

As amended on 15th June 2013

ASSOCIATIONS INCORPORATION ACT 1981

THE AUSTRALIAN LAVENDER GROWERS' ASSOCIATION INC.

RULES

NAME

1. The name of the incorporated association is THE AUSTRALIAN LAVENDER GROWERS' ASSOCIATION INC. (in these rules called "The Association").

2. DEFINITIONS

- (1) In these rules, unless the contrary intention appears –

"The Board" means the governing body of the Association.

"Financial year" means the year ending on the 31st March or such other date as the Board may from time to time determine.

"General Meeting" means a general meeting of members convened in accordance with Rule 11.

"Member" means a member of the Association.

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means regulations under the Act.

- (2) In these rules a reference to the Secretary of the Association is a reference -
 - (a) Where a person holds office under these rules as a Secretary to that position; and
 - (b) In any other case, to the public officer of the Association.
 - (c) The Secretariat shall carry out work coming into the Association as deemed necessary by the Secretary.

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

MEMBERSHIP

3. An Applicant for membership shall be made by completing and submitting to the Secretary, the appropriate application form together with the annual subscription. The membership will be approved by the Board.
 - (1) (a) **A Member** is a person or persons actually involved as a propagator or grower of lavender plants, for commercial usage and who applies for membership and is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscriptions payable under these rules.

(b) A Member should provide their ABN/ACN at the time of renewal of membership.

(c) A Member is entitled to one vote.

(d) Members of the Association must maintain the majority of overall membership.

(e) Members of the Association must maintain the majority of voting rights.

(2) (i) A Member who is a Partner in a Partnership or a Director of a Company may nominate another person from their partnership or company as an Affiliate Member who applies for membership and is approved for membership as provided in these rules is eligible to be an **Affiliate member** of the Association.

ii) Affiliate Member fees are to be determined by the Board providing all rules as provided are adhered to.

iii) An Affiliate Member is entitled to one vote.

iv) Affiliate membership shall not exceed Member classification

v) An Affiliate member may hold a position on the Board subject to the current composition of the Board.

(3) **An Associate member** is a person or persons who contribute to and benefit from the promotion and expansion of the lavender industry in Australia and who applies for membership and is approved for Associate membership as provided in these rules is eligible to be an Associate member of the Association on payment of the annual subscription payable under these rules.

a) An Associate member is entitled to one vote at an Annual General Meeting.

(i). Where Associate membership is a corporation or group they must nominate their delegate at least 24 hours prior to the meeting at which voting is to take place.

b) Associate membership should not exceed Member classification members.

c) Associate members may be eligible to stand for election to the Board, subject to the current 19 Sub Clause (d).

d) An Associate member may be seconded to the Board for a specific purpose, with all Board privileges and subject to current 19. Sub Clauses (f) and (g).

(4) **An International Member** is a person or persons. non resident in Australia interested in the Australian lavender industry and the promotion and education of the genus *lavandula*, and who is accepted for membership as provided in these rules is eligible to be an International Member of the Association on payment of the annual subscription payable under these rules.

(a) An International Member shall have no voting rights, but have access to TALGA conferences, at the appropriate registration fees, "invitation only" access to Annual General Meetings at the discretion of the Committee and receipt of the TALGA magazine.

(b) Fees to be determined by the Board from time to time.

(5) **A Life Member** is a member or former member who has given of their time and expertise with not less than 10 years of diligent service to TALGA.

(a) A Life Member may be nominated by a Member of the Association, supported by at least six other members with appropriate documentation to be placed before the Board for consideration at least 4 months prior to public recognition at the Annual General Meeting.

(b) Life Membership may only be granted by unanimous decision of the incumbent Committee, but may be re-nominated for further consideration.

The Board may at its discretion elect one Life Membership annually of such a person, as it may consider to be entitled to a Life Membership, by reason of special services rendered to the Association. The nominator and Board will take into consideration the following criteria for awarding a Life Membership:

- At least 10 years of diligent service to the Association.

The nomination should also consider:

- A high level of commitment to the aims of the Association and who demonstrates a high level of involvement beyond the norm given the volunteer nature of the Association and carrying out duties and promotion to the betterment and promotion of the Association and the lavender industry”.

