



WESTERN AUSTRALIAN VINE IMPROVEMENT ASSOCIATION

January 2008

1. The Name of the Association is 'Western Australian Vine Improvement Association' hereinafter in these rules referred to as 'the Association'.

2. The Objects of the Association are:

2.1 to promote the planting within all growing areas of Western Australia and elsewhere as may be seen to be desirable from time to time of those grape varieties best suited to the areas concerned;

2.2 to promote interest in and research into new grape varieties and improvements in existing varieties;

2.3 to promote interest in and research into soil types and develop best practices for growing vines on each soil type;

2.4 to provide facilities and disseminate information, instructions, and assistance among grape growers and the Wine, Table Grape and Dried Vine Fruit Industries and any other interested persons or bodies in respect of all aspects of the technology of grape growing;

2.5 to exercise a general oversight of and collaboration and liaison with all other State Vine Improvement Societies or committees and to formulate policies of a general and specific nature to guide and coordinate the activities of the other State Vine Improvement Societies;

2.6 to do all lawful things which the Management Committee may think necessary or desirable from time to time for promoting the interest or objects of the Association;

2.7 to pursue any other lawful object or purposes which the Management Committee may from time to time decide upon and which are not inconsistent with the objects of the Association;

3. Affiliation

3.1 The Association may from time to time and at any time the Management Committee thinks fit affiliate with any other suitable body or organisation having like objects and which may be beneficial to the attainment of the objects of the Association and may also disassociate itself from time to time from any such affiliation.

4. Membership

4.1 Membership of the Association shall consist of Western Australian grape growers, winemakers, viticulturists and grape industry students, contractors or technicians and any other grape industry related party that the Management Committee agrees upon from time to time.

4.2 All members shall at all times be bound by these rules and any by-laws or regulations made thereunder from time to time by the Association.

5. Management Committee

5.1 The control and management of the Association shall be vested in a Management Committee which shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer, and all other members appointed to the Association by the Regional Vine Selection or Improvement Committees or Societies.

5.2 The positions of Secretary and Treasurer may be held by one person.

5.3 The officers set out in Clause 5.1 above shall be elected at each Annual General Meeting of the Association and shall hold that office until the new officers are elected at the following Annual General Meeting.

6. Powers of the Management Committee

The Management Committee shall be responsible for the control and management of all aspects of the Association and shall have a general power and authority to do all lawful things necessary and expedient to provide for the proper management control and advancement of the Association and without derogating or in any way limiting the above general powers the Management Committee shall have the following specific powers:

6.1 to fix fees and make such rules or by-laws as are necessary and expedient for the internal control and management of the Association provided always that such rules or by-laws are not inconsistent with this constitution;

6.2 to interpret these rules in any matter or issue and their decision on the construction to be placed on these rules shall be final and binding on the members of the Association;

6.3 to acquire, buy, or lease, property, both real and personal; to sell such property, to lend, lease or sub-lease such property and to raise finance on loan on the security of the property of the Association;

6.4 to invest any of the funds of the Association in trustee securities or such other securities as are approved from time to time by the Government for the time being of Western Australia;

6.5 to meet as often as it sees fit and to arrange its own meeting dates provided however that it shall meet at least twice in every year;

6.6 to appoint sub-committees which shall at all times remain responsible to the Management Committee and subject to its overriding control and for such purposes may co-opt suitable persons not necessarily from the members of the Management Committee but having thereon at least one member of the Management Committee;

6.7 to employ from time to time suitable persons to assist in the fulfilment of its functions and from time to time dispense with the employment of any person or persons.

7. Meetings and Meeting Procedure

7.1 A quorum for any meeting of the Management Committee of the Association shall be four of the then members of the Management Committee, excluding ex-officio members;

Adjournment of Meetings

7.2 If within 15-30 minutes after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting has been adjourned) at the same place and if at the adjourned meeting the quorum is not present within 15-30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than four) shall be a quorum;

7.3 The Chairperson 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;

7.4 The Chairperson shall preside at all meetings of the Association and Management Committee and in his absence the Vice-Chairperson shall preside. If both are unable to do so on any particular occasion the members present shall appoint an appropriate person from those present to act as Chairperson;

7.5 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 Chairperson that the resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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 the votes recorded in favour of, or against, that resolution;

