

CONSTITUTION AND RULES  
OF  
LIMESTONE COAST GRAPE AND WINE  
COUNCIL  
INCORPORATED

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*Amended Copy 2/11/21. [Signature]*

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INDEX

1. Name of Association
2. Objects and Purposes
3. Definitions and Interpretation
4. Powers
5. Membership
6. The Committee of Management
7. The Seal
8. Meetings
9. Finance and Accounts
10. Duties
11. Trustees
12. Rules - Amendments to the Constitution
13. Borrowing Power
14. Levies
15. Property
16. Dissolution and Disposal of Assets

# CONSTITUTION AND RULES OF THE LIMESTONE COAST GRAPE AND WINE COUNCIL INCORPORATED

## 1. NAME OF ASSOCIATION

- 1.1. The name of the incorporated association is the **LIMESTONE COAST GRAPE AND WINE COUNCIL INCORPORATED** ("The Council").

## 2. OBJECTS AND PURPOSES

- 2.1. To enable members to meet together for the interchange of scientific, technical and educational information and the consideration of other matters affecting the members.
- 2.2. To establish a means of communication between members of the Council, and State and Commonwealth authorities and local State and National Wine Industry bodies, and generally to represent members in all matters in which unity of action is desirable.
- 2.3. To secure representation where possible on all committees, Trusts, Boards, and Commissions set up to administer, regulate and/or conduct investigations into the Wine Industry, or into matters affecting the wine industry in the Limestone Coast region of South Australia.
- 2.4. To obtain and disseminate to members the best available scientific and technical information on Wine Industry practices suitable for the Limestone Coast region of South Australia.
- 2.5. To co-operate with the State and Commonwealth Government and all other bodies to Semi Government Bodies and other scientific industry research organizations.
- 2.6. To promote the wine industry and educate the general public in the activities of the members and to promote and protect the interests of the members of the Council.
- 2.7. To apply the Funds of the Council towards any of the above objects or purposes.

## 3. DEFINITIONS AND INTERPRETATION

- 3.1.1. Unless the context requires otherwise:-
- 3.2. "**the Act**" means the Associations Incorporation Act, 1985;
- 3.3. "**the Council**" means the Limestone Coast Grape and Wine Council Incorporated.
- 3.4. "**Committee**" means the Committee of Management referred to in this Constitution;

3.5. **“COM”** means Committee of Management.

3.6. **“Commission”** has the same meaning as the meaning under the Act;

3.7. **“Geographical Region”** means any recognised Geographical Region in the Limestone Coast Zone of South Australia declared a Geographical Region by the Geographical Indications Committee of the Australian Wine and Brandy Corporation and/or pursuant to the provisions of the Australian Wine and Brandy Corporation Act or any other relevant Act or Regulations made thereunder.

3.8. **“Meeting”** includes Annual General Meeting and Special General Meeting;

3.9. **“Member”** means a Member of the Council;

3.10. **“Membership”** means Membership of the Council;

3.11. **“Regional Association”** means an incorporated group of Viticulturists, Vignerons or Grape Growers established with objects and purposes similar to the Council in the Limestone Coast Zone of South Australia.

3.12. **“Limestone Coast”** means that area defined as Limestone Coast by the Geographical Indications Committee of the Australian Wine and Brandy Corporation and/or pursuant to the provisions of the Australian Wine and Brandy Act or any other relevant Act or Regulations made thereunder.

3.13. Unless the context requires otherwise:-

3.13.1. words importing the singular or plural number shall be deemed to include the plural or singular number respectively;

3.13.2. words importing the masculine gender only shall include the feminine or gender and vice versa as the case may require;

3.13.3. the headings of clauses are inserted for convenience only;

#### 4. POWERS OF THE ASSOCIATION

4.1. The association shall have all the powers conferred by section 25 of the Act to further the objects of the Association.

4.2. The association is run by the committee of management and office bearers thereof.

#### 5. MEMBERSHIP

## **5.1. Ordinary Membership**

5.1.1. An Ordinary Member shall be a regional association.

## **5.2. Associate Member**

5.2.1. Associate Membership shall be a class of Membership open to persons or associations or groups associated with the Wine Industry who do not qualify as Members of the Council.

5.2.2. An Associate Member can be elected to the Committee of Management.

5.2.3. An associate member shall be entitled to attend and be heard at meetings of the Council but shall not be entitled to vote at any meeting or hold office unless that Member is on the Committee of Management.

