

CONSTITUTION AND RULES

SOUTH AUSTRALIAN WINE INDUSTRY ASSOCIATION INCORPORATED



South Australian Wine Industry Association Incorporated

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1. NAME

- (a) The Association shall be known as the "South Australian Wine Industry Association Incorporated".
- (b) The Association may operate under any registered business name or trading name as determined by the Executive Committee.

2. OBJECTS AND POWERS

2.1. Objects

The objects of the Association are to:-

- (a) promote encourage and protect the wine and brandy industry of South Australia and the marketing of its products;
- (b) provide services for the benefit of Association members and for the wine and brandy industry in general;
- (c) protect, publicly represent and further the interests of the members of the Association, and employers in the wine and brandy industry generally;
- (d) protect the interests of members in industrial matters;
- (e) liaise with other bodies within the State of South Australia nationally and internationally on matters relevant to the South Australian wine and brandy industry;
- (f) educate for and encourage the enjoyment of wine and brandy in moderation;
- (g) proactively encourage the development of the wine and brandy industry and the pursuit of best practice;
- (h) ensure South Australian wines and wine regions are promoted as an integral part of tourism within the State;
- (i) promote the historic and economic significance of the wine and brandy industry in South Australia.

2.2. Powers

The Association may:-

- (a) acquire, hold, deal with and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate bank accounts;
- (d) invest its moneys in such manner as the executive committee may decide;
- (e) borrow or raise money upon such terms and conditions as the executive committee thinks fit either on an unsecured or secured basis;

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- (f) give such security (including but without limitation a charge over the assets of the Association) for the discharge of liabilities incurred by the Association as the executive committee thinks fit;
- (g) appoint agents to transact any business of the Association on its behalf;
- (h) enter into any other contract it considers necessary or desirable to achieve the objects of the Association;
- (i) apply the funds and assets of the Association towards any of the objects and purposes of the Association;
- (j) accept subscriptions, donations and bequests (whether of real or personal property) to be applied for all or any of the objects and purposes of the Association;
- (k) make, draw, accept, endorse, execute and negotiate bills of exchange, promissory notes, drafts, bonds, guarantees and or any negotiable or transferable instruments;
- (l) insure against all such risks, liabilities and eventualities that the executive committee considers desirable and to apply the proceeds of any claim thereunder to the furtherance of the objects and purposes of the Association;
- (m) enter into such contracts and agreements or other undertakings and do such other acts, matters and things as may be deemed necessary or desirable for the furthering of the objects and purposes of the Association and for the purposes of these rules generally;
- (n) subject to Section 53 of the Associations Incorporation Act 1985 as amended invite and accept deposits or investments of money from any person on such terms and conditions as may be determined by the executive committee from time to time.

3. MEMBERSHIP

3.1. Categories of membership

The Association shall consist of:-

- (a) Those persons who were members on 1st day of July 1995; and
- (b) Such other persons, firms or companies as may be admitted to membership who are eligible under the following descriptions:-

i. Ordinary Members

Any person, firm or company, manufacturing for sale Australian wine, wine products, brandy, grape spirit or grape juice, or growing winegrapes for the manufacture of such products.

ii. Associate Members

The Association may admit to associate membership, by resolution of members in general meeting, persons, substantially interested in the promotion of Australian wine or wine industry and in the production or sale by wholesale of Australian wine, wine products, brandy, grapes, grape spirit or grape juice, who, in the opinion of members, shall have aims or objects substantially the same as the aims or objects of the Association.

Such persons, shall, on admission to associate membership, be entitled to attend all meetings of the Association but shall not be entitled to vote at meetings except in respect of agenda items, where notice is given in the notice calling the meeting that the matter, or matters to be determined, may be determined by the resolution of members and associate members

present at the meeting. Associate members shall not be entitled to be members of the executive committee except in the capacity of a representative of an ordinary member.

iii. Honorary Life Members and Honorary Life Associate Members

Any individual person elected to honorary life membership or to honorary life associate membership.