Notices of Meetings

7.6 The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Management Committee of the Association at the address appearing in the register of members, a notice by either pre-paid post or by electronic means stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. The representative for each Regional Committee on the Management Committee shall then inform his local members of the content of the notice;

7.7 A member desiring to bring any business before a meeting may give notice of that 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;

Annual General Meeting

7.8 The Association shall convene an Annual General Meeting of the Association in each calendar year before 31st March following the conclusion of the Association's financial year ending on 31st December;

7.9 The Annual General Meeting shall be specified as such in the notice convening it;

7.10 The ordinary business of the Annual General Meeting shall be:

7.10a to confirm the minutes of the last preceding Annual General Meeting;

7.10b to receive from the Management Committee reports upon the transactions of the Association during the last financial year

7.10c to receive from the Auditor appointed by the members of the Association the audited financial statements of the Association for the last financial year;

7.10d to elect officers of the Association and the ordinary members of the Management Committee from those members appointed by the Regional Vine Selection or Improvement Committees or Societies;

7.10e to appoint an Auditor for the next financial year;

7.10f to discuss all other business which has been specified in the notice convening the Annual General Meeting

Special General Meetings

7.11 All general meetings other than the Annual General Meeting shall be called Special General Meetings;

7.12 The Chairperson, at his discretion, or the Management Committee, at its discretion, may call a Special General Meeting of the Association should an additional meeting be deemed to be desirable for any reason;

Requisition by Members

7.13 The Management Committee, on the requisition in writing of members representing not less than 5% of the total number of members, shall convene a Special General Meeting of the Association;

7.14 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and shall 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;

7.15 If the Management 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 the members of the Association, may convene a Special General Meeting to be held not later than three months after that date;

7.16 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 meeting are convened by the Management Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

8. Voting

8.1 All members shall be entitled to one vote only on any one issue.

8.2 All votes shall be given personally or by proxy.

8.3 The Chairperson at all meetings of the Association and Management Committee shall have both a deliberative and, in the event of equality of voting, a casting vote.

8.4 All voting shall be by show of hands unless the Chairperson deems a secret ballot necessary or unless a secret ballot is required by these rules.

8.5 All matters shall be decided by means of a simple majority with the exception in Clauses 14 and 15 below.

8.6 If at a meeting a poll on any question is demanded by not less than three members of the Association, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

8.7 A member is not entitled to vote at any general meeting unless all monies due and payable to the Association have been paid, other than the amount of the annual levy payable in respect of the current financial year.

8.8 Each member shall be entitled to appoint another member as his proxy by notice in writing given to the Secretary no later than 24 hour before the time of the meeting in respect of which the proxy is appointed.

9. Objectives of the Association

The Association and the Management Committee shall in the course of its work and in the furtherance of its objectives work:

9.1 to provide proper coordination of the activities of the various Regional Vine Improvement and Selection Committees and Societies in an effort to ensure uniformity of operation of the State Vine Improvement Scheme generally;

9.2 to provide formal venues for discussion and action on any matters relating to Vine Improvement in Western Australia;

9.3 to advise the Department of Agriculture on research and extension needs in the field of Vine Improvement

9.4 to try to ensure equitable allocation of vine propagation material to each region according to its requirements;

9.5 to keep a record of all source areas of clonal vines planted in Western Australia

10. Finance

10.1 The Association and Management Committee shall, under its powers contained in Clause 6 above, fix annual levies to be paid by the Regional Vine Improvement Committees or Societies and shall annually advise on the amounts to be charged by the Regional Associations for propagation material sold and distributed through the Association and shall make such approaches as are necessary to Industry and Government for financial grants and assistance.

10.2 The Treasurer shall keep proper books of account and all monies received on behalf of the Association shall be banked as soon as is practicable, ie within 2-3 working days of their receipt.

10.3 All accounts to be paid by the Association shall be sanctioned or the payment ratified by two officers of the Management Committee.

10.4 The books of the Association shall be audited each financial year and a financial statement duly audited shall be presented by the Treasurer or Auditor each year to the Annual General Meeting of the Association.

10.5 The financial year of the Association shall be deemed to end on the 31st day of December in each year.

10.6 All cheques and other withdrawals upon the funds of the Association shall be signed by any two of the Chairperson, Vice-Chairperson, Treasurer or Secretary (or Secretary/Treasurer as the case may be) or any other nominated member of the Association.

