

CONSTITUTION
OF
Australian Onion Industry
Association Incorporated



REVISED 2017

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1. Name

The name of the Organisation shall be the Australian Onion Industry Association Incorporated, trading as Onions Australia (hereinafter referred to as the "Association").

2. Definitions

In this constitution, unless subject or context is inconsistent, each of the following expressions shall have the meaning assigned to it below:

Act	means the South Australian Associations Incorporation Act 1985.
Association	means the Association named herein, whatever its name may be from time to time.
Auditor	means the auditor of the Association if required.
Chairperson	means a person who was elected by the Executive Committee to be a representative of the industry and includes any person appointed to perform the duties of a Chairperson in accordance with clause 8.4 of this Constitution.
Chief Executive Officer	means a person who was appointed by the Executive Committee to be a representative of the industry and includes any person appointed to perform the duties of a Chief Executive Officer in accordance with clause 12.1 of this Constitution.
Commercial onion growers	means any person that grows onions in Australia as a business or for commercial benefit and who pay levies to Department of Agriculture and Water Resources its successor or assigns, in the immediately preceding financial year.
Constitution	means the constitution of the Association, as amended from time to time.
Executive Committee	means a committee to represent the industry whose members were elected following clause 8.4 of this Constitution.
Government	means local, state, territory and/or federal governments.
Member	means a person whose name is entered in the Register as a Member.
Register	means the register of Members kept pursuant to the Act.
Remuneration	meant any emolument but does not include any payment by way of compensation for loss of office or in connection with the retirement of a person from the office.
Research and Development	means any project, initiative, research, strategy or promotion designed to advance onion production or the Australian onion industry.
Rules	means the rules of this Constitution as altered or added to from time to time.

3. Interpretation

- 3.1. headings are for convenience only and do not affect the interpretation of this Constitution.
- 3.2. reference to any statute or statutory provision shall include any modification or re-enactment of, or any legislative provisions substituted for, and all legislation and statutory instruments issued under such legislation or such provision.
- 3.3. words denoting the singular shall include the plural and vice versa.
- 3.4. words denoting individuals shall include corporations, associations, trustees, instrumentalities and partnerships and vice versa.
- 3.5. words denoting gender shall include all genders.
- 3.6. references to Parties, Parts, Clauses, Annexures and Schedules are references to Parties, Parts, Clauses, Annexures and Schedules to this Constitution as modified or varied from time to time.

- 3.7. references to any document, deed or agreement shall include references to such document or agreement as amended, novated, supplemented, varied or replaced from time to time.
- 3.8. a party includes the party's representatives, administrators and permitted assigns.
- 3.9. if a party consists of more than one person, this Constitution binds them jointly and each of them severally.
- 3.10. "including" and similar expressions are not words of limitation.
- 3.11. "related body corporate", "subsidiary" and "holding company" have the same meaning as in the Act.
- 3.12. all "\$" or "dollar" amounts referred to are to be viewed as Australian Dollars.

4. Objectives

The objectives for which this Association was established and continue to uphold are found in its **Mission and Vision Statement**.

5. Powers

The powers of the Association shall be:

- 5.1. Subject to this Constitution, to make determination and to act with respect to any matter whatsoever bearing directly or indirectly on the prosperity and general welfare of the onion industry and all activities allied thereto.
- 5.2. the Association has no power to issue or allot fully or partly paid shares to any person.

6. Non-profit nature

6.1 Non-profit;

- a. The income, property, profits and financial surplus of the Association, whenever derived, must be applied solely towards the promotion of the objectives of the Association as set out in this Constitution.
- b. The Association is a non-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Members and no portion of its income, profits and financial surplus may be paid, distributed to or transferred, directly or indirectly, by the way of dividend, property, bonus or otherwise by way of profit, to the Members, or the Executive Committee or their relatives, except as provided by this Constitution.

- c. Nothing in this Constitution prevents:
- i. the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member or member of the Executive Committee of the Association, in return for any services rendered to the Association or for goods supplied in the ordinary and usual way of business;
 - ii. the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Association's bankers for overdrawn accounts on money borrowed from a Member;
 - iii. Reasonable and proper expenses incurred for the purpose of the operation of the Association and the exercise of its power as set out in clause 5.