- (c) It shall be a condition of admission to membership and of membership of the Association that all letters circulars and reports and other communications of every kind as between a member and the Association or the chief executive thereof whether written or not shall at all times be deemed to be private and confidential.
- (d) Every lawful resolution, rule and by-law of the Association passed at a properly constituted general meeting shall be binding on every member regardless of whether or not such member was present at such meeting.
- (e) A register of members must be kept which contains:
 - i. the name and address of each member;
 - ii. the date on which each member was admitted to the Association;
 - iii. the status of each member; and
 - iv. if applicable, the date of, and reason for, termination of membership.

3.2. Application For Membership

(a) Ordinary Members

An applicant shall be admitted as an ordinary member provided the application is submitted in writing and is accompanied by proof of eligibility for membership and by a written statement signed by the applicant or authorised person that the applicant agrees while a member of the Association to be bound by the rules and by-laws of the Association and provided the executive committee approves the admission of the applicant as an ordinary member of the Association.

(b) Associate Members

An applicant shall be admitted as an associate member provided the application is submitted in writing and is accompanied by proof of eligibility for associate membership and by a written statement, signed by the applicant or authorised person that the applicant agrees, while an associate member of the Association, to be bound by the rules and by-laws of the Association and provided the executive committee approves the admission of the applicant as an associate member of the Association.

(c) Honorary Life Members or Honorary Life Associate Members

Nominations of individual persons for honorary life membership or honorary life associate membership shall be submitted to a general meeting of members who shall proceed to the election or rejection of the candidate for membership.

Subject to rules 3.6 and 3.7, honorary life members and honorary life associate members shall be entitled to continuous membership for their respective natural lives.

Honorary life members shall be entitled to all rights and privileges of ordinary membership provided however that where an honorary life member is an ordinary member, a representative of a member pursuant to rule 3.3 (a) or is the proxy of a member pursuant to rule 5.4 such honorary life member shall only be entitled to cast a vote as such member, representative and/or proxy and not as an honorary life member.

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Honorary life associate members shall be entitled to all rights and privileges of ordinary membership provided however that where an honorary life member is an associate member, a representative of an associate member pursuant to rule 3.3 (a) or is the proxy of an associate member pursuant to rule 5.4 such honorary life associate member shall only be entitled to cast a vote as such associate member, representative and/or proxy and not as an honorary life associate member.

3.3. REPRESENTATION

- (a) Subject to the provisions hereinafter contained any member of the Association may be represented at any meeting by one or more representatives who, if the member is a firm shall be a partner or partners of such firm or the person to whom the management of the business of the firm in South Australia is committed, or if the member is a company or association shall be a director or a responsible servant or officer of such company or association. If a member is represented by more than one representative, only one of such representatives shall vote on any question under consideration or (unless called upon by the chairman of the meeting) have any voice in the proceedings.
- (b) No person shall be entitled to attend or vote as the representative of a member unless and until notice in writing of his or her appointment shall have been lodged with the chief executive. Such notice shall be sufficient if signed:
 - i. where the member is an individual, by such member;
 - ii. where the member is a firm, by a partner in such firm, or by the person to whom the management of the business of the firm in South Australia is committed;
 - iii. where the member is a company or association, by a director or the public officer or the manager of the member's business in South Australia.
- (c) If any doubt or dispute shall arise as to whether any representative is a responsible servant or officer of the member or not then the dispute shall be decided by the chairman of the meeting and his decision shall be final.
- (d) A member shall for the purposes of these rules be deemed to be present at any general meeting if:
 - i. being an individual the member attends personally; or
 - ii. the member is represented by a representative qualified to attend and vote and duly appointed under the provisions of this rule; or
 - iii. if the member is represented by a duly appointed proxy.

3.4. SUBSCRIPTIONS

- (a) Members and associate members shall pay an annual subscription which shall become due on the first day of July in each year provided that the executive committee may from time to time allow annual subscriptions to be payable in instalments in accordance with such arrangements as the executive committee may determine. The method of calculation of the annual subscription to be paid by each member and each associate member shall be assessed by the executive committee at or before the commencement of each financial year, but shall be subject to variation by the members in general meeting. In the event of members resolving to vary the amount payable by each member, or that payable by each associate member, such variation shall have effect from the commencement of the financial year to which the varied annual subscription relates.

