberry Grower Associations elect representatives to the SAI Board to form the Board of SAI and have full voting rights.
- iii. (Class b)** will be all Australian strawberry growers as levy payers and have full voting rights.
- iv. (Class c)** Associate membership, is subject to the approval of The Board, with rights to participate in Board activities but not to stand for office or to vote at general meetings. The Board shall decide what publications Affiliate members are entitled to receive.
- v.** Associate membership can be drawn from marketing groups, the service industry and industry Associations including and not limited to consumer groups, "not for profit" bodies, international strawberry organizations.

#### **4.2 APPLICATION FOR MEMBERSHIP**

- i. Associate member** - Associate member subject to clause 5 (iv) supports the objectives of Strawberries Australia Inc. and agrees to be bound by its rules and who applies for membership of Strawberries Australia Inc. shall be proposed by one member and seconded by another member.
- ii.** The application for membership shall be made in writing, signed by the applicant and the proposer and seconder.
- iii.** Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of Strawberries Australia Inc.

#### **4.3 SUBSCRIPTIONS**

- i. State based Membership** to Strawberries Australia Inc. is compulsory.
- ii. The structure of State Association membership fees Class 4.1(i) is based on equity alone relating to State gross value of production (GVP) and not on a mathematical formula.
- iii. The recommended subscription fees for class (a) association member bodies shall be any sum as the Board determines from time to time and agreed upon by member Associations.
- iv. The subscription fees shall be payable annually on 1 July or at such other time as the Board shall determine.
- v. Class (b) Members** are strawberry industry levy payers and are considered members of "SAI".
- vi. Associate Membership** fees are payable annually on 1 July or at such other time as the Board shall determine.
- vii. The subscription fees for membership shall be such sum as will be determined by the SAI Board from time to time.
- viii. Any Class (c) Associated member whose subscription is outstanding for more than three months after the due date for payment, shall cease to be a member of the SAI, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

#### **4.4 RESIGNATIONS**

- i. A member of SAI who has paid all moneys due and payable by a member to SAI may resign from SAI by giving one month's notice in writing to the Chief Executive Officer of the intention to resign.
- ii. After the expiry of the period referred to in sub-rule 4.4 (i)
  - a. The member ceases to be a member, and
  - b. The Chief Executive Officer must record in the register of members the date on which the member ceased to be a member.

#### **4.5 EXPULSION OF A MEMBER**

- a. Subject to giving a Board and/or Associate member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Board and/or Associate member upon a charge of misconduct detrimental to the interests of SAI.
- b. Particulars of the charge shall be communicated to the Board and/or Associate member at least one month before the meeting of the Board at which the matter will be determined.
- c. The determination of the Board shall be communicated to the Board and/or Associate member, and in the event of an adverse determination the Board and/or Associate member shall (subject to clause 4.5 d) cease to be a Board and/or Associate member 14 days after the Board has communicated its determination to the Board and/or Associate member.
- d. It shall be open to a Board and/or Associate member to appeal to the Board against the expulsion through the Chief Executive Officer within 14 days after the determination of the Board has been communicated to the Board and/or Associate member.
- e. In the event an appeal under clause 4.5 d, and subject to a majority vote to re-instate the suspended Board and/or Associate member, the appellant's membership of the Board shall not be terminated on the understanding being given by the Board and/or Associate member suspended to adhere to the Rules of SAI.

#### **4.6 REGISTER OF MEMBERS**

The Chief Executive Officer must keep and maintain a register of Board/Associate members containing:

- I. The name and address of each Board/Associate member and
- II. The date on which each Board/Associate member became a member of the Board.

## **5. THE COMMITTEE OF MANAGEMENT**

### **5.1 General Business Management**

- a. The affairs of SAI are to be managed by or under the direction of the Board;
- b. The Board may exercise all the powers of SAI except any powers that the Act or this Constitution requires the Board to exercise at all meetings.
- c. Subject to these rules, the Act and the Regulations, the Board has power to perform all such acts and things as appear to The Board to be essential for the proper management of the business and affairs of SAI.
- d. The Board shall appoint a Public Officer as required by the Act
  - I. Notice of appointment and any change in the identity or address of the Public Officer, is to be lodged within one month after the change with the South Australian Office of Consumer and Business Affairs;
  - II. The Public Officer must be a resident of South Australia and not necessarily a member of "SAI".

