

NSW CHERRY GROWERS ASSOCIATION

CONSTITUTION

INTERPRETATION:

In this constitution-

“Association” means the New South Wales Cherry Growers Association and the members thereof.

“By-Law” means the By-Laws contained in the Schedule annexed and called By-Laws being the Schedule so named and annexed to this Constitution.

“Commercial Cherry Grower” shall be a person or corporate identity who shall grow cherries for sale and who shall lease, occupy or own solely or jointly .5 of a hectare, and Commercial Orchards shall have corresponding meaning.

“Secretary/Treasurer” means any person appointed to perform the duties of Secretary/Treasurer.

“Committee Member” means any person appointed to perform the duties of a person elected to the Committee by the Association and Committee shall have a corresponding meaning.

“Expressions” referring to writing, shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

“Words or expressions” contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act of 1867 and of the Act as in force at the date at which these regulations become binding on the Association.

1. Purposes of the Association

- (a) To promote cherry growing and the sale of cherries both as fresh fruit and in a processed form commercially within New South Wales and elsewhere.
- (b) To subscribe to and become a member of the Australian Cherry Growers Federation or any successor to that Federation or any similar organization and to support the continued activities of that Federation.
- (c) To enter into any arrangements with any Government or authority, supreme municipal, local or otherwise, that may seem conducive to the Association’s objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, and comply with any such arrangements, rights, privileges and concessions.
- (d) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (e) To Establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or members or delegates whilst they are engaged on Association business for the benefit of members or the Associations, or past employees of the Association or the xxxxxxxx or connexions of any such persons or members or delegates, and to grant pensions and allowances; and to make

towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

- (f) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (g) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contact guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.
- (h) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills or exchange, bills of lading and other negotiable or transferable instruments.
- (i) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Association,
- (j) To make or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property or whatsoever kind sold by the Association, or any money due to the Association from purchasers and other.
- (k) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (l) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (m) In furtherance of the objects of the Association to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to entent at least as great as that imposed upon the Association under or by virtue of Clause 3 of this Constitution.
- (n) In furtherance of the objects of the Association to purchase of otherwise acquire and undertake all or any part of the property, estate, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (o) In furtherance of the objects of the Association to the transfer all or any part of the property, **assets**, liabilities and engagements of the Association to any one or more of the **companies, institutions, societies or associations** with which the associationis **xxxxxxxxxx**.
- (p) To organise field days, **displays, xxxx**, conferences and meetings f cherry growers and to **conduct organise and** co-ordinate research into all aspects of the cherry growing industry.
- (q) To advise and represent members in industrial matters and in any matters concerning the remuneration and working terms and conditions of employees.
- (r) To represent members in price determination negotiations and the appoint agents on behalf of members for the purposes of stabilising fresh fruit prices and the prices of processed cherries.

(s) To do all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers of the Association.

2. **The income and property** of the Association however arrived shall be applied solely towards the conduct and promotion of the object to the Association.

3. **Membership**

a. There shall be three classes of Association members :-

(i) Life Membership shall be accorded to that person who at an annual general meeting shall be nominated for election to life membership by the committee of the Association and who shall have rendered the Association signal and exceptional services and who is elected to that position by 75% of all members entitled to vote at an annual general meeting.

(ii) Members shall be any commercial cherry grower with a commercial orchard in New South Wales whose membership shall be accepted by the Association.

(iii) Associate members. These members have no voting rights or hold any office in the Association but shall be persons who have a common interest in the commercial production or sale of cherries and whose nomination to the office of Associates membership shall be accepted by the committee.

b. The members shall be those persons who have subscribed to this Constitution or who have subsequently become members of the Association by signing an application for membership according to the class of membership to which they subscribe, the form of application being set out in the By-Laws to this Constitution and those whose membership is acceptable by the Committee of the Association, and who (with the exception of any life member) continue to pay the subscription set out in the By-Laws;

c. The membership of any member whose annual subscription or any other amount of money properly due to the Association is in arrears for a period of six months shall automatically forfeit his membership except to the extent that he shall continue to be liable for any debts of the Association for a further period of twelve months should it be wound up or cease to carry on business.

d. A member may resign his membership at any time by giving notice in writing to the Secretary/Treasurer but shall continue to be responsible for any debts of the Association for a further period of twelve months as set out in the preceding sub-clause.