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- (b) Any person becoming a member of the Association other than on the 1st day of July is liable for a pro rata proportion of the annual subscription for the then current financial year. All fees paid are not refundable.
- (c) Every new member and associate member shall, on admission as a member or associate member, pay the subscription payable under these rules within seven (7) days of being notified of the member's or associate member's admission to membership or by payment of such instalments as may be approved by the executive committee. Such notice shall state the amount of the member's or associate member's subscription.
- (d) No member shall enjoy any of the benefits or privileges of membership until the member's first subscription fee (or first instalment thereof as the case may be) shall have been paid. If such payment is not made within three calendar months of the due date, or if payment of any annual subscription or instalment thereof is not made within three calendar months from the due date the Association in general meeting may resolve to determine such member's membership, and upon such resolution being declared carried by the chairman of such meeting the member shall forthwith cease to be a member.
- (e) No associate member shall enjoy the benefits and privileges of associate membership until the associate member's first subscription fee (or first instalment thereof as the case may be) shall have been paid. If such payment is not made within three calendar months of the due date or if payment of any annual subscription or instalment thereof is not made within three calendar months from the due date, the executive committee may resolve to determine such associate member's membership and upon such resolution being declared carried by the chairman of such meeting, the associate member shall cease to be an associate member.

3.5. WITHDRAWAL OF MEMBERS

Any member may withdraw from the Association by delivering to the chief executive three calendar months' notice in writing of his or her intention of the member so to do and such member shall at the expiration of such period on paying all subscriptions and other sums due at such expiration, cease to be a member of the Association and shall cease to have any interest in or claim upon the funds of the Association.

3.6. TERMINATION OF MEMBERSHIP

- (a) Any member having knowledge that a breach of any rule or by-law of the Association has been committed by a member is under an obligation forthwith to lodge a complaint with the chief executive giving in writing such details and particulars as he or she is able to furnish although the omission to do so is not to be construed as a breach of these rules.
- (b) Subject to giving a member an opportunity to be heard or to make a written submission, the Executive Committee may resolve to expel a member upon a charge of a breach of these rules or of any by-law of the Association or of misconduct detrimental to the interests of the Association, as determined by the Executive Committee.
- (c) Any member or associate member who ceases to be eligible for membership or associate membership under clause 3.1 shall immediately cease to be a member.
- (d) Upon termination of a member under this rule 3.6, a member must immediately pay all unpaid subscriptions and all other sums due to the Association and shall have no claim against the Association.

3.7. EXPULSION OF A MEMBER

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the executive committee may resolve to expel a member on the grounds set out in rules 3.6 (a) and 3.6 (b) or on a charge of misconduct detrimental to the interests of the Association.
- (b) Particulars of the charge shall be communicated to the member at least 1 month before the meeting of the Executive Committee at which the matter will be determined.
- (c) The determination of the executive committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to subrule (d) below), cease to be a member 14 days after the executive committee has communicated its determination to the member.
- (e) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the chief executive of the Association within 14 days after the determination of the executive committee has been communicated to the member.
- (e) In the event of an appeal under subrule (d) above, the appellant's membership of the Association shall not be terminated unless the determination of the executive committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the executive committee is upheld.

4. MANAGEMENT

4.1. Executive Committee

- (a) The Association shall be managed by an executive committee comprised of:-
 - i. not more than seven area representatives appointed pursuant to rule 5.1 and who shall remain in office until the close of the annual general meeting of the Association first occurring after the annual general meeting at which they are appointed;
 - ii. not more than six members (but not associate members) or their representatives elected pursuant to rule 5.1 and who shall remain in office until their successors are elected.
- (b) Prior to the holding of each annual general meeting of the Association the executive committee shall request such association or associations as it may consider appropriate in such areas as it may consider appropriate from time to time, to nominate a person who is an ordinary member of the Association to be a member of the executive committee to act as a representative of such area. Such nomination shall be in writing signed by an authorised officer of each such association and shall carry the consent of the nominee to act if appointed.
- (c) Members of the executive committee going out of office shall be eligible for re-election except that the president shall not hold office as such for more than three successive years. All officers, delegates and representatives holding office at the date of the adoption of these rules shall continue in office as if elected or appointed pursuant to these rules.
- (d) The officers of the Association shall comprise the following:-
 - i. president – responsible for:
 - chairing the annual general meeting of the Association, general meetings and executive committee meetings, and

