

Annexure A

Date of lodgement 25/02/2013

This is an Annexure marked “A” referred to in the statutory declaration of
made on day of 2013
before me (Justice of the Peace signature)

Pork South Australia Inc.

Constitution and Rules

Incorporated under the Associations Incorporations Act 1985

1. Name

The name of the incorporated association is “Pork South Australia Incorporated”, referred to herein as “the association”

2. Definitions

“*association*” means the organisation known and registered as Pork South Australia Incorporated' (Pork SA).

“*committee*” means the committee of management of the association.

“*corporate entity*” means a registered business entity and not a natural person.

“*committee member*” means a member elected to the committee of management of the association.

“*executive committee*” means the “*office bearers*” of the committee, namely the Chair, vice-Chair, secretary and treasurer (or secretary-treasurer), plus additional committee members up to a total of 7.

“*financial member*” means a member who is not more than 3 months in arrears with their membership fees, or if appropriate, their Pig Industry Fund levies and/or has not requested to withdraw their levy in any of the preceding 5 years. It also includes current Agribusiness Members who are subject to a \$100 pa fee, reviewed annually.

“*general meeting*” means a general meeting of members of the association convened in accordance with these rules. This shall include annual and special general meetings.

“*member*” means a current financial member of the association.

“*month*” means a calendar month.

“*Pig Industry Fund*” means collection of levy funds at slaughter at the discretion of the Minister

“*Pork SA*” is an abbreviation of Pork South Australia Incorporated.'

“*prescribed association*” means an incorporated association that is prescribed in the Act or Regulations.

“Producer Entity” means a piggery paying to the Pig Industry Fund and represented by a single Producer Member. Each “producer entity” can have only one Producer Member, but is entitled to have Associate Members

“retiring committee member” means a committee member whose term of office has expired.

“special resolution” means a special resolution defined in the Act.

“sub-committee(s)” means a group of three or more committee members and / or members of the association to which specific tasks and / or designated powers have been delegated.

“the Act” means the Associations Incorporation Act 1985.

“whole of value chain” means encompassing all sectors of the industry.

3. Objects of the Association

The objects of the association shall be to represent and promote the interests of Pork industry producers, including:

- (1) Working to maintain and expand sustainable and profitable pork production in SA;
- (2) Performing the role of a representative body for the Pork Industry of SA for pork-specific topics;
- (3) Development of industry policy and its advocacy to government and other relevant bodies;
- (4) Working in collaboration with Primary Producers SA and Australian Pork Ltd, or other Agriculture representative bodies with similar interests and/or policy positions;
- (5) Keeping members abreast of legislative change or pending legislative change in any matter that may affect the pork industry;
- (6) Liaising with the media on behalf of the pork industry;
- (7) Facilitating the sharing of information and provide network opportunities for members;
- (8) Identifying research, development and extension (RD&E) needs and priorities, and support and foster research, development and extension in the pork industry, including liaison with relevant funding agencies;
- (9) Planning projects and deliver services as deemed appropriate utilising funding from the pork industry or any other funds as may be available;
- (10) Promote the adoption of proven technology and production methods on pig producing properties;
- (11) Promoting and conducting education, exhibitions and training programs for members;
- (12) Identifies and supports the development of future industry leaders;
- (13) Fostering co-operation and goodwill between research agencies, educational institutions and any other association or body formed for the betterment of the pork industry;
- (14) Affiliate with relevant regional, state and national industry organisations as deemed appropriate;

- (15) Promoting the interests of the association and to do all such other lawful things as the association may consider incidental or conducive to the attainment or advancement of the objects of the association.

4. Powers of the Association

- 4.1 The Association shall have all the powers conferred by Section 25 of the Act.

5. Membership

- 5.1 Types (Classes) of Membership shall be

(a) Producer Member.

An adult natural person who is the authorised representative of a registered Producer Entity that engages in commercial pork growing, and who supports the objects of the association and agrees to be bound by its rules, and whose application is endorsed by the Committee. Each Producer Entity is automatically eligible to have **one** representative who must apply for membership in writing and be signed by the applicant. No additional joining fee is required, however, the committee reserves the right to require a fee in the future if deemed necessary. Upon the acceptance of the application by the committee the applicant shall be a producer member of the association, and shall enjoy all the rights and privileges of a full member, including the right to vote or be eligible to hold office in the association.

