

## MINUTES

from the Annual General Meeting held on Wednesday,  
28 October 2020 at 10:30am at the Royal Yacht Club of Tasmania,  
Marieville Esplanade, Sandy Bay, TAS 7005.

### SECTION 1 – INTRODUCTORY ITEMS

#### 1.1 PRESENT

Chad Kim	Howard Hansen	Chris Chen
Ah Han Tan	Jake Norris	Tim Morrisby
James Clements	Nic Hansen	Simon Dornauf
Peter Woodhouse	Sam Riggall	Nick Griggs
Robb Polley	Mick Dudgeon	John Marshall
Scott Price	Dean Metcalf	Emma Sutherland
Sharon Keetch	Tim Reid	Hogan Wang
Blake Reeve	Nick Featherstone	John Evans
Darryn Reeve	Brent McClintock	Chris Fox (Assoc.)
Ian Newnham	Bing Wang	John Jeffs (Assoc.)
Denise Newnham	Mike Oakford	Nadeem Zreikat (Assoc.)
Jake Newnham	James Matthew	

#### 1.2 OBSERVERS

Peter Cornish	(FGT staff)
Doris Moles	(FGT staff)
Kate Dickinson	(FGT staff)
Claire McCrory	(FGT staff)
Michael Tarbath	(FGT staff)

#### 1.3 APOLOGIES

Ian Cover	(FGT staff)
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### SECTION 2 – MINUTES AND MATTERS ARISING

#### 2.1 MINUTES

**MOTION** That the minutes of the previous meeting be accepted as a true and accurate record of their respective meeting.

FGT AGM 2019 – 1 August 2019

**Mover:** Tim Reid

**Seconded:** Sam Riggall

**CARRIED**

## SECTION 3 – REPORTS

### 3.1 CHAIRMAN'S REPORT

Report tabled Chairman Nic Hansen.

The Chairman noted that he would be taking some time away from the FGT Board to refocus on his family and his business. It was noted that Nic had served on the Board of FGT since 2010, serving as Chairman of the organisation since 2017.

The Chairman noted his gratitude and thanks for the persons who had stepped forward to be a leader of FGT and of the industry during this time. It was also noted how small that group of willing persons was, and that it was important that the next generation consider stepping forward to actively lead their industry. The Chairman noted that he had found this to be a personally rewarding experience, and had taught him much he could apply to his business.

In closing, the Chair noted that this was a break and not a farewell, and that it is his intention to renominate for the FGT Board at a later date.

*Members present noted their thanks to Nic Hansen for contribution to the organisation and his leadership over what had been difficult times.*

### 3.2 AUDITED FINANCIAL REPORT

Members noted that a final auditors report for the 2019-2020 financial year was not yet available as the auditors continue to implement the final details of in response to the changes in accounting standards.

Members present were provided with most recent draft figures provided by the auditors, with the final figures to be made available to members once they had been finalised. These draft financials noted a Net Deficit of \$133,000 in 2018-19 which changed to a Net Surplus of \$362,000 in 2019-20.

Members were cautioned on placing too much weight inferring too much importance on the Net Surplus value as a measure of financial performance. It was noted that grants by their nature are lumpy in payment, and that the timing of grant payments, delayed projects due to COVID-19 and changes to the Australian Accounting Standards means that this figure is not truly reflective of the financial position of the Association.

More detailed review of FGT's Accumulated Surpluses in 30 June 2019 were \$679,000, and were \$739,000 at 30 June 2020, meaning accumulated surpluses increased by \$60,000 over the 2019-20 financial year period.

**MOTION** That the reports be received.

**Mover:** Nic Hansen

**Seconded:** Scott Price

**CARRIED**

## SECTION 4 – MAJOR BUSINESS

### 4.1 ELECTION OF FGT EXECUTIVE COMMITTEE

Nominations for the FGT executive committee went out late August 2020 and closed on 30 September 2020. The following nominations were received during this period:

- 1 nomination for the 1 vacant pomefruit representative position (1 available); *and*
- 3 nominations for the 3 vacant stonefruit representative positions (3 available).

These nominations have each been reviewed and found to meet all the requirements for being a valid nomination. In accordance with FGT's constitution, those members nominating for those positions are taken to be elected, and no election of Board Members will be required to be held prior to or during this year's AGM.