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- providing a report to the annual general meeting of the Association
 - ii. vice president – responsible for:
 - assisting the president; and
 - acting in the absence of the president
 - iii. Officers shall be members of the executive committee elected or appointed pursuant to rule 5.
- (e) A register of officers must be kept which contains:-
- i. the name and address of each officer;
 - ii. the date on which each officer was appointed to their office holding;
 - iii. the office held by each officer; and
 - iv. if applicable, the date of the removal or retirement of the officer.
- (f) A member of the executive committee shall vacate office:
- i. If the member fails to attend three consecutive meetings of the executive committee without the authority or approval previous or subsequent of the executive committee;
 - ii. If the member or the firm or company or association the Executive Committee member represents ceases to be a member of the Association or becomes bankrupt, insolvent or goes into liquidation;
 - iii. If the member becomes of unsound mind;
 - iv. If the member resigns as a member
 - v. If the member is disqualified from being a committee member by the Associations Incorporations Act 1985 as amended from time to time.
 - vi. A member of the executive committee, having a direct or indirect pecuniary interest in a contract or proposed contract with the Association, must disclose the nature and extent of that interest to the committee as required by the Associations Incorporations Act 1985, and shall not vote with respect to that contract or proposed contract. The relevant member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.
- (g) The executive committee shall meet at such time and place as the president (or a majority of the members of the executive committee) shall appoint and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit. Each member shall have one vote and in the event of an equality of votes the chairman of the meeting shall have a second or casting vote. All questions brought before any meeting of the executive committee shall be decided by a majority of the votes of members present and voting.
- (h) Subject only to these rules and to the directions of members of the Association at any general meeting, the executive committee shall have plenary powers in the management of the affairs of the Association including without limitation the following:
- i. power to hold and control property on behalf of the Association;
 - ii. power to receive and collect funds on behalf of the Association;
 - iii. power to invest funds on behalf of the Association in whatever way it may determine;
 - iv. power to disperse such invested funds in whatever way it may determine and for whatever purpose; and

- v. power to mortgage or charge any property of the Association.
- (i) Any member of the executive committee may appoint (in writing) an alternate to the executive committee, subject to the approval of the executive committee, but such alternate shall not be eligible for appointment to any office.

The executive committee may, revoke any such appointment. An alternative member of the executive committee shall be entitled to receive notices of all meetings of the committee and to attend and vote thereat for the member for whom he or she is an alternative, while that member is not present.

4.2. SUB-COMMITTEES

Sub-committees may from time to time be appointed at any general meeting, or by the executive committee, to report on or to act in respect of matters deputed to them for their consideration or action. The executive committee may delegate any of its powers where it considers it appropriate to do so to any such sub-committees.

5. MEETINGS

5.1. Annual general meeting

- (a) In the month of July, or at such time as the executive committee may determine, in each year an annual general meeting shall be held of which fourteen (14) days notice in writing shall be given by circular to all members of the Association at which meeting a duly audited statement of the general accounts for the preceding year shall be submitted.
- (b) The members of the executive committee and any other officers or any representatives required for the ensuing year shall be elected or appointed (as the case may be) and any other business transacted as may be necessary. Each nominee for appointment as an area representative as referred to in rule 4(a)i shall be appointed to the executive committee if a majority of the members present and voting, vote in favour of such nominee being a member of the executive as an area representative. The voting for the election of the members of the executive committee referred to in rule 4(a)ii shall occur after the voting in respect of the appointment of the members of the executive committee referred to in rule 4(a)i.