10.7 The account and books referred to above shall be available for inspection by members.

11. Minutes - Business

11.1 The Secretary shall, as soon as convenient, attend to the correspondence of the Association and shall be responsible for keeping accurate minutes of the proceedings of all meetings of the Association and the Management Committee.

11.2 The Secretary shall ensure that all notices of meetings are posted or transmitted by electronic means to the members of the Management Committee so as to arrive at least 14 days prior to the time of the proposed meeting in the ordinary course of the post.

11.3 The Secretary shall at all times maintain a register of all members of the Association and the Management Committee; such register shall be available for inspection by members.

11.4 The Secretary shall at all times maintain a register of all improved or certified propagation material approved or certified by the Regional Vine Selection or Improvement Committees or Societies. Such register shall contain such information as shall be deemed necessary.

12. Certification and Approval of Propagation Material

12.1 The Association shall not be obliged to certify or approve of all propagation material that may be required at any particular time. However, the Association shall endeavour to register sufficient material to meet current demands.

12.2 The Association shall not register any propagation material which it feels unworthy of certification on the evidence of its appointed technical advisor and may likewise deregister any previously certified propagation material which subsequently to such certification fails to meet the required standards of certification.

12.3 The Association shall not make any recommendations as to which varieties of vine should be planted by any grower.

13. Legal Action

No member or past member of the Association shall be entitled to bring any legal action of any kind whatsoever or institute any court proceedings of whatever nature against the Association or any officers of the Association or any member of members of the Management Committee or any members of the Association for or in respect of anything done in accordance with the rules regulations or by-laws of the Association or in connection with any cause of action arising directly or indirectly out of during or in connection with such member's membership, past or present, of the Association and in particular no claim shall lie against the Association or any of the officers or members thereof whilst acting for and on behalf of the Association for any damages costs or expenses whatsoever arising out of any alleged failure of any propagation material recommended by the Association.

14. Alteration to Constitution

These rules shall not be added to, altered, repealed or rescinded except at an Annual General Meeting or a Special General Meeting convened for that purpose. No motion for an alteration or addition to these rules shall be submitted to a vote of the meeting unless notice thereof with the proposed alteration or addition in writing signed by the proposer and seconder shall have been handed to the Secretary at least fourteen (14) days before the date of the Annual General Meeting or Special General Meeting at which the alteration or addition is proposed to be made. Notice of any such proposed alteration shall be given by the Secretary to the members in calling any such meeting. Any proposed alteration or addition to the constitution will require 75% of the members present to vote in favour of the alteration or addition at an Annual General meeting or at a Special General Meeting called for that specific purpose.

15. Distribution of Surplus Property on Winding Up of an Association

If on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to another incorporated association having objects similar to those of the Association; or
- (b) for charitable or benevolent purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association .

16. Non Profit

The income and property of the Association wheresoever derived shall be applied solely towards the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by any method whatsoever by way of profit to member of the Association provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association or for goods supplied in the ordinary and usual course of business.

17. Common Seal

17.1 The common seal of the Association shall be kept in the custody of the Secretary.

17.2 The common seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal shall be attested by the signatures of two members of the Management Committee.

18. Custody of Records

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.

19. Rules of Association

19.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17,18 and 19 of the Act.

19.2 the 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 their provisions.

20. Definitions

The following definitions shall apply in respect of these rules and of the technical wording used by and within the Association from time to time in its day-to-day dealings and correspondences:

20.1 All references to the male gender shall automatically include the female gender in this constitution.

20.2 'Propagation material' means any bud or cutting or plantlet or rootling of any vine.

20.3 'Recommended propagation material' means any propagation material approved or certified by the Association

20.4 'Improved' indicates planting material derived from source vines of known performance which said performance shall be of above average but not necessarily of the highest possible standard.

20.5 'Certified' means certified by an appropriate authority as being true to type, tested as being free from disease, of satisfactory cropping potential and of satisfactory fruit quality.

20.6 All references to other State Vine Selection or Improvement Societies or Committees shall mean and include:

- any other such Committees or Societies of a similar nature as may be formed from time to time and having similar objects and shall be or become members of this Association.

Alterations and ammendments carried out by Christopher Harding (Secretary) 11th December 2000 and May 2001, and 21st January 2008