## **5.3. MEMBERSHIP FEE**

5.3.1. The Membership Fees for each class of Membership shall be such sum as the (Members) Committee of Management shall determine from time to time at the Annual General Meeting.

5.3.2. The Membership Fees of each class of Membership shall be payable annually and by the 30<sup>th</sup> June in any given year, or at such other time as the Committee shall determine from time to time.

5.3.3. Any Member whose Membership fee is outstanding for more than three months after the due date for payment shall cease to be a Member of the Council, provided always that the Committee may reinstate such a (person's) regions Membership on such terms as it thinks fit.

5.3.4. In the case of an ordinary Member the Membership fee shall be collected and paid by the Regional Association or collected directly if there is no regional association.

## **5.4. RESIGNATION**

5.4.1. A Member may resign from Membership of the Council by giving written notice to the secretary or public officer of the Council. Any Member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Council.

5.4.2. Upon any person ceasing to be a Member of the Council for any reason whatsoever he shall not be entitled to the return of his Membership fee.

## **5.5. CASUAL VACANCIES**

5.5.1. Casual vacancies to both ordinary and associate membership can be filled at any time pursuant on resignation, expulsion or disqualification of a standing member.

5.5.2. Declaration of the incumbent shall be within one month of the appointment by the president.

## **5.6. REGISTER OF MEMBERS**

5.6.1. A register of members may be kept by the regional bodies.

## **5.7. EXPULSION OF A MEMBER**

5.7.1. 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 charge or misconduct detrimental to the interests of the Council.

5.7.2. Particulars of this charge shall be communicated to the Member at least one calendar month before the Meeting of the Committee at which the matter will be determined.

5.7.3. The determination of the Committee must be communicated to the Member, and in the event of an adverse determination the Member shall subject to sub-rule (4) cease to be a Member 14 days after the Committee has communicated its determination to him.

5.7.4. A Member may appeal to the Council at a Meeting against the expulsion. The intention to appeal shall be communicated in writing to the Secretary or Public Officer of the Council within 14 days after the determination of the Committee has been communicated to the Member.

5.7.5. In the event of an appeal under sub-rule (4) the appellant's Membership of the Council must not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Council in a Meeting after the appellant has been heard, and in such event Membership will be terminated at the date of the Meeting at which the determination of the Committee is upheld.

## **6. THE COMMITTEE OF MANAGEMENT**

### **6.1. POWERS AND DUTIES OF COMMITTEE**

6.1.1. The Committee has the following powers and duties:

- 6.1.1.1. The affairs of the Council shall be managed and controlled exclusively by a Committee of Management ("the 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 Council, and which are not by the Act or by these rules required to be done by the Council at a General Meeting.
- 6.1.1.2. To appoint Sub-Committees as maybe required from time to time and to appoint the President of each Sub-Committee and to direct the business to be considered by each Sub-Committee established by this sub-clause. Sub-Committees shall always act in accordance with the provisions of this Constitution and at the direction of the Committee and may be by resolution of this Committee be disbanded at any time.
- 6.1.1.3. The Committee has the power to appoint any further Member of the Council as an *ex officio* Committee Member at any time as it deems fit. *Ex officio* members hold office at the discretion of the Committee and may not vote at Committee meetings.
- 6.1.1.4. To employ and appoint such persons as in the opinion of the Committee are necessary for carrying out the objects of the Council.
- 6.1.1.5. The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Council, including a Public Officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 6.1.1.6. To appoint an Executive Officer and Public Officer and such other officers whether permanent or temporary or honorary or paid as it may deem necessary at such salaries and upon such conditions as it seems fit and to revoke such appointment or appointments.
- 6.1.1.7. To buy or hire or otherwise acquire for the purpose of benefiting and furthering the objects of the Council any real or personal property and to sell or dispose of the same and to borrow money on the security of any such property and to grant or donate monies for any purpose the Committee deems appropriate in benefiting and furthering the objects and purposes of the Council.
- 6.1.1.8. To provide convenient offices for the Council.

6.1.1.9. To make and revoke by-laws, regulations and rules for carrying out the objects of the Council and regulating its business.

6.1.1.10. To recommend to the Annual General Meeting of the Council the appointment of Honorary Life Members of the Council such persons as it deems desirable.

## **6.2. COMPOSITION AND ELECTION OF THE COMMITTEE**

6.2.1. Ordinary and Associate members may stand for nomination and election to the COM.

6.2.2. The Committee shall comprise of a nominated representative of each (member) region together with any associated member or representative of an associated member elected at *each* Annual General Meeting in accordance with the provisions of this constitution.