5.2. General meetings

- (a) Ordinary general meetings of the Association shall be held on such occasions as may be considered necessary by the president and at a date time and place as notified to members in writing by the chief executive at least seven (7) clear days before the date of the meeting. The notice calling the meeting shall set out as far as possible the business to be discussed at the meeting. Notwithstanding anything in this rule contained, the president may when it is considered necessary and in the general interest of members of the Association, direct the chief executive to call an ordinary general meeting of members, on less than seven (7) days notice and the chief executive shall thereupon call same.
- (b) Except as provided in rule 12 the president, a majority of the executive committee or any three members (but not associate members) of the Association may at any time call for a special general meeting upon giving seven days' notice in writing to each member stating the specific purpose for which the meeting is required.
- (c) No general meeting shall be deemed to be informal and no business done thereat irregular by reason merely of insufficient notice or no notice having been given to any member. All

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questions brought before any meeting of the Association shall be decided by a majority of the votes of the members present and voting unless otherwise provided by these rules.

- (d) At all general meetings and on all questions each member present shall have one vote whether on a show of hands or on a ballot or any other means of voting as may be decided by the meeting except as otherwise provided and in the event of an equality of votes the chairman of the meeting shall have a second or casting vote.

5.3. NOMINATION OF OFFICERS

- (a) Subject to rule 4.1(b) all nominations for election or appointment to the executive committee at the annual general meeting shall be in writing and shall be signed by the proposer and seconder who, and including the nominee, shall be financial members (but not associate members) of the Association. Provided that a nominee need not be a financial member if such nominee is the director, officer or servant of a financial member and represents such member. The nomination shall also carry the consent of the nominee to act if elected, and shall be lodged with the chief executive at least seven (7) clear days before the date of the annual general meeting.
- (b) Immediately following the appointment and election of executive committee members, the chief executive shall invite all members present at the annual general meeting to submit verbally, nominations of executive committee members for the offices of president and vice president and having received such nominations, the chief executive shall proceed with the election of such officers.
- (c) Subject to rule 4.1(a)i if at any time nominations for all or any vacancies are not lodged as aforesaid and consequently members are unable to make an election the retiring officers or representatives or such of them as have not had their places filled shall continue in office in every respect as though they had been duly elected at the time.
- (d) Any casual vacancy of officers or representatives occurring may be filled by the executive committee or the remaining members thereof by the appointment of a qualified person who shall retain his office so long only as the vacating officer, or representative would have retained the office if no vacancy had occurred, but shall be eligible for re-election or re-appointment.
- (e) The same person may be nominated for both appointment as a member of the executive committee referred to in rule 4.1(a)i and for election as a member of the executive committee referred to in rule 4.1(a)ii.
- (f) In the event that at any annual general meeting, after the holding of the voting for the offices of the executive committee referred to in rule 4.1(d) are not filled, any of the persons who have been elected or appointed as members of the executive committee may forthwith nominate themselves at such meeting for any such office verbally and without the need for a seconder and a further vote shall be held at such annual general meeting in respect of such nominations.

5.4. PROXIES

Votes of a member may be given by proxy. A proxy may only be given in favour of a person who is a member or the representative of a member. A member or representative of such member may hold any number of proxies and in addition to exercising his or her own vote at a general meeting shall be entitled to vote in respect of each proxy held by such member or representative. A proxy by a firm must be signed by a partner of the partnership or any other person authorised in writing by the firm and a proxy by a company must be executed under seal by the company or signed by any director, secretary or other executive officer of the company. A proxy may be in any usual form or any other

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form that the executive committee approves. A proxy shall not be valid unless the original instrument or a copy, facsimile or electronic transmission which appears on its face to be an authentic copy of that proxy is received by the chief executive or by the Association by facsimile transmission, electronic transmission or any other method of transfer as approved by members in general meeting from time to time, prior to the commencement of the meeting for which it is given.

5.5. CHAIRMAN

The president shall preside at all meetings (whether of the executive committee or of the Association) or in his or her absence the vice president or failing either of these such member as the meeting may appoint.