(b) Agri-Business (Value Chain) Member

An adult natural person who is the authorised representative of a registered business entity that engages in commercial pre-farm or post farm pork value chain activity (including corporate members as input suppliers, transport, primary and secondary processing of Pork) and who supports the objects of the association and agrees to be bound by its rules, and whose application is endorsed by the Committee.. The application for membership shall be made in writing and signed by the applicant. Upon the acceptance of the application by the committee and upon payment of the designated subscription fees, the applicant shall be an Agribusiness member of the association, and while not able to vote as a Producer Member has the right to be appointed to the Committee and to vote on Committee business. Apart from these conditions the Corporate Member shall enjoy all the rights and privileges of a full member.

(c) Associate of a Member

An adult natural person or authorised representative of an incorporated entity with an active interest in the pork industry, and who continues to support the objects of the association and agrees to be bound by its rules, and who is endorsed by a Producer Member. The application for membership shall be made in writing, signed by the applicant and the endorsing Producer Member. Upon the acceptance of the application by the committee the applicant shall be an Associate member of the association, and while not able to vote as a Producer Member has the right to be appointed to the Committee and to vote on Committee business. Apart from these conditions the Associate Member shall enjoy all the rights and privileges of a full member.

(d) Affiliates and Industry Bodies

The association may affiliate with any industry body under terms and conditions as may be agreed by the committee.

An industry body may also apply to become an associate member of the association, as provided for in 5(1)(c).

5.2 Subscriptions

- (a) The designated subscription fees for each membership class shall be such sum, (if any), as the **committee** shall determine from time to time.
- (b) The designated subscription fees shall be payable annually on **1 October** or at such other times as the committee shall determine.
- (c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

- (a) A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association.
- (b) Any member so resigning shall be liable for any outstanding subscriptions, fee, levies or any other debt owing to the association, which may be recovered as a debt due to the association.
- (c) Subscriptions paid in advance will not be refunded except at the discretion of the committee.
- (d) The resignation shall take effect upon receipt of notice.

5.4 Expulsion of a Member

- (a) 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 of misconduct detrimental to the interests of the association.
- (b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- (c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member **14 days** after the committee has communicated its determination to the member.
- (d) 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.
- (e) In the event of an appeal under 5.4(d) 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 members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of Members

(a) A register of members must be kept and contain:

- i) the name, address and contact details each member;
- ii) the date on which each member was admitted to the association; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

(b) The confidentiality of members information shall be preserved as determined by State and Commonwealth Privacy Acts.

6. The Committee

6.1 Powers and Duties

- (a) 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.
- (b) The committee has the management and control of the funds and other property of the association.
- (c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- (d) The committee shall appoint a public officer as required by the Act.

6.2 Appointment and Elections

- (a) The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation.
- (b) At the first annual general meeting, one half of the committee member, who shall be chosen by ballot, shall retire from the committee including members who have attended less than half the meetings in the previous year. At each subsequent annual general meeting one half of the committee members, being the longest serving committee members, shall retire.
- (c) The committee shall be comprised of the “executive committee” (6.2 (d)) plus additional committee members for a total of up to a maximum of **twelve**, if there are sufficient nominations and they are duly elected.
- (d) The “executive committee” shall be comprised of the office bearers – namely the Chair, vice-Chair, secretary, and treasurer (or a combined secretary-treasurer position)”, plus if recommended and agreed by the committee, additional committee members bringing the total number of committee members on the “executive committee” up to a maximum of **seven if required**.
 - i. Chair
The Chair shall be the associations presiding officer.
 - ii. vice-Chair

In the absence of the Chair the vice-Chair shall act as and have the rights and powers of the Chair. The committee may, for succession planning reasons, choose to have more than one vice Chair.

iii. secretary - treasurer

This may be a single role or separate secretary / treasurer positions.

The secretary- treasurer shall cause to keep all files and records as directed by the committee and as required by the Act.

The secretary – treasurer does not have the right to vote if a paid servant of the association.

The secretary - treasurer shall assume responsibility for all association accounts and matters of finance. This shall include preparation and maintenance of financial statements and returns as required by law.

- (d) A committee member shall be a natural person.
- (e) The committee should be structured where possible to be representative of ‘the various production regions of the SA pork industry.
- (f) 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.
 - a) The committee has the power to co-opt other persons in either a voting or non-voting position if the committee considers that their inclusion will assist in fulfilling the objects of the association. A co-opted committee member shall hold office until the next annual general meeting of the association.
 - (g) A retiring committee member shall be eligible to stand for re-election. Other members may also be nominated from the floor at the Annual General Meeting, accepted by the nominee and seconded by another financial member or similarly nominated in writing, agreed and seconded before the AGM.
 - (h) Nominations can only be made by financial members from the floor at the Annual General Meeting, accepted by the nominee and seconded by another financial member or similarly nominated in writing, agreed and seconded before the AGM.
- (i) The committee shall appoint a returning officer to supervise any election.

