

**CONSTITUTION
GEOGRAPHE VIGNERONS ASSOCIATION INC.**



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1. NAME

The name of the association is the GEOGRAPHE VIGNERONS ASSOCIATION. Should it be deemed necessary in the future to change this name, resolution to undertake said name change to be presented at a Special General Meeting as outlined in clause (13.3). That for the purpose of this constitution, the GEOGRAPHE VIGNERONS ASSOCIATION hereinafter be referred to as "the Association".

2. DEFINITIONS

In these rules, unless the contrary intention appears:

- 2.1 " Act" means the Association Incorporation Act, 1987
- 2.2 " Associate Member" means an associate member of the Association as provided for in these rules;
- 2.3 "Committee" means the Committee of Management of the Association;
- 2.4 "Geographe" means the region defined by the following Boundaries or as determined by a special resolution of the Association.

The NORTHERN boundary is Harvey Shire.
The EASTERN boundary follows Harvey Shire and leaves it at 116 degrees 08 minutes, continuing south through Collie Shire until it reaches the 300 metre contour line to Wild Dog Flat. The boundary then follows the 300 metre contour line to Bovier Flat at the north east corner of Nannup Shire.
The SOUTHERN boundary is Busselton Shire westward until longitude 115 degrees 15 minutes (boundary of Margaret River region).
The WESTERN boundary follows longitude 115 degrees 15 minutes until the coast and continues along the high water mark until the northern boundary of Harvey Shire.
- 2.5 "Meeting" means an annual general meeting or a special or general meeting of members of the Association convened in accordance with these rules;
- 2.6 "Ordinary Member" means an ordinary member of the Association as provided for in these rules;
- 2.7 "Regulations" means the Associations Incorporation Regulations, 1993;

- 2.8 A reference to a "special resolution" is a reference to a special resolution as defined in the Act. Unless these rules expressly require a special resolution, a question arising at a meeting shall be decided by a majority of such members as, being entitled to do so, vote in person or by a proxy and any such decision shall be deemed a resolution of the Meeting;
- 2.9 Words importing the singular or plural number shall, when the context permits, include the plural or singular number, as the case may be, and words importing the masculine gender shall include the feminine gender and words importing the feminine gender shall include the masculine gender

3. OBJECTS

- 3.1 To benefit members in general.
- 3.2 To support and subscribe to any Association, Society, Institution, statutory Body, Organisation or other body having similar objects to this Association.
- 3.3 To do all such things as the Association or its committee may deem to be incidental or conducive to the attaining of the above objects and powers, or any of them.
- 3.4 To ensure that the property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of these objects.
- 3.5 To have regards to the implementation and enforcement of the Geographical Indication provision of the Australian Wine and Brandy Corporation Act 1980 and regulations.
- 3.6 The Association shall be a non-profit and non-taxable association.

4. POWERS

For the purpose of carrying out its objects the Association may:

- 4.1 Acquire, hold, deal with and dispose of, any real or personal property:
- 4.2 Administer any property on trusts;
- 4.2 Open and operate bank accounts;

- 4.4 Invest its monies:
 - 4.4.1 In any security in which trust moneys may, by Act of Parliament, be invested, or;
 - 4.4.2 In any other manner authorised by the rules of the Association;
- 4.5 Borrow money upon such terms and conditions as the Association thinks fit;
- 4.6 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 4.7 Appoint agents to transact any business of the Association on its behalf; and
- 4.8 Enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

- 5.1 To be eligible for membership of this Association, a grower should have a minimum of 2 hectares of vines and to remain a member, that 2 hectares should produce a reasonable crop of grapes after 5 years of being planted.
Alternately a member will be a producer of commercial quantities of wine from grapes grown within this association's boundaries.
- 5.2 Although a grower may not qualify for membership on the basis of area (2 hectares) of vineyard and level of production of grapes, he may remain a non-voting member of the Association.
- 5.3 Associate Membership will be open to:
 - 5.3.1 Growers within the Association's area who are not able to attend meetings.
 - 5.3.2 Growers who do not qualify for full membership on the basis of area and level of production
 - 5.3.3 Any person with a commercial interest in the grape growing or winemaking industry.
- 5.4 Any member of this Association who shall be absent without leave for more than three (3) consecutive meetings of the Association, the Association in general meeting may relegate him/her to the status of Associate Membership.
- 5.5 Each member shall be entitled to nominate two (2) representatives. The names of such representatives shall be provided to the secretary in writing, and the primary voter shall be identified.

6. REGISTER OF MEMBERS OF ASSOCIATION

- 6.1 The Secretary shall on behalf of the Association keep and maintain the register of the members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.
- 6.2 The Secretary shall cause the name of a person who dies or who ceases to be a member under 7 (3), 8(1) to be deleted from this register of members referred to in sub rule (1).

7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- 7.1 The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- 7.2 Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless less the Committee decides otherwise.
- 7.3 A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter.
- 7.4 (Associate Members shall only pay 20% of the full Member subscription fee.) Deleted AGM 2003
- 7.5 That a grower new to the Association who wishes to join after the first of December shall in that year only pay 50% of that year's subscription fee.