From the close of the 2020 AGM on 28 October 2020, the elected members of the FGT Board of Management are to consist of:

**Continuing members**

- Howard Hansen (Pomefruit)
- John Evans (Pomefruit)
- Scott Price (Pomefruit)
- Brent McClintock (Stonefruit)
- Emma Sutherland (Berries)

**Returning members**

- Andrew Scott (Pomefruit)
- Sam Riggall (Stonefruit)
- Ian Newnham (Stonefruit)

**Incoming members**

- Chris Chen (Stonefruit)

**4.2 REAPPOINTMENT OF AUDITOR**

**MOTION** That Crowe Horwath be reappointed as Auditor for the association for 2020/21.  
**Mover:** \_\_\_\_\_ **Seconded:** Scott Price **CARRIED**

**4.3 CONSTITUTIONAL AMENDMENTS**

**MOTION** That the Fruit Growers Tasmania Constitution be amended as proposed (see below) to amend the existing create another dedicated berry industry representative position on the FGT Board, and to bring it into line with the Tasmanian Government's model rules for incorporated associations.

**Mover:** Scott Price **Seconded:** Simon Dornauf **CARRIED**

Following approval of the proposed constitutional changes by the membership, it was noted that the FGT board would begin the process of filling the newly-created initiate these would

**SECTION 5 – OTHER BUSINESS**

**5.1 PASSING OF INDUSTRY MEMBERS**

The industry recognised the passing of all industry members past and present who had passed since the previous AGM

**Meeting closed:** 11:41am

## FRUIT GROWERS TASMANIA CONSTITUTION

### 1. Name of association

The name of the association is as follows:

Fruit Growers Tasmania Inc.

### 2. Interpretation

In these rules, unless the context otherwise requires –

**accounting records** has the same meaning as in the Act;

**Act** means the Associations Incorporation Act 1964 ;

**annual general meeting** means an annual general meeting of the Association held under rule 13 ;

**Association** means the association referred to in rule 1 ;

**association** has the same meaning as in the Act;

**auditor** means the person appointed as the auditor of the Association under rule 10 ;

**authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

**basic objects of the Association** means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

**Board** means the Board referred to in rule 23 ;

**financial year** has the same meaning as in the Act;

**general meeting** means –

(a) an annual general meeting; or

(b) a special general meeting;

**officer** of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 24(5) ;

**ordinary business of an annual general meeting** means the business specified in rule 13(5) ;

**ordinary Board member** means a member of the Board other than an officer of the Association;

**public officer** means the person who is, under section 14 of the Act, the public officer of the Association;

**special Board meeting** means a meeting of the Board that is convened under rule 28(2) by the president or any 4 of the members of the Board;

**special general meeting** means a special general meeting of the Association convened under rule 14;

**special resolution** has the same meaning as in the Act.

### **3. Association's office**

The office of the Association is to be at the following place or at any other place the Board determines:

262 Argyle St., Hobart TAS 7000

### **4. Objects and purposes of Association**

The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- (a) to engage in activities that will establish for the fruit growing industry in Australia and in particular, Tasmania, a level of viability, stability and confidence that will yield for the genuine fresh fruit producer a standard of living comparable with the rest of the community and a level of satisfaction and achievement for their efforts;
- (b) to act in the interest of growers in connection with any existing or proposed legislation or regulations affecting production, marketing and management of the fruit industry and the welfare of growers;
- (c) to act in conjunction with and/or be represented on other Associations or Unions of a similar nature in any part of Australia;
- (d) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (e) the purchase, sale or supply of, or other dealing in, goods;
- (f) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (g) the acceptance of a gift for any of the objects or purposes of the Association;
- (h) the taking of any step the Board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- (i) the printing or publication of any newspaper, periodical, book, leaflet or other document the Board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- (j) the borrowing and raising of money in any manner and on terms –
  - (i) the Board thinks fit; or
  - (ii) approved or directed by resolution passed at a general meeting;
- (k) subject to the provisions of the Trustee Act 1898, the investment, in any manner the Board determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (l) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;

- (m) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependents, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes;
- (n) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (o) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (p) the undertaking of any lawful thing aimed at improving the state and national horticultural supply chains.
- (q) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