(c) A Life Member receives all privileges of a Member without having to pay annual subscriptions.

(6) **An Honorary Member** is a person or persons who have given of their time and expertise to TALGA.

a) An Honorary Member can only be nominated by a Committee member with appropriate documentation and placed before the Committee for consideration prior to an AGM.

The Board will take into consideration the following criteria:

- Displays diligent service to the Association and has demonstrated a high level of commitment to the aims of the Association; and
- Demonstrates a high level of involvement beyond the norm given the volunteer nature of the Association and carrying out duties and promotion to the betterment and promotion of the Association and the lavender industry”.

b) Honorary membership may only be granted by unanimous decision by the incumbent Committee.

c) Honorary Members have no voting rights, may not be members of the Board and do not pay fees.

d) Honorary Membership will be bestowed on approved applicants.

(7) As soon as is practicable after the receipt of an application for membership, the Secretary shall with as little delay as possible, contact the Board who shall determine whether to approve or reject the application.

- a) Subject to Board review the Secretary shall contact the applicant as soon as possible to acknowledge acceptance as a member of the Association in the appropriate classification with their relevant entitlements.
- b) Subject to Board review the Secretary shall contact the applicant as soon as possible requesting additional information pertaining to their nominated classification for further review.
- c) Subject to Board review the Secretary shall contact the applicant as soon as possible advising that membership has been declined within their nominated classification, with a reason for declining the application.
- d) Subject to Board review, if/when a membership application is declined, all monies shall be refunded forthwith. (Note – “less the application or administration fee” deleted)
- e) Subject to Board review and in keeping with the current 3. (1) c) rule, membership *may* be declined, accepted or placed on a waiting list and advised appropriately that their application for membership has been approved forthwith and fees are now payable.
- f) Upon confirmation of membership the Secretary shall without delay enter the applicant’s name in the register of members acknowledging the acceptance of the applicant as a member of the Association

- g) A right, privilege, or obligation of a person by reason of his membership of the Association—
- a) is not capable of being transferred or transmitted to another person;
 - b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

4. The annual subscription shall be determined by the Board and is payable in advance on or before the 1st day of April each year.

If payment is not received within 30 days, a reminder notice will be sent to the member. If payment is not received within a further 30 days of the due date, the member will be notified that they have been removed from TALGA's membership and will not receive the benefits provided by membership of TALGA. A lapsed membership may be restored upon full payment of the outstanding dues within 90 days of the start of the financial year. Should a lapsed member reapply at a later date, they will need to reapply as a new member.

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Treasurer.
6. (1) A member of the Association who has paid all monies due and payable by him to the Association may resign from the Association by first giving twenty-eight days notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice the member shall cease to be a member.
- (2) After three months, a former member will be sent a formal letter advising them to desist using all TALGA logos and promotional material.
- (3) Upon the expiration of a notice given under sub-clause (1) the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

7. (1) Subject to these rules, the Board may determine by resolution to:
- a) expel a member from the Association;
 - b) suspend a member from membership of the Association for a specified period; or
 - c) fine a member in accordance with the regulations; if the Board is of the opinion that the member -
 - d) has refused or neglected to comply with these rules; or
 - e) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Board under sub-clause (1):
- a) does not take effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - b) where the member exercises a right of appeal to the Association under this clause, the resolution does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Board passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing-

- a) setting out the resolution of the Board and the grounds on which it is based;
- b) stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- c) stating the date, place and time of that meeting;
- e) informing the member that he may do one or more of the following:
 - i) attend that meeting;
 - ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association in general meeting of the resolution.

(4) At a meeting of the Board held in accordance with sub-clause (2), the Board -

- a) shall give to the member an opportunity to be heard;
- b) shall give due consideration to any written statement submitted by the member; and
- c) shall by resolution determine whether to confirm or to revoke the resolution.

(5) Where the Secretary receives a notice under sub-clause (3), he shall notify the Board and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(6) At a general meeting of the Association convened under sub-clause

- a) no business other than the question of the appeal shall be transacted;
- b) the Board may place before the meeting details of the grounds for the resolution and reasons for the passing of the resolution;
- c) the member shall be given an opportunity to be heard; and
- d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(7) If at the general meeting two-thirds of the members of the vote in person in favour of the confirmation of the resolution, the resolution is confirmed and in any other case the resolution is revoked.