8. REGISTRATION, CANCELLATION, SUSPENSION OF BOTH ORDINARY AND ASSOCIATE MEMBERSHIP

- 8.1 Any member whether an ordinary Member or an Associate Member intending to resign its membership of the Association shall give notice thereof to the Secretary. Any member so resigning shall be liable for any moneys due or payable by that member to the Association at the time of such resignation which shall be recovered as a debt due to the Association.
- 8.2 If any member whether an Ordinary Member or an Associate Member shall at any time be six (6) calendar months in arrears of payment of any membership of any other fees payable to the Association under or by virtue of these rules the Committee shall have power to cancel or suspend the membership of such member without prejudice to the claims of the Association in respect of such

arrears and the Committee shall have power if the membership of any member shall have been cancelled or suspended as aforesaid to reinstate such membership upon whatever terms the Committee shall deem fit provided however it should not be mandatory for the Committee to cancel or suspend such membership.

- 8.3 Subject to giving a member whether an Ordinary Member or an Associate Member an Opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 8.4 Particulars of the charge shall be communicated to the member at least one calendar month before the Committee meeting at which the matter will be determined.
- 8.5 The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to rule 8.6 cease to be a member 14 days after the Committee has communicated its determination to the member.
- 8.6 It shall be open to a member whether an Ordinary Member or an Associate Member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary within 14 days after the determination of the Committee has been communicated to the member.
- 8.6 In the event of an appeal under rule 8.6 the appellant's membership of the Association shall 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 has been heard, and in such event membership will be terminated at the date of the meeting at which the determination of the Committee is upheld.

9. OFFICERS

9. 1 There shall be appointed the following officers of this Association:

9. 1.1 President.

9.1.2 Vice President.

9.1.3 Secretary.

9.1.4 Treasurer.

All of whom shall be ordinary members.

9.2 Working Committee

At each Annual General Meeting the Office bearers shall take office at the conclusion of the Annual General meeting and hold the office until the conclusion of the next Annual General Meeting.

9.3 Committees as such shall be elected as required.

10. COMMITTEE OF MANAGEMENT OF THE ASSOCIATION ..

10.1 The affairs of the Association shall be administered, managed and controlled exclusively by the Committee which in addition to any powers and authorities conferred by these rule may exercise all such powers and do 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.

10.2 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association and may delegate any of its powers to such officers and employees.

10.3 The first Committee shall be appointed from the steering committee of the Association. The first Committee shall hold office until the first annual general meeting after incorporation at which time all Committee members shall retire from the Committee and shall be eligible for re- appointment. (deleted AGM 2005)

New paragraph inserted AGM 2005

Section 10.3 Subject to the Act the committee shall be comprised of the President, Vice-President, the Secretary, the Treasurer and a number of ordinary committee members who shall be elected each year. The number of committee members will be decided at each annual general meeting depending on the workload and be a minimum of two and a maximum of ten.

10.4 Subject to the Act, the Committee shall be comprised of the President, the Vice-President, the Secretary and the Treasurer and two persons who are Ordinary Members who shall be elected at the first annual general meeting after incorporation. Of the two Ordinary Members to be elected to the Committee one of the shall hold office for a period of two years and one of them shall hold office for one year. Thereafter of these two elected Ordinary Members one shall retire on rotation annually and one further Ordinary Member of the Committee shall be elected annually.(deleted AGM 2005)

New paragraph inserted AGM 2005

Section 10.4 **The Geographe Wine Show Subcommittee (GWSS) will be free to conduct the wine show in accordance with the rules and regulations of the wine show. The committee will appoint its own members in accordance to its requirements to effectively run the wine show. The GWSS will appoint its own treasurer and manage its own finances and bank account(s).**

- 10.5 The Committee may appoint an ordinary member or a representative of an Ordinary Member in the case of a firm, incorporated body or syndicate to fill a casual vacancy and such a Committee member shall hold office until the next annual general meeting and shall be eligible for re-appointment.
- 10.6 The Committee may from time to time appoint such sub-committees as it deems appropriate and may delegate or refer to any of them duties and responsibilities.
- 10.7 The Committee shall meet at such times and places as in the opinion of the President may be necessary for the conduct of the business of the Association and four members shall be a quorum at any Committee meeting.
- 10.8 Any sub-committee appointed by the Committee may comprise persons not Committee members and may also include Associate Members.

11. *DISQUALIFICATION OF COMMITTEE MEMBERS*

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

- 11.1 Disqualified by the Act;
- 11.2 Expelled under these rules;
- 11.3 Permanently incapacitated by ill health;
- 11.4 Absent without apology from more than three consecutive Committee meetings, or more than three Committee meetings in a financial year;
- 11.5 No longer the duly appointed representative of an Ordinary Member being a firm, incorporated body or syndicate.

12. *PROCEEDINGS OF COMMITTEE*

- 12.1 The President shall be the chairman of all Committee meetings, and in the President's absence the Vice President shall act as chairman and in the Vice President's absence a chairman shall be elected.