6.2.3. There shall be no more than fifteen (15) members in the Committee of Management.

6.2.4. Notice of the AGM shall be at least 14 days prior and include 'call for nominations' to the COM. On the day and, in the event that there are more nominees than are required to fill the position of the Committee of Management then there shall be a ballot to determine those to be elected.

6.2.5. There shall be four (4) office bearers of the Council including a President, Vice-President, Secretary and Treasurer.

6.2.6. Elections to the COM shall take place at each AGM with COM members and office bearers be elected *for a period of twelve (12) months* pursuant to the provisions of this constitution.

6.2.7. If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the Annual General Meeting, and the President shall declare such persons duly elected as Committee Members.

6.2.8. 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.

### **6.2.9. ELECTION OF OFFICE BEARERS**

#### **6.2.9.1. Election of President**



6.2.9.1.1.1. The President shall be elected from the Members of the Committee of Management and by that Committee of Management.

6.2.9.2. Immediately after the election of the President from the Committee of Management there shall be further elections for the remaining office bearers namely, Vice-President, Secretary and Treasurer. Only Members of the Committee may be nominated as office bearers. If two or more members of the Committee are nominated and accept nomination for any one office there shall be a ballot for the position.

### **6.3. DUTIES**

6.3.1. The President shall be the presiding officer.

6.3.1.1. The Vice-President is the presiding officer if the President is absent

6.3.2. The Treasurer shall be signatory to all bank accounts and approve transactions including by cash and credit card.

6.3.2.1. The Treasurer shall present the books of the Council to the Auditor each year and arrange for production of financial statements to be duly audited to be presented each year at the Annual General Meeting of the Council.

6.3.3. The Secretary shall carry out their duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for all meetings, keep records and carry out such duties as the Committee may from time to time direct.

6.3.3.1. The secretary shall report to the President and/or Treasurer in all matters financial. See clause 9.2

6.3.3.2. The secretary will produce a Yearly Activities Summary sheet for each financial year, including the following information:

6.3.3.2.1. Members names and Committee of Management.

6.3.3.2.2. Levies collected and areas levied

6.3.3.2.3. Functioning sub committees

6.3.3.2.4. Office bearers

6.3.3.2.5. AGM dates

6.3.3.2.6. Auditor details

6.3.3.2.7. FY operating result

6.3.3.2.8. Executive officer details and terms of engagement

6.3.3.2.9. Any other information relevant to the councils activities for the year.

6.3.4. All monies of the Council shall be paid into the account of the Council at such bank as the Committee may from time to time direct.

6.3.5. No monies shall be drawn from the Council's account except by cheque signed by the bank signatories authorized by the Committee, or credit card transactions or EFT payments authorized as per section 2

6.3.5.1.

#### **6.4. PROCEEDINGS OF COMMITTEE**

6.4.1. The Committee shall meet together for the dispatch of business at least half yearly.

6.4.2. Questions arising at any meeting shall be decided by majority of votes, and in the event of equality of votes the President shall have a casting vote.

6.4.3. A quorum for a Meeting of the Committee shall be six Members.

6.4.4. A Member of the Committee having a pecuniary interest in a contract or agreement with the Council must disclose that interest to the Committee as required by the Act and shall not vote with respect to that contract or agreement.

#### **6.5. DISQUALIFICATION OF COMMITTEE MEMBERS**

6.5.1. The office of Committee Member shall become vacant if a Committee Member is:

6.5.1.1. disqualified by the Act;

6.5.1.2. expelled under these rules;

6.5.1.3. permanently incapacitated by ill health or dies;

6.5.1.4. absent without apology from more than three consecutive Committee meetings or more than three Committee meetings in a financial year;

6.5.1.5. no longer the duly appointed representative of a (corporate) regional Member

#### **7. THE SEAL**

7.1.1. The Council shall have a common seal upon which its corporate name shall appear in legible characters.

7.1.2. The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Council. The affixing of the seal shall be witnessed by

any one of the President, Secretary or Treasurer and one other Committee member.

7.1.3. The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

## **8. MEETINGS**

8.1. The Annual General Meeting of the Members shall be held prior to 30<sup>th</sup> November in each year and the members must be given notice in writing at least 14 days before such meeting.

