

**Australian Citrus Propagation Association Incorporated**

**Trading as Auscitrus™**



***auscitrus***

**Rules for the association incorporated under the  
Associations Incorporation Act, 1984**

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## **Statement of Objects**

To encourage the development and promotion of suitable horticultural propagation material such as seeds, budwood, cuttings, plants etc in co-ordination with the promotion of research into the development of suitable horticultural propagation material such as seeds, budwood, cuttings, plants etc in Australia.

## 1 Definitions

(1) In these rules:

**Commissioner** means the Commissioner of the Department of Fair Trading.

**Member** means a member organisation, however all references to a member organisation shall be assumed to include the natural person acting as their representative.

**ordinary member** means a person who is a member of the committee but who is not an office-bearer of the association, as referred to in rule 14(2).

**secretary** means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

**Special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 1984*.

**the regulation** means the *Associations Incorporation Regulation 1999*.

**ACPA** refers to the Australian Citrus Propagation Association Incorporated (trading as Auscitrus™).

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## Part 2 Membership

### 2 Membership qualifications

- (1) "Membership of the ACPA is only available to Australian Citrus and/or Nursery industry organisations that"
  - 1.a have a significant involvement in citrus production and/or citrus nursery tree propagation in Australia, and
  - 1.b fairly represent members of the general citrus or nursery industry.
- (2) Membership of the ACPA shall equitably represent both the citrus nursery and citrus production sectors of the Australian Citrus industry.
- (3) Natural persons are not permitted to become members of ACPA, however, member organisations are required to nominate natural persons as representatives (delegates) from their organisation. These delegates must themselves be current members of the nominating member organisation, and must meet the conditions of nomination in Part 2 section 3.1.1 of this constitution.

### 3 Nomination for membership

#### (1) Delegate nomination:

A nomination of an organisations delegate:

- (a) must be made by the representative of a member organisation of the association in writing in the form set out in Appendix 1 to these rules at least 30 days prior to an AGM, and
- (b) must be lodged with the secretary of the association
- (c) must include the name and address of the persons nominated as their representative(s)
- (d) any changes to the person nominated as the member organisations representative must be lodged in writing with the Secretary of the Association within 14 days of the change.
- (e) An organisation is not required to nominate a delegate every year if the same person is to remain their delegate.

#### (1.1) Delegate qualifications

**All delegates** must be current members of their nominating organisation, actively involved in the citrus or nursery industry, and;

**Delegates** must not be operating any business or activity that conflicts with the objectives of the Association, and;

**grower delegates** must be owners of an orchard (or their formally appointed representative) of at least 5ha of commercial citrus plantings.

**nursery delegates** must be owners of a citrus nursery (or their formally appointed representative) that must be consistently purchasing at least 5000 buds per year from Auscitrus.

- (1.2) The Executive Committee must approve all nominations for delegates subject to the conditions in 1.1.
- (1.3) If a delegate nomination is rejected by the committee, the committee must notify the nominating organisation of the rejection and must provide reasons for the rejection.
- (1.4) If at any time the Committee assesses that an existing delegate is no longer meeting the qualifications in 3.1.1, they may at their discretion remove that person as delegate, and notify their nominating organisation that they require an alternative delegate nomination.
- (1.5) The committee may at its discretion allow a delegate to represent an organisation despite not meeting the qualifications in 3.1.1 if no other delegates are available for that member organisation. This person will not be eligible for membership of the Executive Committee.

(2) **Member organisation nomination:**

A nomination of a new member organisation:

- (a) must be made by a current delegate of a member organisation in writing on the form set out in Appendix 4 to these rules, and
- (b) must be seconded by a current delegate of another member organisation, and
- (c) must be accompanied by a delegate nomination form for the new member (Appendix 1), and
- (d) must be lodged with the secretary of the association no later than 14 days prior to an AGM, and
- (e) must be accepted by a clear majority of members at an Annual General meeting or Special General meeting.

**4 Cessation of membership**

An organisation ceases to be a member of the association if the member organisation:

- (a) ceases to exist in Australia
- (b) resigns membership, or
- (c) is expelled from the association.
  - (c) (i) A member may be expelled:
    - if the member fails to satisfy membership qualifications as per part 2.2 of this Constitution (as determined by the Committee), or;
    - if the member has failed to attend two consecutive Annual General Meetings, or;
    - if the member is no longer relevant to the Associations objectives and operations, or;
    - for disciplinary reasons as per section 11 of this Constitution.