4. **Non-compliance.**

If any member shall wilfully refuse or neglect to comply with the provisions of this constitution or the By-Laws or any proper directions of the committee made for the general benefit of the Association members or the benefits of cherry growers or in the opinion of the committee be guilty of conduct which it deems to be seriously prejudicial to the best interests of the Association or it's members then such member may be expelled from the Association SUBJECT TO the right of appeal to an annual general meeting by way of requisition as herein after contained wherein he can be re-instated by the vote of a special resolution of members entitled to vote at an annual general meeting.

5. **Management**

a. The assets of the Association and the management and business of the Association shall vested in the Committee who shall pay all expenses incurred in the conduct of the Association's business.

b. The committee shall consist of the President, the Vice President, the Secretary/Treasurer and seven members elected at any general meeting.

c. The committee shall cause proper accounting and other records to be kept and shall with the notice of any annual general meeting distribute to all members

copies of every Profit and Loss Accounts and Balance sheet accompanied by a copy of contracts with members declarations of interest the auditors report thereon.

- d. The committee shall have power to co-opt any member to assist in the development of cherry growing and in cherry marketing or to assist in the conduct of the affairs of the Association and to fill any casual vacancies.
- e. The office of Committee Member shall become vacant if a Committee member :-
 - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iii) resigns his office by notice in writing to the Association.
 - (iv) for more than three consecutive meetings of the Committee is absent without permission of the Committee from meetings of the Committee held during that period.
 - (v) holds any office of profit under the Association.
 - (vi) ceases to be a member of the Association; or
 - (vii) is directly or indirectly interested in any contract or proposed contract with the Association.

PROVIDED HOWEVER a member of the Committee shall not vacate his office if he declares his interest in such contract and does not vote on any resolution required for the approval or adoption of such contract.

- f. **Powers-** the Committee may exercise all the powers of the Association to borrow money and to mortgage or charge it's property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.
- g. **Cheques, bills, ect.** – All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determine;
- h. **Minutes-** The committee shall cause minutes to be made –
 - i. of all appointments of officers and servants;
 - (ii) of names of members of the committee present at all meetings of the Association and of the Committee, and
 - (iii) of all proceedings at all meetings of the Committee and of the Association.Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

6. Proceedings of the Committee

- a. Meetings – The committee may meet together for the despatch of business, adjourn otherwise regulate its meetings as it thinks fit. A member of the committee may at any time and the Secretary/Treasurer shall on requisition of a member of the Committee summon a meeting of the council.
- b. Majority – Subject to these regulations questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for purposes be deemed a determination of the Committee. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- c. Quorum – The quorum necessary for the transaction of the business of the Committee shall be four or such greater number as may be fixed by the Committee.
- d. Continuing Members – The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or summoning a general meeting of the Association, but for no other purpose.
- e. Chairman – The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting then the members may choose one of their members to be Chairman of the meeting.
- f. Delegation – The Committee may delegate any of its powers to a sub-committee consisting of such number of members of the Committee or any member of the Association as they think fit, any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
- g. Sub-Committee Chairman – A sub-committee may elect a Chairman of its meetings if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- h. Sub-Committee Business – A sub committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
- i. Resolution in writing – A resolution in writing signed by all the members or the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.
- j. The Council shall have power to make, vary or revoke any By-Law except any By-Law that is expressed to be only varied or revoked by a special resolution of members.