5.6. MINUTES

- (a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the executive committee, shall be entered within 1 month after the relevant meeting in minutes books kept for that purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the executive committee as the case may be at a subsequent meeting.
- (c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

6. QUORUM

- (a) At all general meetings four members present and entitled to vote shall form a quorum except where otherwise provided by these rules.
- (b) At all meetings of the executive committee a majority of the members of the executive committee shall form a quorum.

7. NOTICES

- (a) Any notice to be given to or served upon any member may be given by hand, post, fax or email to the address of such member appearing in a book to be kept by the chief executive or to such other address as the member shall from time to time notify the chief executive.
- (b) Notices will be taken to be duly given:
 - i. in the case of delivery in person, when delivered;
 - ii. in the case of delivery by post, two (2) business days after the date of posting (if posted to an address in the same country) or seven (7) business days after the date of posting (if posted to an address in another country).

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- iii. in the case of a fax, on receipt by the sender of a transmission control report from the despatching machine showing the relevant number of pages and the correct destination fax machine number or name of recipient and indicating that the transmission has been made without error; and
 - iv. in the case of email, at the time the email leaves the sender's server, provided that the sender does not receive a return message within one (1) business day of it being sent, that the sender's message was undeliverable or otherwise not received by the recipient.
- (c) If the result under rule 7(b) is that a notice would be taken to be given on a day that is not a business day in the place to which the notice is sent, then it will be taken to have been given on the next business day in that place.
- (d) For the purposes of this rule, business day means a day in which banks are open for business in South Australia.

8. CHIEF EXECUTIVE

- (a) The executive committee shall appoint a chief executive at such salary for such term or at will and generally on such conditions as the executive committee may determine. The chief executive shall act under the general direction of the executive committee or the president on its behalf.
- (b) The chief executive shall be the public officer of the Association.
- (c) The chief executive shall ensure that the minutes of all meetings of the Association and of the Executive or other committees are taken and shall receive all monies due to the Association, maintain a register of members, associate members and officers, receive and conduct all correspondence with the Association, give notice of all meetings of the Association of the executive committee or other committees (except where otherwise provided for) on behalf of the person or persons entitled to call the same and attend the meetings and shall have the custody of all rules, papers, books, and other documents belonging to the general business of the Association (except as herein mentioned) and shall deliver up all books, papers and documents belonging to the Association which the chief executive may possess when called upon to do so by the president or by the executive committee.

9. FUNDS OF THE ASSOCIATION

- (a) All sums received by the Association for general purposes shall in the first place be paid into a banking account kept in the name of the Association at such bank as the executive committee shall determine and shall be applied in paying expenses incurred in or about carrying out the objects of the Association. All surplus funds not immediately required for any such purposes shall be invested in such manner as the executive committee may decide. All sums paid by members for fines imposed under these rules shall form part of the funds of the Association.

The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

- (b) All sums authorised by the executive committee to be paid shall be paid according to the practices and protocols determined by the executive committee from time to time.

10. ALTERATION OF RULES

- (a) These rules or any of them may be added to or amended or rescinded by a resolution carried by the vote of at least three quarters of the members present and voting at any general meeting of which twenty-one days' notice shall have been given setting forth the objects of the meeting. There shall also be included in the aforesaid notice a copy of the proposed rule or the rule proposed to be added to, amended or rescinded; provided that at the meeting the motion may be passed either in accordance with the notice or with such amendment as may be made thereto at the meeting.

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- (b) Any member may at any time give the chief executive notice of his or her proposal to move any such resolution as aforesaid (giving the particulars hereinbefore referred to) and the chief executive shall include notice of the proposal in the notice of the next ordinary meeting of the Association to be held pursuant to the provisions of sub-paragraph (a) of this rule.
- (c) The provisions of sub-paragraph (b) of this rule shall not prejudice or affect the right of the chief executive to include notice of the proposal to move any such resolution by direction of the executive committee nor the power to deal with any such matter at a special general meeting called pursuant to rule 5.2(b).
- (d) Every member shall observe all the rules of the Association for the time being in force.

11. BY-LAWS

- (a) The executive committee may from time to time make such by-laws consistent with these rules as shall in the opinion of the executive committee be conducive to the good management and effective working of the Association and to amend or alter any such by-law from time to time as it thinks fit.
- (b) Every member shall observe all the by-laws of the Association for the time being in force.