ANNUAL, GENERAL AND SPECIAL MEETINGS

- 8. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be -

- a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- b) to receive from the Board reports transactions of the Association during preceding financial year;
- c) to ratify or otherwise the appointments of officers and ordinary members to the Board.
- d) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.

(5) The annual general meeting may transact special business of which notice is given in accordance with these rules.

(6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

9. All general meetings other than the annual general meeting shall be called special general meetings.

10. (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

(2) The Board shall, on a requisition in writing of members representing not less than ten per cent (10%) of the total number of members, convene a special general meeting of the Association.

(3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary, and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

(4) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date. The Secretary will be required to advise all members of the Special Meeting.

Note Paragraph (5) refunding all reasonable expenses to members convening a special meeting has been deleted.

NOTICE OF ANNUAL, GENERAL AND SPECIAL MEETINGS

11. (1) The Secretary of the Association shall, at least fourteen (14) days before the date fixed for holding a general meeting of the Association, cause to be given to each member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(3) A member desiring to bring any business before a meeting may give not less than 28 days before a meeting, notice of that business in writing to the Secretary, who shall, upon receipt of such notice refer the Notice to the Board who shall determine whether such business shall be included as business to be discussed at the next general meeting, or a subsequent general meeting.

PROCEDURE AT MEETINGS

12. (1) All business that is transacted at a meeting, all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of a meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Where the number of members of the Association is less than 100, twenty five percent of members personally present, and where the membership of the Association is in excess of 100, one third of the members present, (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement where applicable of an Annual General Meeting, a general meeting or a Special Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned until a date time and place to be fixed by those Board members present not exceeding 30 days from the date of adjournment and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall be a quorum.
13. (1) In the absence of the President, the Vice-President shall preside as Chairperson at each Annual General Meeting, general meeting or special meeting of the Association.
- (2) In the absence of President and the Vice-President from an Annual General Meeting, general meeting or special meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
14. (1) The Chairperson of an Annual General Meeting, general meeting or special meeting, at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where an annual general meeting, general meeting or special meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given in the case of the relevant meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising where applicable at an Annual General Meeting, general meeting, or special meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) Upon any question arising where applicable at an Annual General Meeting, general meeting or special meeting of the Association, a Member, Affiliate, Associate and Life member has one vote only and International Members and Honorary members shall not have a vote.
- (2) All votes shall be given personally and a member is not entitled to vote at any annual general meeting, general meeting or special meeting unless all monies due and payable by the member to the Association have been paid.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17. (1) If at a meeting a poll on any question is demanded by not less than twenty per centum of the present members it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question. .
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
18. A Member is entitled to appoint a proxy to vote on his or her behalf at an Annual General Meeting of the Association only as provided in these rules.
- (1) A Member can apply for a proxy voting document and upon submission of the "Form of Appointment of Proxy", to the Returning Officer no later than 24 hours prior to the appointed time of an Annual General Meeting can the appointed proxy vote. The proxy form shall show the items of business for resolution. One "Form of Appointment of Proxy" must be submitted for all resolutions to be voted upon and the "Form of Appointment of Proxy" may nominate the Chairperson or a financial member.
- (2) A proxy may only be selected from the Member or Affiliate Member classification who must have current membership of the Association in keeping with the rules as provided.

THE BOARD

19. (1) The affairs of the Association shall be managed by a Board constituted as provided in Rule 21.
- (2) The Board —
- a) shall control and manage the business and affairs of the Association;
 - b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
 - d) The Board shall consist of seven (7) persons with a minimum of five full category members with additional members from within the Affiliate, Associate or Life membership categories. Members co-opted to the Board will have no voting rights.
 - e) The Board shall have the right to appoint additional members to the Board for specific purposes for a time as specified by the Board.
 - f) Members of the Board must sign a "Confidentiality Agreement as soon as they are elected to the Board, prior to the commencement of any business transactions.
 - g) The Board may by unanimous resolution amend the Membership Classifications as deemed necessary by changing trends.