#### **5. Membership of Association**

- (1) Any person, firm or company undertaking commercial production of pome fruit and/or stone fruit and/or berries in Tasmania. Other fruit as determined by the Board on receipt of membership application.
- (2) Membership form will nominate which industry the member is participant in and where the member is involved in more than one industry he/she may nominate for membership under more than one category.
- (3) Growers eligible to be members may nominate as an individual member in their own name or they may nominate corporate membership in the name of their business. If corporate membership is taken up then a representative must be nominated on the membership form. Any change to the nominated representative must be advised in writing to the public officer prior to attendance at any meeting.
- (4) Associate membership for associated groups and suppliers to the industries including exporters. Associate members do not have voting rights at general meetings.
- (5) Honorary membership and Life membership appointments can be made at the discretion of the Board.
- (6) A person who applies for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in rule 32.
- (7) As soon as practicable after the receipt of an application that conforms with the membership criteria, the public officer is to: –
  - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
  - (b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in the register of members.
- (8) A member of the Association may resign by serving on the public officer a written notice of resignation.

- (9) On receipt of a notice from a member of the Association under subrule (7), the public officer is to remove the name of the member from the register of members.
- (10) A person –
- (a) becomes a member of the Association when his or her name is entered in the register of members; and
  - (b) ceases to be a member of the Association when his or her name is removed from the register of members under subrule (8) or rule 32(4).
- (11) The public officer is to maintain, or establish and maintain, a register of members containing –
- (a) the name of each member of the Association and the date on which he or she became a member; and
  - (b) the member's postal or residential address or address of business or employment; and
  - (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
  - (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

## **6. Liability of members**

- (1) Any right, privilege or obligation of a person as a member of the Association –
- (a) is not capable of being transferred to another person; and
  - (b) terminates when the person ceases to be a member of the Association.
- (2) If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –
- (a) to the assets of the Association for payment of the liabilities of the Association; and
  - (b) for the costs, charges and expenses of the winding-up; and
  - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under subrule (2) is not to exceed \$10.
- (4) Unless subrule (2) applies, a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.

## **7. Income and property of Association**

- (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- (3) The Association may –

- (a) pay a person or member of the Association –
    - (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
    - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
    - (iii) interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
    - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
  - (b) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board ; and
  - (c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and
  - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member or an employee of the Association to an office in that other association, organisation or body.
- (4) Despite subrule (3)(a) , (b) and (c) , the Association is not to pay a person any amount under that subrule unless the Association or Board has first approved that payment.
  - (5) Despite subrule (3)(d) , the Association is not to appoint or nominate a member or an employee of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or Board has first approved –
    - (a) that appointment or nomination; and
    - (b) the receipt of that remuneration by that member or employee.

## **8. Accounts of receipts and expenditure**

- (1) True accounts are to be kept of the following:
  - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
  - (b) each asset or liability of the Association.
- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Board.
- (3) The treasurer of the Association is to ensure all accounting books, and general records and records of receipts and payments, connected with the business of the Association are kept in the form and manner the Board determines.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the Board determines.



## **9. Banking and finance**

- (1) On behalf of the Association, the treasurer of the Association must ensure that there is a system in place to –
  - (a) receive any money paid to the Association; and
  - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
  - (c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.
- (2) The Board is to open with an authorised deposit-taking institution an account in the name of the Association.
- (3) The Board may –
  - (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
  - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Except with the authority of the Board, a payment of an amount exceeding \$10,000 is not to be made from the funds of the Association other than –
  - (a) by cheque drawn on the Association's account; or
  - (b) by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution.
- (5) The Board may provide the treasurer or delegated employee of the Association with an amount of money to meet urgent expenditure, subject to any conditions the Board may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Board.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
  - (a) signed by the treasurer of the Association or, by any other member, or members, of the Board or employee the Board nominates for that purpose; and
  - (b) countersigned by the public officer.
- (8) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution may only be authorised by the treasurer of the Association or, by any other member, or members, of the Board or employee the Board nominates for that purpose.

## **10. Auditor**

- (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.

- (2) If an auditor is not appointed at an annual general meeting under subrule (1) , the Board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the end of the next annual general meeting.

#### **11. Audit of accounts**

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
  - (a) certify as to the correctness of the accounts of the Association; and
  - (b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
  - (a) specify the information, if any, that he or she has required under subrule (5)(b) and obtained; and
  - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
  - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The public officer is to ensure the delivery to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may –
  - (a) have access to the accounting records, books and accounts of the Association; and
  - (b) require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of his or her duties; and
  - (c) employ any person to assist in auditing the financial affairs of the Association; and
  - (d) examine any member of the Board, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

#### **12. Exemptions under the Act**

- (1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –

- (a) an auditor is not required to be appointed for that financial year under rule 10 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
- (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
  - (i) rules 10 and 11 do not apply in respect of the Association for that financial year; and
  - (ii) rule 13(5)(b) , to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
  - (iii) rule 13(5)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Board must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that financial year.

