

The Constitution
Of the
Great Southern Region Marketing Association (Inc)

Modified 01/05/06

1. THE ASSOCIATION

1.1 Name

The name of the Association is Great Southern Region Marketing Association (Incorporated).

1.2 Objects of the Association

The objects of the Association are:

- 1.2.1** To foster the synergy of food, wine, agriculture and tourism in the Great Southern Region of Western Australia.
- 1.2.2** To maintain and build relationships with customers who purchase regional product from the Great Southern Region of Western Australia.
- 1.2.3** To promote and stimulate demand for products of the Great Southern Region of Western Australia.
- 1.2.4** To communicate to the public the benefits of tourism, viticulture and food production in the Great Southern Region of Western Australia.
- 1.2.5** To liaise with member organisations and any other organisations as required to further the objects of the Association.
- 1.2.6** To establish and implement an ongoing marketing and promotion plan for product from the Great Southern Region of Western Australia.
- 1.2.7** To foster cooperation and work for mutual advantage between parties involved in the Great Southern Region of Western Australia.
- 1.2.8** To foster greater integration between industries actively involved in the Great Southern region to provide a broad base of economic and social development for the benefit of communities located in the Great Southern Region.
- 1.2.9** To develop and control the integrity of the regional brand that is developed for the promotion of Great Southern Regional produce.
- 1.2.10** To develop and maintain an income for the effective operation of the Association.
- 1.2.11** To link the brand developed by the association with other regions.

1.3 Powers

The Association shall manage its affairs in accordance with this constitution and shall have the power to do all such acts and things whether solely or in conjunction with any person or persons as may be considered incidental or conducive to the above objects including, but not limited to the following powers:

- 1.3.1 To purchase, take or lease, build or otherwise acquire and maintain, improve or alter any building or other real property or personal property;
- 1.3.2 To sell, exchange, lease, mortgage, hire, dispose of, or turn to account or otherwise deal with all or any of the real or personal property of the Association;
- 1.3.3 To borrow, raise or secure the payment of money in any manner whatsoever together with the power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property, real or personal, either present or future, of the Association and to redeem or pay off any existing or future security;
- 1.3.4 To conduct appeals for funds and to accept subsidies or donations, whether from real or personal estates;
- 1.3.5 To invest and deal with monies of the Association not immediately required for the purposes of the Association in a manner which is beneficial to the Association;
- 1.3.6 To hold property on any trust on such terms as the Association shall from time to time decide;
- 1.3.7 To appoint, employ and pay officers, agents and servants and suspend and dismiss any officer, agent or servant; and
- 1.3.8 To enter into contracts and agreements with any person, firm, corporation or any organisation, or to join or cooperate with any person, firm, corporation or any other organisation in any act, matter or thing which may be conducive to the attainment or performance of any activity or venture within the objects of the Association.

2. THE BOARD

2.1 Composition of the Board

The affairs of the Association shall be managed exclusively by the Board, consisting of:

- 2.1.1 the Independent Chairman;
- 2.1.2 the Vice Chairman;
- 2.1.3 Six representatives of members of the Great Southern Region Marketing Association (including the vice chairman) as elected by the Great Southern Region Marketing Association at the AGM
- 2.1.4 up to two other individuals appointed by the Board in its absolute discretion

2.2 The Initial Board

2.1.1 The Initial Board and the Initial Chairman shall be appointed by the Minister for Agriculture; Fisheries.

2.2.2 The initial board shall appoint the Vice Chairman

2.2.3 Appointment of Balance of the Initial Board. The initial Board may appoint up to two other persons (whether existing members of the Association or not) to the board

2.4 Term of Appointment

All persons appointed to the Board shall retire at the annual general meeting in the second year of their appointment but shall be eligible for re-appointment for a further 2 years provided that no person may serve more than 4 consecutive years on the Board.

2.5 Casual Vacancies

If a casual vacancy occurs on the Board and if the vacancy is created by a representative of one of the organisations referred to in clauses 2.1.3 - 2.1.5, then the relevant organisation or organisations shall appoint a person to fill the vacancy as their representative or nominee otherwise the Board may appoint any person to fill the vacancy and that person shall be deemed to be appointed for the term of the person whose vacancy, he or she filled.

2.6 Presiding at Board Meetings

2.6.1 The Chairman shall preside at all general meetings and Board meetings and have the casting vote where there is an equality of votes.

2.6.2 In the absence of the Chairman from any general meeting or Board meeting, the Vice Chairman shall preside over the meeting.

2.6.3 In the absence of both the Chairman and the Vice Chairman from any general meeting or Board meeting, then a member elected by the other members present shall preside at the general meeting or the Board meeting as the case may be.