8.1.1. The Annual Report and Balance Sheet or Financial Statement shall be submitted to the members of the Council at the Annual General Meeting.

8.1.2. The Annual General Meeting may make by-laws necessary for the proper administration of the Council. Any by-law shall not be repealed, added to or amended unless and until notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Council to the Secretary of the Council not later than 30 days prior to the date of such Annual General Meeting and included in the agenda for such meeting.

8.1.3. Any repeal, addition or amendment must be proposed at an Annual General Meeting and approved by not less than two thirds of the Members of the Council present at such meeting and voting thereon.

8.1.4. The election of officers of the Committee for the ensuing 12 months shall take place at the Annual General Meeting.

8.2. A Special General Meeting of members shall be called at the request of the president or the secretary or any five members of the Committee (or at the written request of at least ten members of the Council). Such meeting shall be held within 30 days of such request and all members shall be notified in writing not less than 14 days before such meeting.

8.3. Notice for a general meeting shall be at least 14 days prior.

## **8.4. PROCEEDINGS AT GENERAL MEETINGS**

8.4.1. Six (6) Members present either in person or by proxy will constitute a quorum at any General Meeting. The quorum is constituted by the required number of members present (and not by the number of votes that those members present are entitled to exercise.)

8.4.2. If within thirty (30) minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting

shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.

- 8.4.3. The President of the Council or if the President is absent, then the Vice-President of the Council or in their absence, or on their declining to take, or retiring from the chair, one of the Council Members chosen by meeting shall preside as Chairman at every Meeting of the Council.
- 8.4.4. If there is no such President or Vice-President present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the Chair for that meeting.
- 8.4.5. The President (or Chair) may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.4.6. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- 8.4.7. At any general meeting, a resolution put to a vote must be decided on a show of hands, and a declaration by the President of the meeting that a resolution has been carried or lost, will unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 8.4.8. If a poll is demanded by the Chair of the meeting or by three or more Members present personally or by proxy, it will be taken in such manner as the Chair directs. The result of such poll will be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the Members who are entitled to do so vote personally or by proxy at the meeting is required.
- 8.4.9. A poll demanded on the election of a Chair of a meeting or on any question of an adjournment, will be taken at the meeting and without adjournment.

## **8.5. VOTING & POLLS AT GENERAL MEETINGS**

8.5.1. In the case of a physical meeting not being possible, the president can call for an E-vote. Motions can be voted on by electronic voting, recorded by the secretary.

8.5.2. Subject to these rules only committee of management Members present in person or by valid proxy shall be entitled to vote.

## **8.6. SPECIAL AND ORDINARY RESOLUTIONS**

8.6.1. Subject to approval by a resolution of the Members of the Council, these rules may be altered (including an alteration to name) or be rescinded and replaced by substitute rules. Such an alteration must be registered with the Commission as required by the Act.

8.6.2. The registered rules shall bind the Council and every Member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions in these Rules.

## **8.7. PROXIES**

8.6.1. A Member will be entitled to appoint in writing a natural person who is also a Member of the Council to be his proxy and attend and vote at any meeting of the Council.

8.7.2.

## **8.8. MINUTES**

8.7.1. Proper minutes of all proceedings of meetings of the Council and of meetings of Committee, shall be entered within one month after the relevant meeting in the minute book kept for that purpose.

8.7.2. The minutes kept pursuant to this rule shall be signed by the President of the meeting at which the proceedings took place or by the President of the next succeeding meeting.

8.7.3. Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held and that all appointments made at the meeting were valid.

## **9. DISPUTE RESOLUTION**

9.1. See 8.1.3

*Delete*

## **10. FINANCE AND ACCOUNTS**

10.1. FINANCIAL YEAR

- 10.1.1. The financial year of the Council shall be the period beginning on 1<sup>st</sup> July and ending on 30<sup>th</sup> June each year.

## 10.2. BOOK-KEEPING, BANKING AND FINANCIAL REPORTING

- 10.2.1. The Treasurer shall receive all monies payable to the Council and give receipts for same. All monies so received shall be paid into the bank account of the Council. The Treasurer shall present at each general meeting a report of the finances of the Council and shall keep proper books of account of all monies received and disbursed and generally perform all such duties as are directed by the Committee from time to time. The Treasurer can delegate these tasks to the Secretary and/or executive officer as required.

- 10.2.2. The Council shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Council.