### **13. Annual general meeting**

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the Board determines.
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting is:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Board, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
  - (c) to elect the officers of the Association and the ordinary Board members;
  - (d) to appoint the auditor and determine his or her remuneration;
  - (e) to determine the remuneration of Board members acting on behalf of the Association.
- (6) An annual general meeting may transact business of which notice is given in accordance with rule 15 .
- (7) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the public officer or by an officer of the Association who is nominated by the chairperson of the meeting.

### **14. Special general meetings**

- (1) The Board may convene a special general meeting of the Association at any time.

- (2) The Board, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting –
  - (a) is to state the objects of the meeting; and
  - (b) is to be signed by each of the requisitionists; and
  - (c) is to be deposited at the office of the Association; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the Board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the Board.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

#### **15. Notices of general meetings**

- (1) At least 14 days before the day on which a general meeting of the Association is to be held, the public officer is to publish a notice specifying –
  - (a) the place, day and time at which the meeting is to be held; and
  - (b) the nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of subrule (1) if the notice –
  - (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
  - (b) appears on a website, or at an electronic address, of the Association; or
  - (c) is sent to each member of the Association at –
    - (i) the member's postal or residential address or address of business or employment; or
    - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
  - (d) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

#### **16. Business and quorum at general meetings**

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.

- (3) A quorum for the transaction of the business of a general meeting is 15 members of the Association entitled to vote.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
  - (a) if convened on the requisition of members of the Association, is dissolved; or
  - (b) if convened by the Board, is to be adjourned to the same day in the next week at the same time and –
    - (i) at the same place; or
    - (ii) at any other place specified by the chairperson –
      - (A) at the time of the adjournment; or
      - (B) by notice in a manner determined by the chairperson.
- (5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

#### **17. Chairperson at general meetings**

At each general meeting of the Association, the chairperson is to be –

- (1) the president; or
- (2) in the absence of the president, the vice-president; or
- (3) in the absence of the president and vice-president, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

#### **18. Adjournment of general meetings**

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, 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 meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

#### **19. Determination of questions arising at general meetings**

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

#### **20. Votes**

- (1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.

- (2) All votes are to be given personally.
- (3) Despite subrule (1) , in the case of an equality of votes, the chairperson has a second or casting vote.

#### **21. Taking of poll**

If at a general meeting a poll on any question is demanded –

- (1) the poll is to be taken at that meeting in the manner that the chairperson determines; and
- (2) the result of the poll is taken to be the resolution of the meeting on that question.

#### **22. When poll to be taken**

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

#### **23. Affairs of Association to be managed by a Board**

- (1) The affairs of the Association are to be managed by a Board constituted as provided in rule 25 .
- (2) The Board –
  - (a) is to control and manage the business and affairs of the Association; and
  - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
  - (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association, including the appointment of employees and public officer and delegation of powers.

#### **24. Officers of the Association**

- (1) The officers of the Association are as follows:
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer;
- (3) Subject to subrule (5), the officers of the Association are to be elected by members of the Board.
- (4) Each officer of the Association is to hold office until the end of the next annual general meeting and is eligible for re-election.
- (5) If a casual vacancy in an office referred to in subrule (1) occurs, the Board may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- (6) If an office referred to in subrule (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

#### **25. Constitution of the Board**

- (1) The Board consists of –

- (a) 4 Pome Fruit Industry Representatives elected at the annual general meeting or appointed in accordance with this rule;
  - (b) 4 Stonefruit Industry Representatives elected at the annual general meeting or appointed in accordance with this rule;
  - (c) 2 Berry Industry Representatives elected at the annual general meeting or appointed in accordance with this rule; and
  - (d) Up to 2 persons appointed by the Board.
- (2) A Board member is to hold office for a period of two years until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.
  - (3) If a casual vacancy occurs in the office of a Board member, the Board may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.
  - (4) If an office of an ordinary Board member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

## **26. Election of members of the Board**

- (1) Board members are to be elected from those members who have submitted a nomination to the Association during the Association's nomination period.