2.7 Remuneration of Board Members

The Chairman shall be reimbursed for all reasonable costs associated with their attendance at meetings and their performance of duties as members of the Board.

2.8 Board Membership Shall Cease upon:

a. Resignation in writing to the Chairperson

b. Failure to attend more than three consecutive meetings without leave of absence

3. MEMBERSHIP

3.1 Range of Membership

The Association shall consist of:

3.1.1 individuals;

3.1.2 organisations;

3.2 Application for Membership

3.2.1 To be ratified by the Board at its next meeting.

3.2.2 Accompanied by payment of the appropriate annual subscription fee.

3.3. Admission to Membership

The Board shall consider each application for membership at its next board meeting and shall accept or reject the application. The secretary will advise the applicant of the Board's decision regarding membership within 14 days.

3.4 Register of Membership of the Association

3.4.1 The Marketing Coordinator shall on behalf of the Association keep and maintain the register of members and the register of members shall be kept and maintained at the main office of the Association.

The Marketing Coordinator shall cause the name of any organisation or individual that ceases to be a member to be deleted from the register of members.

3.5 Subscriptions of Members of the Association

3.5.1 The members may, at a general meeting, determine the amount of any subscription to be paid by each member or organisation.

3.5.2 On or before 1 March each year or such other date as the Board may determine, each member shall pay to the Association the amount of the subscription determined from time to time by the members at general meetings.

3.6 Resignation and Cessation of Membership

3.6.1 A member may resign as a member of the Association at any time by giving written notice of resignation to the Marketing Coordinator and the resignation will be effective upon the delivery, posting or electronic transmission of the notice of resignation.

3.6.2 A member shall cease to be a member:

3.6.2.1 upon the member's death;

3.6.2.2 upon the written resignation of the member

3.6.2.3 if a member is convicted for an indictable offence or if a member remains in arrears of fees to the Association for a period more than 6 months, unless the Board otherwise directs; or

3.6.2.4 upon expulsion pursuant to clause 3.9.

3.7 Member remains liable for subscription

A member who ceases to be a member remains liable to pay the Association the amount of any subscription due and payable to the Association but unpaid at the date of cessation of membership.

3.8 Discipline and Expulsion of Members

3.8.1 If the Board considers that a member should be expelled from the membership of the Association because the members conduct is detrimental to the interests of the Association, or the member has willfully breached the provisions of this constitution or a condition of membership, the Board shall communicate, either orally or in writing, to the member not less than 30 days before the date of the board meeting convened to discuss the question of expulsion of the member:-

3.8.1.1 notice of the proposed expulsion of the member and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and

3.8.1.2 the particulars and full details of the conduct alleged to be detrimental to the interests of the Association or otherwise in breach of this constitution or the conditions of membership,

3.8.2 At the Board meeting referred to in the preceding paragraph, the Board may, having afforded the member concerned a reasonable opportunity to be heard or make representations in writing, expel the member from shall forthwith communicate that decision in writing to the member.

3.8.3 Any member who is expelled from the membership may appeal against the expulsion by giving notice of appeal to the Marketing Coordinator within 14 days after receipt of notification of expulsion pursuant to the preceding clause.

3.8.4 Upon receipt of the notice of appeal, the Marketing Coordinator shall arrange for the decision to expel the member to be reviewed by the membership of the Association at the next general meeting.

3.8.5 At the next general meeting, the member concerned, shall be given a reasonable opportunity to be heard or to make written representations in answer to the allegations against him after which the membership of the Association shall vote to confirm or set aside the decision of the Board to expel the member.

3.8.6 Any member giving notice of appeal against the decision of the Board to expel that member, does not cease to be a member of the Association until the decision of the Board to expel that member has been confirmed by the membership of the Association in general meeting in accordance with the preceding clause.

3.9 Privileges of All Members

Any member may, by virtue of being a member:

3.9.1 receive (at the last address given to the Association) any notice of any general meeting of members of the Association;

3.9.2 attend any general meeting of members of the Association, and exercise:-
1) a vote in respect of any motion put;
2) a vote at any such meeting

3.9.3 have a representative nominated and elected as a member of the Board in accordance with this constitution:

3.9.4 attend, or participate in, such functions, events or activities for members of the Association, as the Board may organise.

3.10 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.

4. MARKETING COORDINATOR

4.1 Employment of the Marketing Coordinator

The Board acting on behalf of the Association shall employ the Marketing Coordinator on such terms and conditions as the Board may, in its absolute discretion, think fit and, subject to the terms of any contract of employment.

4.2 The Marketing Coordinator shall, during the term of the appointment, be required to enter into a Contract for Services. The Contract for Services agreement includes the document Schedule 1 that outlines the tasks to be performed under the contract.