12. DISSOLUTION

- (a) The Association shall not be dissolved except on a poll of members (not being associate members) at a special general meeting called for the purpose for which at least 21 days' notice in writing has been given by circular to all members of the Association. No motion for the dissolution of the Association shall be carried unless voted upon by not less than four-fifth of members present and eligible to vote at the meeting who shall cast not less than 75% of the votes in favour of such motion.
- (b) In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the executive committee in accordance with its powers to any fund, institution or authority, which is a non-profit organisation.

13. COMMON SEAL

The common seal of the Association shall not be affixed except by the authority of the executive committee and in the presence of any two members of the executive committee or of any one member of the executive committee and the chief executive who shall countersign every document to which the same shall be affixed.

14. INDEMNITY

- (a) Any officer or servant of the Association shall be entitled to be indemnified out of the funds of the Association against all costs, losses and expenses that such officer or servant may incur or become liable to by reason of any action done in the discharge of his or her duties to the Association, unless such costs, losses, expenses or liabilities arise through any default, breach of duty or breach of trust on the part of such officer or servant.

- (b) Any officer or servant of the Association shall be entitled to be indemnified out of the funds of the Association against all liability incurred by such officer or servant in his or her capacity as such officer or servant of the Association in defending any proceedings, whether criminal or civil in which judgment is given in favour of such officer or servant or in which he or she is acquitted.

15. VARIOUS

15.1. *Grievances and disputes*

Subject to any other provisions in these rules any disputes between the Association and a member or members of the Association, or any dispute concerning the Association between a member and another member or members of the Association shall be settled in the first instance by the executive committee. Any member not satisfied with the decision of the executive committee may appeal to a general meeting of the Association provided that the member appealing has notified the chief executive of that intention within sufficient time to enable notice of the appeal to appear in the notice convening the meeting.

15.2. *Legal proceedings for defamation*

No member shall be entitled to commence or prosecute any action or legal proceedings for defamation against any member of the Association who makes a complaint or who gave evidence thereon (verbally or in writing) or who exercises any power or duty as an officer of the Association it being a condition of membership of the Association that all complaints notices letters evidence and other matter arising under or incidental to any complaint and the hearing and determination thereof and all proceedings and utterances at meetings of the executive committee and at special general meetings held in connection therewith shall be privileged and protected accordingly and should any action or legal proceedings be taken as aforesaid this rule may be pleaded as an absolute bar thereto.

15.3. *Entrance fees in trust*

All entrance fees held by the Association as at 1 July 1995 shall become the absolute property of the Association and no member of the Association shall have any right to the return of any entrance fees paid by such member.

15.4. *Registered office*

The executive committee shall provide and maintain a registered office situated at the National Wine Centre Botanic Road Adelaide or such other place as the executive committee may determine which shall be open to members and the public between the hours of 9am and 5pm on Monday to Friday inclusive (excluding public holidays).

15.5. *Books audited*

The books of the Association shall be audited and reported on yearly by one auditor, approved by the Association in general meeting. The executive committee shall fill a vacancy occurring in the office of auditor during the year.

15.6. Financial year

- (a) The financial year of the Association shall be a period of 12 months commencing on 1 July and ending on 30 June of each year.
- (b) The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Associations Incorporations Act 1985.

- In these rules, unless the context or subject matter otherwise requires or some other meaning is clearly intended:
- "persons" includes a partnership association or corporation.
- "these rules" means these rules as amended from time to time.
- words importing the singular number include the plural number and vice versa.
- words importing one gender include all other genders.
- headings are for the purposes of convenience only and shall not bear upon the interpretation of these rules in any way.

AMENDMENTS

The Constitution was completely revised and the amendments approved at a general meeting of members held on 29 August 2003.

Resolution date	Amendments made
1 October 2003	Clause 3.6 (b) amended, new clause 3.6 (c) inserted, previous clause 3.6 (c) renumbered to 3.6 (d)

CONSTITUTION AND RULES