6.2 No distribution of profits to Members on winding up;

Where property remains after the winding-up or dissolution of the Association and satisfaction of all its debts and liabilities, it may not be paid to nor distributed among the Members of the Association but must be given to or transferred to another fund, authority or institution having objectives similar to the Association, and whose Constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of this Constitution, which fund, authority or institution is to be determined by the Members of the Association at or before the time of the dissolution.

6.3 Limited Liability on winding up;

Each Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while the person is a Member or within one year after the person ceases to be a Member for the payment of the debts and liabilities of the Association contracted before the person ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributions among themselves such as may be required, not exceeding \$2.00.

7. Political

The Association is not permitted to become a member of any political party but is allowed to lobby.

8. Membership

8.1 Local Membership

- a. Membership of the Association shall comprise:
- i. Any Commercial Onion Grower.
 - ii. Any person providing goods and/or services to the Australian Onion Industry.
 - iii. Corporate membership for companies providing goods and/or services to the Australian Onion Industry. Corporate membership carries one vote.

- b. Application for membership must be:
 - i. In writing, on the form prescribed from time to time by the Executive Committee, from the applicant or its nominated representative and lodged with the Association
 - ii. Accompanied by the appropriate fee.
- c. Discretion to Accept or Reject Application
 - i. The Association may accept, or reject, an application whether the applicant has complied with the clause 8.1(a) or not. The Association shall not be required, or compelled, to provide any reason for such acceptance or rejection.
 - ii. Where the Association accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application of the Association. The Register should be amended accordingly as soon as practicable.
 - iii. Where the Association rejects an application, it shall refund any fees forwarded and the application shall be deemed rejected by the Association.
- d. Renewal
 - i. Members must renew their membership annually in accordance with the procedures set out by the Association from time to time.
- e. Membership shall terminate when:
 - i. After notice of fees due, a reminder has been sent, and no payment of those fees due has been received for six (6) months, the membership shall terminate.
 - ii. If any member shows misconduct towards the Association as determined by the Executive Committee, (majority of Executive Committee rules).
- f. Deemed Membership
 - i. All persons who are, prior to the approval of this Constitution, Members of the Association shall be deemed members from the time of approval of this Constitution.

8.2 Overseas Members

Will be Associate Members and will have all entitlements as full members except to hold positions of office or have voting rights.

8.3 Membership Registration

The names, addresses and category of membership will be placed on a register called the "Membership Register".

8.4 Executive Committee

- a. The Executive Committee must be drawn from membership of OA. Committee should include at least 50% commercial growers/packers.
- b. The Executive Committee, elected at the Annual General Meeting, will consist of a maximum of TEN members. Members will hold office from close of AGM.
- c. The Executive Committee will from its own membership select a chairperson and deputy chairperson, whose tenure will be two (2) years. These persons are the office bearers.
- d. Each Executive Committee member shall serve for a period of two years. Half the number of members to be elected annually. (In the first year, the Executive will determine members' tenure)
- e. The Executive Committee shall be empowered to make all decisions that are necessary between meetings and report thereon to the next meeting of the Association.
- f. A retiring committee member shall be eligible to stand for re-election.
- g. Nominations for vacant executive membership must be received, in writing, to the CEO prior to the AGM. The nomination shall be signed by the proposer and by the nominee.
- h. Where a conflict of interest in terms of contracts /expenditure, direct or indirect occurs, then the Committee member must alert the Chairman and, if requested, leave the meeting when decision is being made.
- i. 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.
- j. The Executive Committee may meet either in person or by telephone or by other means of communication consented to by 75 per cent of members of the Executive Committee subject to the right of a Member of the Executive Committee to withdraw their consent, within a reasonable period, before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the members of the Executive Committee attending the meeting.
- k. The Executive Committee may appoint a Chief Executive Officer (CEO).

8.5 Resignation and Removal

- a. Any member of the Executive Committee may resign at any time as a Member by notice in writing delivered to the CEO but the resignation only takes effect at the time when notice is received by the CEO unless some later date is specified in the notice when it shall take effect on the later date.