The nomination period for the election of Board members of the Association is to last for a continuous four (4) week period commencing at least eight (8) weeks prior to the Association's AGM.

The public officer is to publish a notice specifying the opening and/or closing of the notification period. A notice is published for the purposes of this subrule if the notice:

- (a) appears on a website, or at an electronic address, of the Association; or
  - (b) is sent to each member of the association at:
    - (i) the member's postal or residential address or address of business or employment; or
    - (ii) An email address that the member has nominated as the email address to which notices from the Association may be sent; or
  - (c) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania.
- (2) A nomination of a candidate for election as Board member of the Association is to be:
    - (a) made in writing on the Association's approved nomination form; and
    - (b) signed by two (2) members of the association, which can include the candidate; and
    - (c) accompanied by the written consent of the candidate.
  - (3) Copies of the nomination form are to be available for members from the Association's office and / or website. Members may request copies of the nomination form to be sent to them by mail or by email.
  - (4) Upon the closure of the nomination period:

- (a) in the event of the number of nominations received exceeds the number of vacancies on the Board for a position, a ballot is to be held in the manner determined by the Board;
  - (b) if the number of nominations for a position is equal to the number of vacancies on the Board to be filled, the persons nominated are taken to be elected;
  - (c) if insufficient nominations are received to fill all vacancies on the Board for that position, the candidates are taken to be elected and further nominations are to be received at the annual general meeting. If the number of further nominations received at the AGM exceeds the number of remaining vacancies on the Board to be filled, a ballot is to be held in relation to those further nomination in the manner determined by the Board;
- (5) in the event of a ballot being required:
- (a) ballot papers for Pome Fruit Industry Representatives are to be issued to pome fruit members of the Association only; and
  - (b) ballot papers for Stonefruit Industry Representatives are to be issued to stonefruit members of the Association only; and
  - (c) ballot papers for Berry Industry Representatives are to be issued to berry members of the Association only; and
  - (d) each ballot paper is worth a single vote;
- (6) each member will be entitled to carry one proxy vote only.

**Issuing of Ballot papers:**

- (7) Ballot papers are to be issued to members of the Association upon the request of the member, or a representative appointed by that member. Appointment of a representative is to be provided:
- (a) in person by the member;
  - (b) In writing by the member;
  - (c) In writing on the Association's membership form;
  - (d) In writing using of the Association's approved Proxy Form.
- (8) Ballot papers are to be issued:
- (a) in person to the member or their representative; or
  - (b) by post, upon request by the member.
- (9) Postal ballot papers are to be issued and posted to all members requesting a postal ballot and list of candidates at least fourteen (14) days prior to the AGM. Postal ballots not received by the Association prior to the day of the AGM are to be considered informal and not counted.
- (10) Once issued, a member may request that one or more of their ballot papers be declared void and a replacement ballot paper issued. Void ballot papers are to be returned to issuing staff and clearly marked as "VOID" before a replacement ballot paper is issued. Where ballot



papers have already been issued to an individual, new ballot papers are not to issued except in accordance with this rule.

- (8) Determination of the results of a ballot is to be made at the AGM.

## **27. Vacation of office**

For the purpose of these rules, the office of an officer of the Association, or of an ordinary Board member, becomes casually vacant if the officer or Board member –

- (1) dies; or
- (2) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (3) becomes a represented person within the meaning of the Guardianship and Administration Act 1995 ; or
- (4) resigns office in writing addressed to the Board; or
- (5) ceases to be ordinarily resident in Tasmania; or
- (6) is absent from 3 consecutive meetings of the Board without the permission of the other members of the Board; or
- (7) ceases to be a member of the Association; or
- (8) fails to pay, within 14 days after receiving a notice in writing signed by the public officer stating that the officer or Board member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

## **28. Meetings of the Board**

- (1) The Board is to meet a minimum of six (6) times each year at any place and time the Board determines.
- (2) A meeting of the Board, other than a meeting referred to in subrule (1) , may be convened by the president or any 4 of the members of the Board.
- (3) Written notice of any special Board meeting is to be served on members of the Board and is to specify the general nature of the business to be transacted.
- (4) A special Board meeting may only transact business of which notice is given in accordance with subrule (3) .
- (5) A quorum for the transaction of the business of a meeting of the Board Board is 5 voting members of the Board.
- (6) Business is not to be transacted at a meeting of the Board unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of –
  - (a) a meeting of the Board (other than a special Board meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
  - (b) a special Board meeting, the meeting is dissolved.
- (8) At each meeting of the Board, the chairperson is to be –