- 10.2.3. Accounts shall be approved by the relevant sub-Committee chair and as soon as possible thereafter paid by the Treasurer and/or Secretary. Money transfers shall be pursuant to clause 10.2.4

- 10.2.4. All cheques and other withdrawals upon the Funds of the Council shall be signed by any two of the President, a Vice President, Treasurer, Secretary or any other nominated member of the Committee nominated for this purpose with the exception of credit card transactions which should only be made on the advice of a Management Committee Member. All credit card transactions should be presented to the Management Committee for their perusal and ratification at the next Management Committee Meeting

## 10.3. AUDITORS

- 10.3.1. An auditor for the Council shall be appointed at the Annual General Meeting in each year and such Auditor must hold office until the next Annual General Meeting.

- 10.3.2. The auditor shall make a report to the Members upon the accounts to be submitted to the Annual General Meeting and every such report shall state whether in his opinion they are properly drawn up so as to exhibit a true and correct view of the Council's financial affairs.

## 10.4. TRUSTEES

- 10.4.1. Unless otherwise determined the Members of the Committee of the Council for the time being shall be deemed to be the Trustees of the

Council to hold any property real and personal belonging to the Council on trust for the benefit of the Council.

## 11 ~~12~~. RULES - AMENDMENTS TO THE CONSTITUTION

- ~~12~~.1. The Constitution must not be altered, varied, added to or repealed unless two thirds of the Members present at an Annual General Meeting or at a special meeting convened for the purpose and are in favour of such alteration, variation, addition or repeal.

## 12 ~~13~~. BORROWING POWER

- ~~13~~.1. The Committee may raise loan funds for the purposes of furthering the objects of the Council from any public source upon such commercial terms as may be imposed for such loans, on a secured or unsecured basis as the Committee thinks fit, and in accordance with the provisions of the Act.

- ~~13~~.1.1. The Committee may negotiate to borrow funds from members of the Council, and each loan made by a member to the Council may :

~~13~~.1.1.1. Bear interest at such a rate as the Committee at the time of issue shall determine.

~~13~~.1.1.2. Be repayable on terms set by the Committee or upon the termination of the membership of the member of the Council, and

~~13~~.1.1.3. Be secured by a debenture in such form as the Committee may determine over the assets of the Council.

~~13~~.1.1.4. Be unsecured if the member and the Committee so determine.

~~13~~.1.1.5. Be on such other terms and conditions as the Committee determines.

## 13 ~~14~~. LEVIES

- ~~14~~.1. The Committee may by resolution make a levy or levies upon the regional members who are liable to pay an annual subscription for such sums as the Committee may determine and all regional members shall remain bound to pay such levy notwithstanding any omission to give notice or non-receipt of such notice. Levies may be made payable by instalments, as determined by the Committee.

- ~~14~~.2. A levy shall be deemed to have been made on the date on which the resolution making the levy was passed and shall for the purposes of these Rules be deemed to be due on such date.

- ~~14~~.3. Notice of the making of a levy shall be given to the members liable for such levy and each member shall (subject to receiving at least fourteen days notice specifying the time or times of payment) pay to the Council at the time or times so specified the amount levied.

## 14 ~~15~~. PROPERTY

- 14.1. The property, assets and income of the Council, must be applied towards the promotion of the objects of the Council and no portion of the property, assets or income of the Council shall be paid or transferred either directly or indirectly by way of benefit or otherwise to Members of the Council.
- 14.2. Should the Council for any reason cease to function, any Member or person holding any Council monies shall immediately pay the monies to the Committee.
- 14.3. Such property must not be paid or distributed among the members but must be paid to such other charitable or benevolent organisations or institutions as the committee may determine or as ordered by a Court of competent Jurisdiction upon the Application of the Committee or any Member thereof.

## 15. DISSOLUTION AND DISPOSAL OF ASSETS

- 15.1. The Council may be dissolved or wound up only upon the resolution carried by a majority of three quarters of the Members present (either personally or by proxy) voting at a general meeting called for such a purpose.
- 15.2. Upon the dissolution of the Council and if after payment of all its debts and liabilities any property remaining must not be paid to or distributed among the Members of the Council but must be given or transferred to such other charitable, scientific or educational institution as the committee may resolve, or otherwise according to law, and that those institutions must be charitable in purpose and have similar purposes to this Council and prohibits the distribution of income and property amongst members to an extent at least as great as is imposed on the Council under this rule and is a fund authority or institution approved by the Commissioner of Taxation as being one referred to in division 30 of the Income Tax Assessment Act 1997 (as amended).