- b. A Member of the Executive Committee may be removed from the office by resolution at a general meeting of the Association convened for that purpose. The Member must be given the opportunity to fully present their case either orally or in writing or both. Removal can be due to;
 - i. Permanently incapacitated by ill health.
 - ii. Absent without apology for more than 50% of meetings in a year.
 - iii. No longer being a member of OA as individual or representing corporate member.

9. Quorum

For a meeting, duly convened for the purpose of voting on any motion submitted, a quorum of eligible members must be present as defined:

- 9.1 For an executive meeting a quorum is 50% of eligible members.
- 9.2 For a general meeting (including AGM) a quorum is 15 financial members.
- 9.3 For clarity proxy votes do not count towards a quorum.

10. Voting

At the commencement of each meeting of the Association, those representatives and other members who comply with Clause 8 Membership shall be identified and recorded.

- 10.1 Only those financial members, individual or corporate, shall be entitled to vote.
- 10.2 Observers (non-members);
 - a. May take part in discussion
 - b. Cannot move or second motions
 - c. Cannot vote on motions
- 10.3 In all meetings, executive or general, the Chairperson shall have a casting vote only.
- 10.4 Resolutions submitted in writing, must, if the proposing member is absent, be supported by a proxy who will be entitled to vote on behalf of the absentee.
- 10.5 Except where otherwise prescribed, motions shall be determined by a simple majority.
- 10.6 Unless a secret ballot is demanded by at least five members, a question, for decision at a general meeting, shall be determined by a show of hands.
- 10.7 All financial members shall, if unable to attend a meeting, be entitled to a proxy vote. The person nominated as proxy must be a member of the Association. The form of proxy shall be duly signed by the member, and shall be in the hands of the Chairperson or Chief Executive Officer at least fifteen (15) minutes prior to the commencement of the meeting, and shall hold good only for the meeting designated or any adjournment thereof.

The number of proxies held by one person must not exceed three (3).

11. Meetings

- 11.1 The Association must meet at least twice annually including the AGM, or any occasion that the Chairperson considers appropriate.
- 11.2 Except in the case of emergency, fourteen (14) days' notice in writing shall be given of all meetings, and the notice shall specify the general purpose for which the meeting is called.
- 11.3 Where appropriate proxy form and nomination forms shall be attached to notice of meetings;
- 11.4 For the purpose, a notice distributed shall be deemed to have been received.
- 11.5 Members shall be responsible for all costs associated with attendance at meetings of the Association.
- 11.6 In the case of a special meeting, all provisions of these rules as to general meetings apply to any special meeting of any class of Members which may be held pursuant to the operation of these rules under the Act.
- 11.7 The Executive Committee must ensure that minutes are duly recorded on any matter it thinks fit:
 - a. Of the names of the members present at each meeting of the Association, the Executive Committee and of any Committees; and
 - b. Of all resolutions and proceedings of general meetings of the Association and of meeting of the Executive Committee and any Committees,
- 11.8 The minutes of any meeting of the Executive Committee or of the Association, signed by the Chairperson of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

12. Salaried Officers

- 12.1 Chief Executive Officer
 - a. Shall keep all minutes and records.
 - b. Conduct all correspondence and keep in his/her custody all books, papers and other property of the Association.
 - c. Officer may be appointed.
 - d. Neither the Chief Executive Officer nor an Acting Chief Executive Officer need be a member.

12.2 Other Salaried Officers

The Executive Committee may appoint such officers and employees at such salaries for such periods and on such terms as it thinks fit and may, subject to conditions of employment of such officers and employees, dispense with their services and re-appoint or appoint other officers and employees as it thinks fit.