### **5.2 Appointment**

- I. Composition of the Board shall consist of nine representatives drawn from State Grower Associations with at least:
  - a. 1 representative elected from NSW
  - b. 2 representatives elected from Victoria
  - c. 2 representatives elected from Queensland
  - d. 1 Representative elected from South Australia
  - e. 2 representatives elected from Western Australia
  - f. 1 representative elected from Tasmania.
- II. In the event of a State Association no longer be represented on the Board of SAI, Strawberries Australia Inc. will continue to operate with a minimum of four States.
- III. Members of The Board are nominated by their relevant State Associations at Annual General Meetings of the various State Grower Associations.
- IV. All State Grower Associations are to advise the Chief Executive Officer of SAI of the identity of the nominated industry representative to SAI within one month from the date of the State Grower Association(s) Annual General Meeting in any calendar year.
- V. Any changes to state representatives to STRAWBERRIES AUSTRALIA INC. during the year are to be notified to the Chief Executive Officer within one month of the change.
- VI. The officers of SAI shall be elected by the Board from amongst its members and shall be:
  - a. The Chairperson
  - b. The Deputy Chairperson
  - c. Treasurer
- VI. Each Board member as listed in clause 5.2 (V) shall hold office until the Board of SAI Annual General Meeting next after the date of his or her appointment but is eligible for re-appointment.



**VII.** In the event of a casual vacancy in any office referred to in sub clause 5.2(V) the Board may appoint one of its members to the vacant office and the member may continue in office up to and including the conclusion of the Annual General Meeting next of the Board, following the date of the appointment.

**VIII.** The Chief Executive Officer shall not be a member of The Board for the period of his or her appointment as Chief Executive Officer and has no voting rights.

### **5.3 Members of The Board Term of Office**

**I.** Subject to these Rules each state representative of The Board shall hold office annually and is subject to re-election by the State Grower Association at each of their respective AGM's.

**II.** Whenever a vacancy occurs on the Board, the State Growers Association represented by that member shall appoint a member from that State to fill the vacancy for the remainder of the term for which the vacating member had been elected. Such a member shall not necessarily assume any office held by the vacating member.

### **5.4 Power to Appoint**

The Board shall appoint any person to the position of Chief Executive Officer, Secretary, Treasurer and servants of Strawberries Australia Inc. from time to time and determine their duties and fix salaries or remuneration as agreed between the parties.

## **6. PROCEEDINGS OF BOARD MEETINGS**

**I.** The **Board** shall meet together for the dispatch of business at least twice each year.

**II.** A member of The Board having a direct or indirect pecuniary interest in a contract or proposed contract, with SAI must disclose the nature and extent of that interest to the Board as required by the Act and shall not vote with respect to that contract or proposed contract.

**III.** The member of the Board must disclose the nature and extent of his or her interest in the contract immediately.

**IV.** A quorum for a Board meeting shall exist if each State is represented personally or by proxy.

**V.** **Proxies:** an SAI Board member shall be entitled to appoint in writing a person who is a member of a State Association or the Board to be their proxy, and attend and vote at any meeting of the Board.

**VI.** The notice appointing the proxy must be given to the Chief Executive Officer no less than 24 hours prior to the meeting;

**VII.** The form for appointing a proxy is set out in Appendix 1 or otherwise approved by The Board.

**VIII.** A State Association is able to bring along a prospective proxy if the meeting is in that State, with full inclusion, but with NO VOTING RIGHTS allocated for that proxy.

**IX.** No business may be conducted unless a quorum of a minimum of four States (subject to clause 6.IV is present).

- X. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a day and at a time and place as the Board decides.
- XI. At meetings of the Board, the Chairperson or in the Chairperson's absence, the Deputy Chairperson presides; or
- XII. If the Chairperson and the Deputy Chairperson are absent, or are unable to preside, the members present must choose one of their number to preside.

### **6.1 Voting at BOARD meetings**

- I. Questions arising at a meeting of the Board or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such a manner as the person presiding at that meeting may determine.
- II. Each member present at a meeting of the Board or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote. Decisions are to be determined by a simple majority.
- III. The Chairman has a vote but not a casting vote as well.

### **6.2 Notice of BOARD meetings**

- I. At least twenty one days written notice of Board meetings shall be given by letter, email or facsimile to State Grower Associations and State representatives of The Board,
- II. Any State representatives of the Board or State Grower Associations desiring to bring any business before a meeting may give notice of that business in writing to the Chief Executive Officer, who shall include the business in the notice calling the next meeting after receipt of the notice.

