

COPY

RULES OF ASSOCIATION

FLEURIEU PENINSULA FOOD INCORPORATED

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1 .Name

The name of the incorporated association is Fleurieu Peninsula Food ("**the Association**").

2 .Definitions

In this document:

- 2.1 "**associate member**" means a member who is an individual, business entity, or corporation involved with the food industry or which seeks to be associated with, or to sponsor, the Association;
- 2.2 "**the Act**" means the Associations Incorporation Act 1985;
- 2.3 "**business entity**" means any business entity, other than a corporation;
- 2.4 "**Committee**" means the board of management of the Association;
- 2.5 "**committee members**" means those members who are appointed to serve on the Committee;
- 2.6 "**corporate member**" means a member which is a corporate entity or funding agency and which seeks to participate in, or support the aims, objectives and rules of, the Association;
- 2.7 "**food industry**" means any activity involved in the production, manufacture, growing, packaging, promotion or retail of food products;
- 2.8 "**general meeting**" means a general meeting of members of the Association convened in accordance with these rules;
- 2.9 "**honorary member**" means a member that attains membership on the basis that they are considered to have skills and experience relevant to the needs of the Association;
- 2.10 "**member**" means any member of the Association;
- 2.11 "**month**" means a calendar month;
- 2.12 "**officer**" means any individual who occupies or acts in the position of a member of the committee of the association, or a chairperson, treasurer, secretary or public officer of the association;
- 2.13 "**ordinary member**" means a member who is an individual or a business entity that is actively involved in the food industry on the Fleurieu Peninsula;
- 2.14 "**public officer**" means a public officer appointed by the Association pursuant to Section 56 of the Act;
- 2.15 "**special resolution**" means a special resolution defined in the Act;
- 2.16 "**voting member**" means any ordinary member or corporate member of the Association.

3. Objects

The objects of the Association are:

- 3.1 to foster the sustainable development of businesses located in or near the area commonly known as the Fleurieu Peninsula, including the District Council of Alexandrina, City of Onkaparinga, City of Victor Harbor, District Council of Yankalilla and all adjoining areas;
- 3.2 to enhance the food experience for visitors to, and residents of, the Fleurieu Peninsula;
- 3.3 to encourage the growth and success of regional food businesses and their contribution to the regional identity;
- 3.4 to engage the retail and hospitality sectors in the delivery and distribution of regional foods;
- 3.5 to encourage and promote a food culture incorporating concepts of sustainability and seasonal activities;
- 3.6 to develop a public awareness of the name of the Fleurieu Peninsula in connection with food products;
- 3.7 to promote quality and accreditation for regional food;
- 3.8 to strengthen, foster and protect the regional identity;
- 3.9 to liaise with bodies which have similar or complementary objectives;
- 3.10 to do all things appropriate to meet the objectives of the Act.

4. Powers of the Association

The Association shall have all the powers conferred by section 25 of the Act unless otherwise specified in the Rules.

5. Membership

5.1. Categories

5.1.1 Ordinary Member

- (a) Any person or business entity identified by the definition of an "ordinary member" at paragraph 2 above, and which supports the objects of the Association and agrees to be bound by its rules, can apply for ordinary membership of the Association.
- (b) Any other person or business entity as determined from time to time by the Committee.

5.1.2 Corporate Member

Any corporate entity or funding agency which meets the definition of a "corporate member" in paragraph 2 above, and which supports the objects of the Association and agrees to be bound by its rules, may apply for corporate membership.

5.1.3 Honorary Member

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- (a) Any person, business entity or corporation which meets the definition of an "honorary member" in paragraph 2 above, and which subscribes to the objects of the Association, may apply for membership and be appointed or nominated to the position of an honorary member.
- (b) Any honorary member may apply for membership as an ordinary member of the Association.

5.1.4 Associate Member

- (a) Any person, business entity or corporation which meets the definition of an "associate member" in paragraph 2 above, and which supports the aims and objectives of the Association, may apply for associate membership.
- (b) Any other person, business entity or corporation as determined from time to time by the Committee.

5.2 Application for Membership

- 5.2.1 Membership is open to any person, business entity or corporation which subscribes to the objectives of the Association.
- 5.2.2 An application for membership must be made in writing and signed by the applicant, and must give details of the category of membership sought and the qualifications of the applicant for that membership.
- 5.2.3 An applicant becomes a member of the Association upon acceptance by the Committee of an application and membership fee appropriate for the category of membership sought by the applicant.

5.3 Subscriptions

- 5.3.1 Fees will be decided by the Committee vote and updated as required.
- 5.3.2 The subscription fees shall be payable annually on 1 July or at such other time as the Committee shall determine.
- 5.3.3 Any member whose subscription is outstanding for more than 3 months after the due date for payment shall cease to be a member of the Association, provided that the Committee may reinstate such a person's membership on such terms as it thinks fit.