OFFICERS

20. (1) The officers of the Association shall be —
- a) the President

- b) the Vice President
- c) the Secretary
- d) the Treasurer
- e) Publications/Publicity Officer

(2) The provisions of Rule 21 so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

(5) The officers of the Association shall consist of members as per 19. Sub- clause (d)

21. (1) .Subject to 23 of the Act the Board shall consist of –

- a) the officers of the Association; and
- b) two other members -

each of whom shall hold office for a maximum of two years on an alternate basis until the annual general meeting after the date of election but is eligible for re-election commencing at the Annual General Meeting after this resolution is accepted by a majority of members present.

(2) Each ordinary member of the Board shall subject to these rules hold office for a maximum of two years on an alternate basis until the annual general meeting next after the date of election but is eligible to re-election'. At the first Board Meeting after the 2008 Annual General Meeting a lot will be drawn to determine which members serve 2 years.

ELECTION OF OFFICERS AND VACANCIES

22. (1) The Board must appoint a person to be the returning officer for the annual elections and for any by elections held within that year. The returning officer need not be a member of the Association and must not be a candidate or a member of the immediate family of a candidate at the elections.

(2) The returning officer is responsible for the conduct of the elections and may decide any relevant matter which is not determined by this Rule.

(3) The returning officer must call for nominations for election as a member of the Board at least two months before the date of the annual general meeting. All members must be notified of the call for nominations.

(4) Nominations must be:

- a) in writing
- b) signed by the nominator
- c) signed by the candidate

and must reach the address nominated by the returning officer in the call for nominations by the date stated on the call for nominations.

(5) A candidate may provide with the nomination a statement not exceeding 200 words in support of the nomination.

(6) If the number of nominations exceeds the number of positions vacant, the returning officer must prepare and send a ballot paper to each member at least one month before the date set for the close of voting. The returning officer must also send with the ballot paper a document containing any statements provided by the candidates, in the order in which the names appear on the ballot paper. The returning officer must not include any statements which are abusive or defamatory.

(7) The order on the ballot paper must be determined by lot.

(8) In order to vote, the member must strike out the names of candidates on the ballot paper so as to leave the required number of names, or a small number, remaining.

(9) Completed ballot papers must be received at the address set out in the call for nominations by 5 p.m. on the day fixed by the returning officer, which must be at least seven days before the date of the annual general meeting.

(10) The returning officer must count the votes and report the results to the annual general meeting.

(11) If insufficient nominations are received by the close of nominations, the returning officer must declare those nominated to be elected, and further nominations must be called for at the annual general meeting.

(12) If more nominations are received at the annual general meeting than there are vacancies, a ballot must be conducted by the returning officer at the annual general meeting. If the returning officer is present at the annual general meeting the meeting may appoint another person to conduct the ballot.

(13) The decision of the returning Officer on any matter relating to the elections is final, and no appeal may be brought from that decision.

BOARD VACANCIES

23. For the purposes of these rules, the office of an officer of the Association or of a member of the Board becomes vacant if the officer or member:
- a) ceases to be a member of the Association;
 - b) becomes an insolvent under administration within the meaning of the Corporation law;
 - c) resigns his office by notice in writing given to the Secretary;
 - d) becomes of unsound mind or a person who is liable to be dealt with in any way under the law relating to mental health.

PROCEEDINGS OF BOARD

24. (1) The Board shall meet at least 3 times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the board may be convened by the President or by any 4 members of the Board.
- (3) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted.

(4) Any four members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.

(5) No business shall be transacted unless a quorum is present and if within half an hour the time appointed for the meeting a quorum is not present the meeting shall stand adjourned until a new date, time and location can be determined by the Secretary of the Association.

(6) At meetings of the Board -

(a) the President or in the President's absence the Vice-President shall preside; or

(b) if the President and the Vice-President are absent -

such one of the remaining members of the Board as may be chosen by the members present shall preside.

(7) Questions arising at a meeting of the board or of any sub-committee of the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

(8) Each member present at a meeting of the Board or of any sub-committee or the Board (including the person pr,; the person presiding may exercise a second or casting vote.