13. Indemnity – Members and Officers

13.1 Indemnity

- a. Subject to the law, every Executive Committee member and employee of the association will be indemnified out of the property and assets of the Association against any liability incurred by them (including legal costs and expenses) in their capacity as Executive Committee members or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the courts.
- b. The Association shall indemnify its Executive Committee members and employees against all damages and losses (including legal costs and expenses) for which any such Executive Committee member may be or become liable to any third party in consequence of any act or omission, except wilful misconduct or arising from lack of good faith:
 - i. in the case of an Executive Committee member, performed or made while acting on behalf of and with the authority, express or implied, of the Association; or
 - ii. in the case of employees, performed or made in the course of, and within the scope of their employment by the Association.
- c. Legal costs and expenses incurred by the person means:
 - i. In defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
 - ii. In connection with an application, in relation to such proceedings, in which the court grants relief to the person under law.
- d. If the Executive Committee or any member thereof or any officer of the Association becomes personally liable for the payment of any sum due from the Association, the Executive Committee may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Association by way of indemnity to secure the persons or person so becoming liable as aforesaid from any loss in respect of such liability

13.2 Insurance

- a. Subject to the law, the Association may pay insurance premiums in respect of insurance for the benefit of every person who is or has been a member of the Executive Committee, Chief Executive Officer or other salaried officers acting in that capacity against:
 - i. Costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - ii. A liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Association or a breach of the provisions of the Act dealing improper use of information or position.
- b. The Association may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Association who is not a member of the Executive Committee, Chief Executive Officer or other salaried officers concerned in the management of the Association.

14. Finance

- 14.1 The membership fee of Individual Member and Corporate members shall be fixed at the Annual General Meeting each year
- 14.2 Proper books and financial records must be kept and maintained showing correctly the financial affairs of the Association. The Association must ensure the relevant accounting and auditing requirements of the Act are duly complied with. The Office Bearers must distribute to all Executive Committee members at the end of each financial year, copies of the financial report and any other documentation required under the Act
- 14.3 The Office Bearers must cause to be made out and laid before each annual general meeting a balance sheet and profit and loss statement made up to date not more than six (6) months before the date of the meeting
- 14.4 Office bearers must prepare and present to each AGM a balance sheet and profit and loss statement made up to date not more than 6 months before the meeting
- 14.5 All monies of the Association shall be banked in the name of the Association in a bank account as the Executive Committee may from time to time direct. The account shall be operated by the Chief Executive Officer and/or such other persons as the Executive Committee may decide
- 14.6 The Executive Committee may at its sole discretion determine whether and to what extent, and at what time and place under what conditions the financial records and other documents of the Association or any of them will be open to the inspection of Members other than that of the Executive Committee.
- 14.7 No Member, other than the members of the Executive Committee, has the right to inspect any document of the Association except as provided by law or as authorised by the Executive Committee.
- 14.8 The Association may, after consideration of the financial position, empower the Chief Executive Officer to levy each Member Organisation and Individual Member for such funds as may be required to carry on only until the next Annual General Meeting.

- 14.9 In the event of the demise of the Association, as decided by its Members or as indicated by a period of three (3) consecutive years with no meeting, after payment of debts, the funds shall be dispersed to organisation/s having similar objectives to the Association as determined by the last elected executive
- 14.10 The Financial Year of the Association shall be the period ending on 30th June 2017, and thereafter ending a period of 12 months in each year, 1st July to 30th June
- 14.11 Payment of annual membership fees fall due in the November of each year. Membership applications during the year or prior to the Annual General Meeting will be charged on a pro-rata basis

15. Spokesperson

Any spokesperson, when speaking on behalf of the Association, shall put forward Association policy only.

16. Alteration to the Constitution

This Constitution may only be amended in any way at a meeting of the Association by a resolution passed by a three quarters majority of all eligible votes in attendance as laid down by this Constitution, provided that at least twenty-one (21) days prior to the date of the meeting, notice is given to all Members of the Association giving details of the proposed alteration(s).

17. Revision of the Constitution

This constitution, as approved at the AGM of October 2017, supersedes all other documents.

Onions Australia

Our Mission

We are dedicated to the advancement of all stakeholders and participants in Australia's Onion industry.

Our Vision

We support primary producers, their input component providers and their client base to enhance all facets of the 'paddock to plate' journey of onions.

Our Values

- Australia First
- Integrity
- Productivity
- Profitability
- Respect
- Sustainability