4.3 The Marketing Coordinator shall cause proper minutes of all Board meetings and general meetings of the membership of the Association to be taken and then entered in the Association's minute book within 30 days after the holding of each meeting, and shall cause copies of the minutes to be distributed to the Board members or members of the Association, as the case may be.

4.4 Membership Register

The Marketing Coordinator shall keep and maintain an up to date register of members of the Association and their postal addresses which shall, upon request, be made available for inspection or copying to any member of the Association or member of the Board, but the register shall not be removed for that purpose.

4.5 Constitution

The Marketing Coordinator shall keep and maintain in up to date condition the constitution of the Association and, upon the request of any member of the Association or member of the Board, shall make available the constitution for the inspection of that member and the member may make a copy of the constitution for that purpose but shall have no right to remove the constitution for that purpose.

4.6 Record of Office Holders

The Marketing Coordinator shall maintain a record of:

- 4.6.1** the names and residential or postal addresses of persons or bodies who hold any office in the Association provided for by the constitution, including all appointments held by persons or bodies who constitute the Board.
- 4.6.2** The names and residential and postal addresses of any persons or bodies who are appointed or act as trustee on behalf of the Association;
- 4.6.3** And the Association shall, upon request of a member of the Association or member of the Board make available the record for the inspection of that member and that member may make a copy of or take an extract from the record but shall have no right to remove the record for that purpose.

4.7 Keeping of Accounts

The Marketing Coordinator shall, with the assistance of the Administration Officer

- 4.7.1** be responsible for the receipt of all monies paid to or received by the Association and shall issue receipts for those monies when requested in the name of the Association.
- 4.7.2** pay all monies referred to in the preceding sub-clause in to such account or accounts of the Association as the Board may, from time to time, direct;
- 4.7.3** make payments from the funds of the Association with the authority of the Board and in doing so ensure that all cheques are signed in accordance with guidelines from time to time issued by the Board;

4.7.4 have custody of all securities, books and documents of a financial nature and accounting records of the Association.

5. AUDITOR

5.1 Appointment of Auditor

The Board shall appoint a suitably qualified auditor for the Association.

5.2 Duties of Auditor

The auditor shall:

5.2.1 ensure that the Marketing Coordinator properly performs the duties of the Marketing Coordinator as set out in sub-clause 4.6, and

5.2.2 whenever directed to do so by the Chairman, shall submit to the Board an audited report, the balance sheet and the financial statements of the Association;

6. PROCEEDINGS OF BOARD MEETING

6.1 The Board shall meet to discuss the management of the Association and to dispatch business relating to the Association at least once every 2 calendar months, however the Chairman may, in his or her absolute discretion, convene a Board meeting at any time and place.

6.2 Each member of the Board shall be entitled to one vote.

6.3 A question arising at any Board meeting shall be decided by the majority of votes, however in circumstances where there is an equality of votes, the person presiding at the Board meeting shall have the casting vote.

6.4 Not less than 4 members of the board present at any Board meeting is required to constitute a quorum.

6.5 In the absence of a quorum the Chairman shall reconvene the Board meeting within 1 month.

6.6 Subject to this constitution, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.

6.7 Any member of the Board having a direct or indirect pecuniary interest in a decision, contract or proposed contract, may by, or in the contemplation of the Board, shall as soon as the Board member becomes aware of the interest, disclose the nature and extent of the interest to the other members of the Board.

6.8 Such disclosure shall be recorded in the minutes of the meeting at which the disclosure is made.

6.9 Any member of the Board with an interest as disclosed in the preceding paragraphs shall not take part in any deliberations or decisions of the Board which may in any way relate to that interest.

6.10 At the first Board meeting immediately following the Annual General Meeting, the Board Members as defined in Clause 7.5.1 may appoint the Chairman, Vice Chairman and up to Two other persons from either within or outside the Association to the Board in their absolute discretion.

7. MEETING OF MEMBERS

7.1 Annual General Meeting

The Association shall hold one annual general meeting of members in March of each year or within 4 months of the end of financial year of the Association.

7.2 Time and Place of Annual General Meeting

Subject to the preceding paragraph, the Board shall convene the annual general meeting at any place and on any day and at any time the Board decides.

7.3 Notice of Annual General Meeting

The Board shall give notice (in accordance with the provisions of this constitution relating to notices) of the annual general meeting at least 1 month before the date of the annual general meeting.