- 12.2 When the Committee meets together for the dispatch of business, questions arising at any meeting shall be decided by a majority of votes and in the event of equality of votes the chairman shall have the casting vote in addition to a deliberative vote.
- 12.3 A Committee member having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

13. GENERAL MEETINGS

- 13.1 The Committee may call a special general meeting of the Association at any time and shall call an annual general meeting in accordance with the Act.
- 13.2 The annual general meeting shall be convened by the President or alternatively by the Secretary and shall be held in the month of July or August but not later than 21 August in each year at such place as the Committee shall direct from time to time.
- 13.3 A special general meeting shall be convened by the President or alternatively the Secretary either by direction of the Committee or within 14 days after the receipt of a requisition in writing signed by not less than one-third of the Ordinary Members who shall clearly state in their application the subjects of and the business to be dealt with at such special general meeting. No other business shall be brought forward or discussed at a special general meeting except that for which such meeting shall have been convened.
- 13.4 If a special general meeting is not convened within 14 days as required by rule 13.3 hereof the requisitionists may convene the same in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of Ordinary members and Associate Members entitled to receive a notice of the special general meeting. The reasonable expense of convening and conducting such a special general meeting shall be borne by the Association.
- 13.5 At least ten (10) days notice in writing of the date, time and place for the holding a meeting shall be given to all Ordinary Members and all Associate Members. The notice shall set out where and when the Meeting will be held, all particulars of the nature and order of the business to be transacted at the Meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and Committee members (if require) and any other business required consideration by the Association.

14. PROCEEDINGS AT MEETINGS

- 14.1 The President shall be the chairman at all Meetings, and in the President's absence the Vice President shall act as chairman and in the Vice President's absence a chairman shall be elected.
- 14.2 All Ordinary Members including the representative of a firm, incorporated body or syndicate shall be entitled to vote on any matter at any Meeting provided that they are present in person or by Proxy.
- 14.3 The chairman of any Meeting shall have a deliberative as well as a casting vote.
- 14.4 A quorum shall be four (4) members for a General Meeting and 50% of membership for all Special Meetings.
- 14.5 Unless otherwise provided by these rules voting of members shall be by show of hands and all resolutions shall be carried by a simple majority.

15. MINUTES

- 15.1 Proper minutes of all proceedings of Meetings and of Committee meetings shall be taken by the Secretary or, in the absence of the Secretary, by a person nominated for that purpose by the chairman of the meeting and those minutes shall be entered within one month after the relevant meeting in minute books kept for that purpose.
- 15.2 Minutes of annual general meetings shall be confirmed by the Ordinary Members present at the next annual general meeting.
- 15.3 Minutes of special general meetings shall be confirmed by the Ordinary Members present at the next special general meeting or next annual general meeting (whichever occurs first).
- 15.4 Minutes of Committee meetings shall be confirmed at the next Committee meeting.
- 15.5 The minutes shall then be signed by the chairman of the Meeting or Committee meeting at which the proceedings took place or by the chairman of the Meeting or Committee meeting at which the relevant minutes were confirmed.
- 15.6 In the absence of proof to the contrary, minutes entered, confirmed and signed in accordance with the rules are to be accepted as proof of the proceedings to which the minutes relate.
- 15.7 In the absence of proof to the contrary, where minutes have been entered, confirmed and signed in accordance with this rule it is to be taken that:
 - 15.7.1 The Meeting or Committee meeting to which the minutes relate was held;

15.7.2 The proceedings that are recorded in the minutes as having occurred during the Meeting or Committee meeting occurred; and

15.7.3 All appointments of officers or auditors recorded in the minutes as having been made were validly made.

16 VOTING OF MEMBERS

16.1 All members shall be entitled to one vote at anyone meeting. Of the 2 representatives a member may nominate, one must be identified as the primary voter. If the primary voter is absent from a meeting and has not assigned a proxy, then the second representative may vote on behalf of the member. Voting shall be by show of hands, except in the case where a poll is demanded or election for Office Bearer or Committee. Two (2) scrutineers shall be appointed.

16.2 Associate Members of this Association shall have no voting power on this Association's business.

16.3 Associate Members of South West Zone are entitled to vote only on business pertaining to Wine Industry Association of Western Australia.

17. PROXIES

An Ordinary Member shall be entitled to appoint in writing a natural person who is also an Ordinary Member or an Associate Member to be his proxy, and 1 attend and vote at any Meeting.

18. RULES

18.1 Subject to approval by a special resolution of the Ordinary Members, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.

18.2 The registered rules shall bind the Association and every Ordinary Member and Associate Member to the same extend as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

19. COMMON SEAL OF ASSOCIATION

19.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.

- 19.2 The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 15.
- 19.3 The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 19.4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

20. INSPECTION OF RECORDS, ETC. OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

21. WINDING UP

The Association may be wound up in the manner provided for in the Act.

22. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF 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

- 22.1 to another incorporated association having objects similar to those of the Association; or
- 22.2 for charitable purposes, which incorporate 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.