5.4 Resignations

- 5.4.1 A member may resign from membership of the Association by giving written notice thereof to the secretary of the Association.
- 5.4.2 Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

5.5 Expulsion of a Member

- 5.5.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a

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- 5.5.2 charge of misconduct detrimental to the interests of the Association. Particulars of the charge shall be communicated to the member at least 1 month before the meeting of the Committee at which the matter will be determined by a 75 % majority of the voting members present at that meeting.
- 5.5.3 The determination of the Committee shall be communicated to the member and in the event of an adverse determination, the member shall (subject to paragraph 5.5.4 below) cease to be a member 14 days after the Committee has communicated its determination to the member.
- 5.5.4 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 secretary or public officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
- 5.5.5 In the event of an appeal under paragraph 5.5.4 above, the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the voting members of the Association in general meeting after the appellant has been heard by the voting 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 Committee is upheld.

5.6 Register of Members

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, date of entry, membership category and subscription paid, for each member, and if applicable, the date of and reason for, termination of membership.

6 .The Committee

6 . Powers and Duties

- 6.1.1 The affairs of the Association shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association and are not, by the Act or by these rules, required to be done by the Association in general meeting.
- 6.1.2 The Committee has the management and control of the funds and other property of the Association.
- 6.1.3 The Committee has authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association.
- 6.1.4 The Committee shall have the power to select and appoint honorary members to the Committee and to determine the term of appointment and the rights of the honorary Committee members to attend and participate in Committee meetings and the activities of the Association.
- 6.1.5 The Committee may appoint a sub-committee, from time to time, with such powers as are specified by the Committee and permitted by the Act.
- 6.1.6 The Committee may appoint staff personnel from time to time, as may be required by the Association. Staff personnel shall not be deemed to be ordinary members of the Association automatically upon their appointment.

6.2 Appointment and Nomination

- 6.2.1 The Committee shall be comprised of 8 voting members, to be appointed or nominated in accordance with these Rules.
- 6.2.2 The Inaugural Committee of the Association shall comprise the individuals specified in Schedule 1 hereof.
- 6.2.3 Those individuals identified and named in Schedule 2 hereof, being members of the Inaugural Committee, shall vacate their positions on the Committee on the first anniversary of their appointment.
- 6.2.4 Committee members shall hold office for a period of 24 months. On the second anniversary of their appointment, members of the Committee shall resign from the Committee. At each annual general meeting one half of the members of the Committee, being the longest serving members, shall retire.
- 6.2.5 If insufficient members of the Committee vacate their positions on the Committee pursuant to paragraph 6.2.3 above, a ballot is to be held at the first meeting following incorporation of the Association by the Inaugural Committee to determine which members are to vacate their positions.
- 6.2.6 A retiring Committee member shall be eligible to stand for re-election without nomination, except as provided in Paragraph 6.2.9 below. No other person shall be eligible to stand for election unless nominated by a voting member at least 28 days before the meeting by delivery of the nomination to the secretary. The nomination shall be signed by the proposer and by the nominee.

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- 6.2.7 Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 6.2.8 There may be no more than three honorary members on the Committee at any given time.
- 6.2.9 An ordinary, honorary or corporate member may hold the position of chairperson for a maximum of 3 terms, at the end of which time that member must retire from the position.
- 6.2.10 The Committee may appoint a person to fill a casual vacancy and such a Committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Committee without nomination.

6.3 The chairperson The Committee may increase the number of members to be appointed to the Committee from time to time.

The chairperson, or a member elected in the chairperson's absence by the voting members present at a meeting, shall preside as chairperson at a meeting.

6.4 Proceedings of the Committee

- 6.4.1 At the first meeting after the initial Annual General Meeting of the Association, the Committee shall appoint a chairperson, secretary, treasurer and public officer of the Association.
- 6.4.2 In addition to the twelve Committee members, a chief executive officer shall be appointed by the Committee at the first meeting after the initial Annual General Meeting of the Association.
- 6.4.3 The chief executive officer shall hold an *ex officio position* on the Committee without voting rights and shall report to the Committee and attend Committee meetings.
- 6.4.4 The Committee shall meet for the dispatch of business at least five times per year at such place and times as the Committee may determine.
- 6.4.5 No business shall be transacted unless a quorum of at least 50 % plus one of the voting Committee members is present.
- 6.4.6 Questions arising at any meeting of the Committee shall be decided by a majority of votes and if votes are equal, the chairperson shall have a casting vote in addition to a deliberative vote.
- 6.4.7 Some items discussed by the Committee may be confidential.
- 6.4.8 A 75% majority of the total number of Committee members eligible to vote shall be required to challenge for the position of chairperson pursuant to a no-confidence vote.
- 6.4.9 The chairperson may invite associate members of the Association to attend Committee meetings as observers with speaking rights only.
- 6.4.10 A member of the 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 at the next annual general meeting of the Association. That member may not vote with

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respect to the contract or proposed contract.

6. Disqualification of Committee Members

The office of a Committee member shall become vacant if a Committee member is:

- 6.5.1 disqualified from being a Committee member by the Act;
- 6.5.2 expelled as a member under these rules;
- 6.5.3 permanently incapacitated by ill health;
- 6.5.4 absent without apology from more than 4 meetings in a financial year;
- 6.5.5 no longer the duly appointed representative of a corporate member.

7. Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two authorised officers of the Committee or by an authorised appointee and an authorised officer of the Committee.

8. General Meetings

8.1 Annual General Meetings

- 8.1.1 The first annual general meeting shall be held within 18 months of the incorporation of the Association and thereafter within five months of the end of every financial year.
- 8.1.2 The order of the business at the meeting shall be:
 - (a) the confirmation of the minutes of the previous annual general meeting;
 - (b) the consideration of the accounts and reports of the Committee and the auditor's report;
 - (c) the election of Committee members to vacant Committee positions for a term of 2 years each;
 - (d) the appointment of auditors, if required;
 - (e) any other business requiring consideration by the Association in general meeting.

8.2 Special General Meetings

- 8.2.1 The Committee may call a special general meeting of the Association at any time.
- 8.2.2 Upon a requisition in writing of the greater of 10 voting members (where the total voting membership of the Association does not exceed 50 members) or 20% of the voting members of the Association, the Committee shall within one month convene a special general meeting for the purpose specified in the requisition.
- 8.2.3

Every requisition for a special general meeting shall be signed by the relevant voting members and shall state the purpose of the meeting.

8.2.4 The secretary of the Association shall call such special general meeting within one month, giving at least 14 days' notice of any resolutions proposed.

8.2.5 If a special general meeting is not convened within one month, any or all of the requisitionists may convene a special general meeting.

8.3 Notice of General Meetings

8.3.1 Subject to paragraph 8.3.2, voting members shall be given at least 14 days' notice of any general meeting. The notice shall state where and when it will be held and particulars of the business to be transacted.

8.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

8.3.3 Any voting member desiring to bring any business before a meeting may give notice of that business in writing to the secretary.

8.4 Proceedings at General Meetings

8.4.1 Thirty five percent of the voting members present, personally or by proxy, shall constitute a quorum for the transaction of business at a meeting.

8.4.2 If a quorum of voting members is not present, a meeting convened upon the requisition of voting members shall lapse. In any other case, the meeting will be adjourned to the same time the following week, and the voting members present at that time shall form the quorum.

8.5 Voting at General Meetings

8.5.1 Every voting member of the Association has only one vote at a meeting.

8.5.2 A question for decision at a general meeting, other than a special resolution, must be determined by a majority of voting members who vote in person or by proxy where permitted.

8.5.3 Unless a ballot is demanded by at least five voting members present at the meeting, a question for decision at a general meeting must be determined by a show of hands.

8.6 Ballot at General Meetings

8.6.1 If a ballot is demanded by at least five voting members present at the meeting, it must be conducted in a manner specified by the person presiding and the result of the ballot is the resolution of the meeting on that question.

8.6.2 A ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately but any other ballot may be conducted at any time before the close of the meeting.

8.7 Special and Ordinary Resolutions

8.7.1 A special resolution is a special resolution as defined in the Act and requires a 75% majority of voting members.

8.7.2 An ordinary resolution is a resolution passed by a simple majority of

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voting members at a general meeting.

8. Proxies

A voting member shall be entitled to appoint, in writing, a natural person who is also a voting member of the Association to be their proxy and attend and vote at any general meeting.

9. Minutes

- 9.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Committee shall be kept.
- 9.2 The minutes must be signed by the chairperson of the meeting and confirmed by the members of the Association or the Committee at a subsequent meeting.

10 Financial Reporting

10.1 Financial Year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2 Accounts to be kept

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 Act.

11 Prohibition against Securing Profits for Members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid directly or indirectly to members or their associates except as bona fide remuneration of a member for approved services rendered or expenses incurred on behalf of the Association.

12 Winding Up

The Association may be wound up in the manner provided for in the Act.

13 Application of Surplus Assets

- 13.1 If, after the winding up of the Association, there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed, subject to the provisions of any funding agreement with the Association, to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 13.2 Such organisation or organisations shall be identified and determined by a resolution of voting members in general meeting.

14 Rules

- 14.1 These rules may be altered (including an alteration to the Association's name) by special resolution of the voting members of the Association. This includes rescission or replacement by substitute rules.
- 14.2 The alteration shall be registered with the Office of Consumer and Business Affairs,

- 14.3 The registered members of the Association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

SCHEDULE 1

The Inaugural Committee shall consist of the following members:

- (a) Pip Forrester of the Salopian Inn (Inaugural Chairperson);
- (b) Judith Phillips of Mount Compass Venison;
- (c) Grant Gartrell of Blueberry Patch;
- (d) Sam Organ of Spice Girlz;
- (e) Mikaela Wilford of Spice Girlz;
- (f) Sharon Medlow Smith of David Medlow Chocolates;
- (g) Paul Lloyd of Woodside Cheese Wrights and Coriole Winery;
- (h) Zannie Flanagan of Fleurieu Feral Olive Oil;
- (i) Helen Morgan of Talinga Gröve;
- (j) One representative of Fleurieu Regional Development;
- (k) One representative of the City of Onkaparinga Council; and
- (l) One representative of Fleurieu Peninsula Tourism.