7.4 Business of the Annual General Meeting

At the annual general meeting the Association shall transact the following business in the following order:

7.4.1 reading of the notice of the meeting;

7.4.2 recording of apologies;

7.4.3 reading and confirmation (by resolution) of the minutes of the previous annual general meeting;

7.4.4 reading and confirmation (by resolution) of any special general meetings (if any) since the previous annual general meeting; is

7.4.5 reading of the report of the Chairman to the Association on the activity of the Association during preceding year;

7.4.6 reading or tabling an adoption or other disposal (by resolution) of the accounting reports prepared by the auditor of the Association;

7.4.7 election of office holders to the Board in place of those retiring;

7.4.8 any special business of which 14 days prior written notice has been given to the Board and the Association.

7.5 Election of Office Holders

7.5.1 At the annual general meeting six members will be elected by majority vote from financial members of the association.

i). The board will then appoint a Chairman, who may, or may not, be a member of the Association.

7.6 Special General Meetings

A special general meeting may be called at any time:

7.6.1 by the Chairman or the Board upon the resolution of the Board; or

7.6.2 by the Chairman at the request of not less than one third of the members of the Association who are not in arrears of their membership fees.

7.7 Notice of Meeting of Members

Notices of any special general meeting shall be provided 14 days prior to the meeting stating the date, time and place at which the special general meeting is to be held.

7.8 Voting by Proxy

Any member that is unable to attend any annual general meeting or special meeting may appoint a proxy, who may exercise all the rights of that member at that meeting. The appointment of proxies must be confirmed in writing. Such confirmation must be produced to the Marketing Coordinator prior to the commencement of the meeting in question. No one member shall hold more than two proxies.

7.9 Number of Meetings

There shall be no less than one general meeting (including the annual general meeting) of the Association each year.

7.10 Quorum

At least six members of the Association either present in person or represented by proxy at any general meeting are required to constitute a quorum.

8. THE ASSOCIATION

8.1 Non-Profit Organisation

The Association shall be a non-profit organisation.

8.2 Income and Property

The income and property of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid or otherwise transferred directly or indirectly by way of dividends or bonuses or otherwise by way of pecuniary profit to the membership, provided always that remuneration may be paid in good faith to officers and servants of the Association and other persons in return for services actually rendered to the Association.

8.3 Funding

The Association may canvass funds from the Government, and Government instrumentalities, as well as individuals, businesses, companies and other organisations and may enter into Board approved commercial arrangements designed to create funds and funds so obtained shall be applied solely for the objects of the Association.

8.4 Finance

The Association shall operate bank accounts, however all cheques and withdrawals from such accounts must be authorised by at least:-

8.4.1 two of the members of the Board; or the Marketing Coordinator and a Board member or an alternative person authorised by the Board in writing to sign cheques and withdrawals on behalf of the Association.

9. INDEMNITY

Each member of the Board and each auditor for the time being of the Association acting in relation to the affairs of the Association shall be compensated out of the assets of the Association from and against all actions, claims, demands, costs and expenses which they or any of them shall or may incur or sustain by or by reason of any action incurred in or omitted in or about the execution of their duty or supposed duty with or for the Association except where such claims, demands, costs and expenses are brought about by their own reckless neglect.

10. SUB-COMMITTEES

The Association through the Board shall have the power to delegate its powers to subcommittees selected from members of the Association or enlist the services of persons other than members of the Association who, in the opinion of the Board, have a specialist interest or special understanding of matters to be dealt with by the proposed subcommittee.

11.. AMENDMENTS TO THE CONSTITUTION

11.1 This constitution may be amended from time to time by a resolution of the members of the Association at an annual or special general meeting provided:

11.1.1 the amending resolution shall be carried by the votes of not less than three quarters of the members of the Association who were present or exercised their vote by a proxy; and

- 11.1.2** notice of the proposed amendment or amendments to the constitution was given to each member of the Association as shown in the register of members not less than 14 days prior to the date of the meeting at which the amendments were considered.

12. WINDING UP OF THE ASSOCIATION

The Association may at any time resolve to wind up and dissolve the Association by resolution passed by a majority of three quarters of the members of the Association present at an annual or special general meeting called for that purpose in respect of which one months' notice in writing has previously been given to all members recorded on the register of members.

- 12.1** Where the Association passes a resolution to wind up and dissolve the Association in accordance with the preceding clause, the Chairman or Marketing Coordinator shall lodge with the Commissioner of Corporate Affairs of Western Australia a copy of the resolution within 14 days of the resolution.
- 12.2** If after the winding up and dissolution of the Association, and after the satisfaction of all the Association's debts and liabilities, there remains any property whatsoever such property shall be distributed:
- 12.2.1** in equal shares to those associations incorporated under the Associations Incorporation Act 1987 within the Great Southern Region as defined by the Great Southern Regional Development Commission, who are best able to continue and perform the objects of the Association; or
- 12.2.2** for charitable purposes;
which incorporated associations or purposes, as the case may be, 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.