(c) (ii) a motion to cease the membership under section (c) (i) must be passed in a clear majority at a vote at the Annual General Meeting in order to take effect.

## **5 Membership entitlements not transferable**

A right, privilege or obligation which a member organisation has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another organisation, and
- (b) terminates on cessation of the member organisation's membership.

## **6 Resignation of membership**

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7 Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each member organisation who is a member of the association together with the date on which the member organisation became a member. The register must record the name and address of the current delegate from each member organisation.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

## **8 Fees and subscriptions**

- (a) Membership of the ACPA does not require any payment of fees or subscriptions.

**9 Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

**10 Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

**11 Disciplining of members**

- (1) A complaint may be made to the committee by any member organisation that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.



The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(5),

whichever is the later.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (1) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (2) At a general meeting of the association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (3) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## Part 3 The committee

### 13 Powers of the committee

The committee is to be called the Executive Committee of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### 14 Constitution and membership

The executive committee is to consist of:

- i. Five (5) ordinary members, including a chairperson
  - ii. The committee must consist of at least 2 members representing the nursery industry, and at least 2 members representing the citrus industry.
  - iii. When committee positions become vacant, nominations for the vacant positions will be according to the appropriate representation. Only nursery members will be eligible for nursery representative positions, and only grower members will be eligible for grower representative positions.
  - iv. A lack of nominations for a vacancy in either representation will create a casual vacancy which will be handled according to section 14(d) of this constitution.
- (b) the chairperson will be elected internally by the 5 committee members at the first executive committee meeting following the AGM.
- (c) i. Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting 3 years following the date of the member's election, but is eligible for re-election, up to a maximum of 3x3 year terms.
- ii. At conclusion of the 3x3 year terms the member must be absent from the committee for one year before being eligible for re-election.
  - iii. In the event there are insufficient nominations to replace a retiring committee member, the committee may at its discretion agree to allow the retiring member to stand, waiving the one-year absence.

- (d) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (e) The committee is as a whole responsible for all duties associated with the positions of Secretary and Treasurer, including delegation of these duties to Association staff.

## **15 Election of members**

1. Any current delegate may nominate for election to open positions on the executive committee of the association subject to the following procedures:
  - a. Current delegates and their member organisations will be notified at least 45 days prior to the AGM of upcoming vacancies in the Executive Committee.
  - b. Nominations are to be made in writing using the form “Appendix 2 - Nomination for Executive Committee Member”.
  - c. Nominations must be delivered to the office of the association at least 30 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
2. The delegate must satisfy the criteria outlined in the Association’s “Executive Committee Skills and Qualifications Policy” document, as determined by the existing Executive Committee.
3. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
4. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held:
  - a. At least 21 days prior to the AGM the association will distribute voting slips to all delegates via any such means as determined by the committee;
  - b. Delegates must return the completed voting slips to the association office at least 7 days prior to the AGM.
  - c. The returning officer (to be appointed by the current Chairperson) shall compile the votes and notify all delegates of the successful candidates at least 5 days prior to the AGM.

**16****Secretary**

- (1) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee,
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The Secretary may delegate these duties to employees of the Association, but is responsible for ensuring these duties are carried out to a satisfactory standard.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

**17****Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

The Treasurer may delegate these duties to employees of the Association, but is responsible for ensuring these duties are carried out to a satisfactory standard.

## **18 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## **19 Removal of member**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation 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 the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) The Executive Committee may remove a member if they fail to attend at least 3 out of the 4 annual Executive Committee meetings, unless in the case of unusual extenuating circumstances.

## **20 Meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. These members may be in attendance by telephone or video link as required.
- (6) No business is to be transacted by the committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **21**

### **Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

## **22 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **23 Remuneration**

- (1) Members of the Executive Committee will receive an annual remuneration, to be paid quarterly, at a level to be reviewed and set by delegates at each Annual General Meeting
- (2) Under special circumstances remuneration may be set at zero, but in all other cases it will be in accordance with market rates for organisations of a similar type
- (3) Members of the Executive Committee will receive reimbursement of any reasonable expenses directly associated with attendance at Association meetings, where these expenses cannot easily be paid directly by the Association.