- (a) the president; or
  - (b) in the absence of the president, the vice-president; or
  - (c) in the absence of the president and vice-president, a member of the Board elected to preside as chairperson by the members of the present at the meeting.
- (9) Any question arising at a meeting of the Board is to be determined –
- (a) on a show of hands; or
  - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (10) On any question arising at a meeting of the Board, a member of the Board (including the chairperson) has one vote only.
- (11) Despite subrule (10), in the case of an equality of votes, the chairperson has a second or casting vote.
- (12) Written notice of each Board meeting is to be served on each member of the Board by –
- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
  - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
  - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
  - (d) faxing it to the member's fax number; or
  - (e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

## **29. Disclosure of interests**

- (1) If a member of the Board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Board.
- (2) If at a meeting of the Board or a subcommittee a member of the Board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

## **30. Subcommittees**

- (1) The Board may –
  - (a) appoint a subcommittee from the Board;
  - (b) prescribe the powers and functions of that subcommittee; and
  - (c) appoint a chairperson of a subcommittee.

- (2) The Board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.
- (3) A quorum for the transaction of the business of a meeting of the subcommittee is 2 appointed members entitled to vote.
- (4) The public officer or chairperson is to convene meetings of a subcommittee.
- (5) Any question arising at a meeting of a subcommittee is to be determined –
  - (a) on a show of hands; or
  - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.
- (7) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –
  - (a) giving it to the member during business hours before the day on which the meeting is to be held; or
  - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
  - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
  - (d) faxing it to the member's fax number; or
  - (e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

### **31. Executive committee**

- (1) The president, the vice-president, and treasurer constitute the executive committee.
- (2) During the period between meetings of the Board, the executive committee may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- (3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the Board.

### **32. Annual subscription**

- (1) Membership fees are to be determined by the Board. Where an eligible member wishes to take up membership for multiple categories then a combined membership fee will need to be paid.
- (2) The annual subscription, for a financial year of the Association, that is payable by members of the Association is due and payable on the first day of the financial year.
- (3) If –

- (a) a member of the Association has not paid his or her annual subscription for a financial year of the Association within 3 months after the first day of the financial year; and
  - (b) there has been sent to the member, after the first day of the financial year, a notice in writing, signed by the public officer, stating that the member's name may be removed from the register of members if the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member; and
  - (c) the member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the member, the public officer may remove the name of the member from the register of members maintained under rule 5(10) .
- (4) If a member of the Association has not paid his or her annual subscription for a financial year of the Association within 3 months after the first day of the financial year, or within 14 days after receiving a notice under subrule (3), whichever is the later day, he or she is not entitled to attend, or vote at, the next annual general meeting of the Association.

### **33. Service of notices and requisitions**

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (1) giving it to the person; or
- (2) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (3) faxing it to the person's fax number; or
- (4) emailing it to the person's email address.

### **34. Expulsion of members**

- (1) The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under subrule (1) does not take effect until whichever of the following occurs later:
  - (a) the fourteenth day after the day on which a notice is served on the member under subrule (3);
  - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the Board expels a member from the Association, the public officer, without undue delay, is to cause to be served on the member a notice in writing –
  - (a) stating that the Board has expelled the member; and
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of the right to appeal against the expulsion under rule 35 .

### **35. Appeal against expulsion**

- (1) A member may appeal against an expulsion under rule 34 by serving on the public officer, within 14 days after the service of a notice under rule 34(3) , a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

- (2) On receipt of a requisition, the public officer is to immediately notify the Board of the receipt.
- (3) The Board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this rule –
  - (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and
  - (c) the expelled member must be given an opportunity to be heard; and
  - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
  - (a) the expulsion is lifted; and
  - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
  - (a) the expulsion takes effect; and
  - (b) the expelled member ceases to be a member of the Association.

### **36. Disputes**

- (1) A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011 .
- (2) This rule does not affect the operation of rule 35 .

### **37. Seal of Association**

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the Board.
- (3) The affixing of the seal is to be attested by the signatures of –
  - (a) two members of the Board; or
  - (b) one member of the Board and –
    - (i) the public officer; or
    - (ii) any other person the Board may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3) , it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.
- (5) The seal is to remain in the custody of the public officer of the Association.