7. General Meetings.

- a. The meeting held at the Services and Citizens Club of Young on the 14th day of July 1981 shall be the inaugural meeting of the Association and an extraordinary general meeting of the Association will be held at the Services and Citizens Club of Young on Tuesday, 11th day of August, 1981. Further Annual General Meeting shall be held in each year and not more than fifteen (15) months shall elapse between the date of an annual general meeting of the Association and that of the next.
All general meetings other than annual meetings shall be called extraordinary general meeting.
Any Committee member may whenever he thinks fit convene an extraordinary general meeting and extraordinary general meeting shall be convened on such requisition or in default may be convened by such requisitionists.

- b. Notice – Fourteen days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notice from the Association.
- c. Business – All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

8. Proceedings at general meetings.

- a. Quorum – No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty (20) members present in person shall be a quorum. For purposes of this article “member” includes a person attending as a proxy or as representing a corporation which is a member.
- b. Absence of Quorum- If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee, and if at the adjourned meeting a quorum is not present with half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.
- c. Adjournment- The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- d. Voting- At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (i) by the Chairman; or
 - (ii) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

The demand for a poll may be withdrawn.

- e. Poll If a poll is duly demanded it shall be taken in such manner and wither at one or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the

poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

- f. The majority of votes necessary to pass a special resolution at an extraordinary general meeting shall be 75% of members present and entitled to vote at that meeting in person or by proxy. In all other cases a simple majority shall be sufficient,
- g. Casting Vote - In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting of which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- h. Vote – A member may vote in person or by proxy and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every present in person or by proxy or by attorney or other duly authorised representative shall have one vote
- i. Un financial- No member shall be entitled to vote at any general meeting if his annual subscription shall be more than six months in arrear at the date of the meeting.
- j. Proxy Instrument – The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be, a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- k. Form of Proxy – Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

Cherry Growers Association of New South Wales.

I, _____, of _____, being a member of the abovenamed Association, hereby appoint _____, of _____, or failing him, _____ of _____, as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the _____ day of _____, 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

This form is to be used _____ in favour of _____ the resolution.

against

Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.)

- l. Deposit of Proxy – The instrument appointing a proxy under which it is signed or a notarially copy of that power or authority shall be deposited at the registered office of the Association, or at such place within the State as is specified for that purpose in the notice convening the meeting, before the appointed time for the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote. And in default the instrument of proxy shall not be treated as valid.
- m. Proxy Note – A vote given in accordance with the terms of an instrument of proxy shall be invalid on the previous death or unsoundness of mind of the principal or revocation of the instrument however, should the Committee be unaware of the death, unsoundness of mind, or revocation of any members

then any resolution passed or defeated as a result of the use of the proxy of the principal shall not be invalidated.

- n. Appointment – The Committee shall have power at any time, and from time to time, to appoint any person to the Committee, either to fill a casual vacancy or as an addition to the existing officers or other members of the Committee but so that the total number of officers or other members of the Committee shall not at any time exceed the number fixed herein. Any officer or other member of the Committee so appointed shall hold office only until the next following annual general meeting.
- o. Removal – The Association may by special resolution remove any officer or other member of the committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.
- p. At the Annual General Meeting not less than half the members of the committee shall retire (including the Secretary/Treasurer) the meetings to retire shall be the longest serving members. In the case of equality of length of membership of the Committee the choice shall be made by lot between those members with equal length of service.
- q. Nomination for Committee – Any candidate for election shall be nominated by two financial members in writing and the candidate shall signify his consent to stand for election also in writing.

9. Powers and duties of the Committee

Management – The business of the Association shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not required to be exercised by the Association in general meeting, subject, nevertheless, to any of these regulations and to such regulations or provisions, as may be prescribed by the Association in general meeting but no regulation made by the Association in general meeting shall invalidate any prior set of the Committee which would have been valid if that regulation had not been made.

10. AUDIT

Auditor – A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated at the annual general meeting.

11. NOTICES