## **24 Governance policies**

- (1) The Executive Committee will develop, review annually, and to the best of their ability comply with the following governance documents:
  - Instrument of delegation policy
  - Governance policy
  - Code of conduct and proper practice policy
  - Conflict of interest policy
  - Executive Committee Skills and Qualifications policy

## **Part 4 General meeting**

### **25 Annual general meetings – holding of**

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **26 Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary members of the committee,
  - (d) to receive and consider the financial statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **27 Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 3 representatives from separate member organisations, convene a special general meeting of the association.



- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

## **28**

### **Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**29****Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (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.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

**30****Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

**31****Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

**32****Making of decisions**

- (1) A question arising at a general meeting of the association is to 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 a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

**33****Special resolution**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

**34****Voting**

- (1) On any question arising at a general meeting of the association each representative of the member organisations has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 2 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **35**

### **Appointment of proxies**

- (1) Each member organisation is to be entitled to appoint another person (who must be a member of their organisation) as a proxy delegate by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

## Part 5 Miscellaneous

### 36 Insurance

The association may effect and maintain insurance.

### 37 Funds – source

- (1) All funds derived from the production and distribution of citrus propagation material will be returned entirely to the Association for the purposes of continuing the production and distribution of citrus propagation material, and for otherwise supporting the objects of the association.
- (2) All funds received in the form of grant monies for the purposes of research and/or development will be used entirely for the purposes as laid out by the funding body, and subject to the funding bodies' particular requirements regarding management and reporting of such funds.
- (3) The assets and income of the organisation shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (4) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
- (5) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (6) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

**38                   Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

**39                   Common seal**

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

**40                   Custody of books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association. This may be delegated to employees of the association, but the public officer is responsible for ensuring the duties are carried out in a satisfactory manner.

**41                   Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

**42                   Service of notices**

- (1) For the purpose of these rules, a notice may be served on or given to a member:
  - (a) by delivering it to the member personally, or
  - (b) by sending it by pre-paid post to the address of the member, or
  - (c) by sending it by any form of electronic transmission to an address specified by the member for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**Appendix 1**

**AUSTRALIAN CITRUS PROPAGATION ASSOCIATION INCORPORATED**

**NOMINATION FOR DELEGATE**

.....  
*(name of member organisation)*

nominate the following person as our delegate to the Australian Citrus Propagation Association Incorporated:

Name .....

Address .....

Phone ..... Fax .....

Email .....

Two signatures from the **member organisation** are required to nominate the above person as delegate.

Name .....

Signature ..... Date .....

Name .....

Signature ..... Date .....

**Appendix 2**

**AUSTRALIAN CITRUS PROPAGATION ASSOCIATION INCORPORATED**

**NOMINATION FOR EXECUTIVE COMMITTEE MEMBER**

I;

.....  
(nominating delegate)

Address .....

.....

Phone .....

Email .....

Representing the following member organisation

.....

nominate for the position of Executive Committee Member of the Australian Citrus  
Propagation Association Incorporated

Signed ..... Date .....



### Appendix 3

#### AUSTRALIAN CITRUS PROPAGATION ASSOCIATION INCORPORATED

#### APPOINTMENT OF PROXY DELEGATE

I,.....of .....  
*(full name)* *(address)*

being the current delegate of

.....  
*(name of member organisation)*

hereby appoint ..... of .....  
*(full name of proxy)* *(address)*

as my proxy to vote for my organisation on my behalf at the general meeting of the Australian Citrus Propagation Association Incorporated (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....  
*(month and year)*

and at any adjournment of that meeting.

.....  
Signature of member appointing proxy

Date.....

## Appendix 4

### AUSTRALIAN CITRUS PROPAGATION ASSOCIATION INCORPORATED

#### NOMINATION FOR NEW MEMBER ORGANISATION

I .....  
(name of nominating organisations delegate)

of .....  
(name of nominating organisation )

nominate the organisation described below (nominee) to be accepted as a full member of the Australian Citrus Propagation Association Incorporated

#### **Nominee:**

Organisation Full Name .....

Address .....

Phone .....Fax .....

Email .....

#### Nominee to sign.

I accept nomination on behalf of .....

Signed ..... Date .....

Position .....

(must be signed by a Director, Executive officer, or other authorised person of the nominated organisation)

#### **Nominating organisation**

Organisation .....

Delegate .....

Signature ..... Date .....

#### **Seconding organisation**

Organisation .....

Delegate .....

Signature ..... Date .....