### **6.3 Annual General Meeting**

- I. The Annual General Meeting of Strawberries Australia Inc. shall be held at the time and place as determined by the Board. Where possible it will coincide with a National field day or Conference.
- II. All Australian strawberry growers will be eligible to attend as non-voting members.

### **6.4 Notice of Annual General Meeting**

- I. Notice of Annual General meeting shall be published in Strawberries Australia Inc. newsletters, brochures and the media where applicable.
- II. At least twenty one days notice of Annual General Meetings shall be given by letter, email or facsimile to State Strawberry Grower Associations.

### **6.5 Business of Annual General Meetings**

- I. The ordinary business of the Annual General meeting shall be to receive the Chairperson's Report;
- II. To receive the SAI. Chief Executive Officer's Report;
- III. To conduct any other business as specified in the notice of meeting;
- IV. Any State representatives of the Board or State Grower Associations desiring to bring any business before a meeting may give notice of that business in writing to the SAI Chief Executive Officer, who shall include the business in the notice calling the next meeting after receipt of the notice.

## **6.6 General Meetings**

- I.** All meetings other than the Annual General Meeting shall be called General Meetings;
- II.** The Board may convene General Meetings wherever and whenever it see fit.
- III.** The Board shall also call a Special General Meeting within one calendar month of a requisition in writing by not less than four current Board members provided they each represent a different state.
- IV.** Attendance at any General Meeting is open to all Australian Strawberry Growers.

## **7. RECORDS – MINUTES**

**7.1** Minutes shall be maintained by the Chief Executive Officer of SAI.

- a. Proper minutes of all proceedings of general meetings of the Board shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the Board at a subsequent meeting;
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

## **7.2 FUNDS**

- a. The Chief Executive Officer shall collect and receive all monies due to SAI and make all payments due.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the three authorized members of the committee, namely the Chairperson, Chief Executive Officer, and/or the Treasurer.
- c. The financial year commencing on 1 July and ending on 30 June of each year.
- d. SAI shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of SAI connected with the activities of SAI.
- e. The accounts and minute books shall be available for inspection by members.
- f. At each Board Annual General meeting the Board shall appoint an auditor for the current financial year.
- g. The funds of SAI shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

## **8. GENERAL**

- a. The Board may from time to time employ staff, fix and pay any form of remuneration, gratuity, compensation of expenses in connection with the staff or any work carried out on or behalf of SAI, enter into contracts or agreements, open bank accounts and provide for the operation of such accounts, invest and deal with monies of SAI not immediately required upon such securities as may be determined.

- b. Acquire real or personal property, sell or otherwise deal with all or any part of the property of SAI, raise loans and give all or any form of security for loans or credit and generally do all things and perform all such acts as the Board may regard as necessary or convenient for carrying out or promoting the objectives of SAI and its member growers.
- c. Officers, SAI members and servants of the Board shall be indemnified by Strawberries Australia Inc. against all costs, losses, and expenses incurred which in the opinion of The Board of Strawberries Australia Inc have arisen by reason of any contract entered into by him or her as such officer, Board members or servant or in any way but only in the proper discharge of his or her duties to or on behalf of Strawberries Australia Inc.

## **9. ALTERATION TO THE CONSTITUTION**

The Constitution may be altered by a two-third majority vote at any properly constituted Annual General Meeting or General meeting of the Strawberries Australia Inc. Board provided that at least sixty days notice by letter of any proposed amendment is given to all State Strawberry Grower Associations and a quorum of the Board is present and votes to record a majority decision.

## **10. WINDING UP**

- I. Strawberries Australia Inc. may be wound up in the manner provided by in the Act;
- II. If after winding up of Strawberries Australia Inc. there remains "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.

**STRAWBERRIES AUSTRALIA Inc.**  
ABN 53 635 363 679

**APPOINTMENT OF PROXY**

I, (name).....of.....  
.....  
(Address)

being the nominated State representative to the Board of Strawberries Australia Inc.

Hereby appoint

NAME:.....

to vote on behalf of myself, as a delegate for (State) .....at the  
Strawberries Australia Board meeting to be held in  
the city of.....from (date)...../...../..... to (date)...../...../.....

Directions to the proxy are:

Signature:.....

Dated:.....

This proxy must be produced to Strawberries Australia Inc. 24 hours prior to a meeting.

Proxies can be accepted if they are received by the CEO by mail, email or fax -07 5514 8825.

Queries regarding proxies should be directed to Strawberries Australia Inc. CEO on 0418 516 086