6.3 Proceedings of Committee

- (a) The committee shall meet together for the dispatch of business at least **quarterly**, at a time and place established by the committee.
- (b) Committee meetings may be conducted face to face, or using technology to enable each committee member to communicate with the other committee members.
- (c) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes then it needs to be reconsidered at the current or future meeting until a majority is achieved.
- (d) A quorum for a meeting of the committee shall be **one half** of the members of the committee or a minimum of **5** committee members, whichever is the lesser.
- (e) A committee member having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with

respect to that contract or proposed contract. The committee member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

- (f) The committee may establish sub-committee(s) comprising **3 or more** persons, established for various purposes, consisting of such number of committee members and/or members of the association, or any other person as they think fit.

6.4 Disqualification of Committee members

The office of a committee member shall become vacant if a committee member is

- i. disqualified from being a committee member by the Act;
- ii. expelled as a member under these rules;
- iii. permanently incapacitated by ill health;
- iv. absent without apology from more than four meetings in a financial year;
- v. no longer the duly appointed representative of a Producer Member, or an Agribusiness member or a nominated Associate Member.

7. General Meetings

7.1 Annual General Meeting

- (a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- (b) The first annual general meeting shall be held within **18 months** after the incorporation of the association, and thereafter within **5 months** after the end of its financial year.
- (c) The order of the business at the meeting shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) the consideration of the accounts and reports of the committee and the auditor's report (*if an auditor's report is required*)
 - iii) the election of committee members
 - iv) the appointment of auditors (*if required - see rule 10.5*)
 - v) any other business requiring consideration by the association in general meeting.

7.2 Special General Meetings

- (a) The committee may call a special general meeting at any time.
- (b) Upon a requisition in writing of not less than **five** of the total number of members of the association, the committee shall within two months of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a special general meeting is not convened within two months, as required by 7.2(b) above, the requisitionists, or at least **50%** of their number, may convene a

special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

7.3 Notice of General and Special General Meetings

- (a) Subject to 7.3(b), at least **14 days** notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) 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.
- (c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See rule 5.5.)
- (d) Where a notice is sent by post:
 - i. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - ii. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

7.4 Procedure at General Meetings

- (a) **Eight** members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (b) If within 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.
- (c) Subject to 7.4(d), the chairperson shall preside as chairperson at a general meeting of the association.
- (d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

7.5 Voting at General Meetings

- (a) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- (b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least **three** members, a question for decision at a general meeting must be determined by a show of hands.

- (d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

7.6 Poll at General Meetings

- (a) If a poll is demanded by at least **three** members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7 Special and Ordinary Resolutions

- (a) As defined in the Act, a special resolution of an incorporated association where the rules of the association provide for membership of the association means—

A resolution passed at a duly convened meeting of the members of the association if—

- (i) at least **21 days** written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
 - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than **three-quarters** of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

7.8 Proxies

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

8. Minutes

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

the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

9. **Dispute Resolution**

- (a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - i. a member and another member
 - ii. a member and the association
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within **14 days** after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (d) In this rule "member" includes any person who was a member not more than six months before the dispute occurred.

10. **Financial Reporting**

10.1 Financial year

The first financial year of the Association shall be the period ending on the next 30 September following incorporation, and thereafter a period of **12 months commencing 1 October and ending 30 September** 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.

10.3 Accounts and reports to be laid before members

If a prescribed association, the accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting. *Refer to section 35(6) of the Act*

10.4 Annual returns

If a prescribed association, the annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report. *Refer to section 36(1) of the Act.*

10.5 Appointment of auditor

If a prescribed association:

- (a) At each annual general meeting, the members shall appoint a person to be auditor of the association in accord with section 35 (2)(b) and 35 (4) of the Act.

- (b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- (c) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

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 or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for 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

- (a) If after the winding up of the association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- (b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

14. Rules

These rules may be altered (including an alteration to the association’s name) by **special resolution** of the members of the association. This includes rescision or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

The registered rules shall bind 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.

15. Standing Orders and By-Laws

The committee may establish a set of administrative standing orders, by-laws and other administrative procedures and policies not inconsistent with these rules and the Act, to facilitate the effective operation of the association. These and any alterations and or amendments shall be made available to members.

ENDS

Rules as approved by the Pork South Australia Formation Meeting 14/12/2012 and Industry Consultation Meeting 22/02/2013.

Signed _____

Chair Pork SA Proponents

date