(9) Written notice of each Board meeting shall be given to each member of the Board by delivering it to a member at a reasonable time before each meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode to arrive seven days after it is posted. A notice given by fax or other electronic means is taken to be given on the business day after it is sent.

(10) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.

(11) The Board is entitled to vote on the resolution by signing a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document may be used for signing by Officers of the Association if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Officer of the Association signs.

(12) The Executive Officers of the Association may meet as an Executive Committee and any discussions or recommendations must be ratified by the Board. The Secretary will take and distribute minutes of the Executive Committee meeting to the Board members.

MINUTES AND ADMINISTRATION

26. The Secretary of the Association or such other Board approved person or entity shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting

REMOVAL OF A MEMBER OF THE BOARD

27. (1) The Association in general meeting may by resolution remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first mentioned member.
- (2) With a member to whom the proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

DUTIES OF TREASURER

28. (1) The Treasurer of the Association -
- (a) shall collect and receive all monies due the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

CHEQUES

29. All cheques, drafts, bills of exchange, promissory notes; other negotiable instruments including electronic banking shall require two authorisations and be signed by any two of the authorised signatories of the President, Vice President, Treasurer or Secretary.

COMMON SEAL

30. (1) The Common Seal of the Association shall be kept in the custody of the Secretary. (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing Of the Common Seal shall be attested by the signatures either of two members of the Board

ALTERATIONS

31. These rules and the Statement of Purposes of the Association shall not be altered except by a special resolution of the Association that is a resolution passed by a majority of not less than three-fourths of such members of the Association in person or by proxy vote as being entitled to vote in person at an Annual General Meeting, a general meeting or special meeting of which notice specifying the intention to propose the resolution as a special resolution has been given in accordance with these rules.

NOTICES

32. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as letter, the document shall, unless the Secretary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

INCOME

33. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the purposes of the Association as set forth in the Statement of Purposes of the Association, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the member of the Association; provided that nothing herein continued shall prevent the payment in good faith of remuneration to any officers or Board members (being members of the governing body of the Association by whatever name called) or servants of the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest on money borrowed from any member or Board member of the Association or reasonable and proper rent for premises demised or let by any member or Board member to the Association and nothing herein

contained shall prevent any member or Board member of the Association being appointed to any salaried office of the Association or any office of the Association paid by fees.

WINDING UP

34. If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions Having objects similar to the purposes of the Association and whose constitution shall prohibit 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 rule 33 hereof, such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

FUNDS

35. The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determines.

CUSTODY OF BOOKS ETC.

36. Except as otherwise provided in these Rules the Secretary shall keep in their custody or under their control all books documents and securities of the Association.

ADDITIONAL OFFICERS OF THE ASSOCIATION

37. (1) The formation of TALGA Area Groups should be encouraged to support the development and prosperity of the lavender industry
- (a) Area Groups shall have their own Rules of Procedure as per approved guidelines and subject to Board application and approval. Members of each Group should be current members of TALGA.
 - (b) Area Group members should report on a quarterly basis or as requested to the Board and submit an annual report at least 21 days prior to the AGM.

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Appendix 1

ASSOCIATIONS INCORPORATION ACT 1981

THE AUSTRALIAN LAVENDER GROWERS' ASSOCIATION INC.

STATEMENT OF PURPOSES

1. The name of the Incorporated Association is THE AUSTRALIAN LAVENDER GROWERS' ASSOCIATION INC. (hereinafter called the Association).
2. The purposes for which the Association is established are:
 - a) to enhance the viability of growers and processors for sustainable horticulture.
 - b) to enhance and develop regional employment opportunities.
 - c) to develop national marketing strategies for import replacement and export enhancement.
 - d) to assist in the development toward a world competitive marketing in the lavender industry.
 - e) to foster and co-ordinate research and development in the lavender industry.
 - f) to facilitate and disseminate information to existing and prospective lavender growers.
 - g) for the collection conservation and preservation of the genius Lavendula.

Solely for the purpose of carrying out the aforesaid purposes and not otherwise the Association has power:

- i) to buy apply for acquire by lease licence exchange or hire give or accept options over let on lease licence or hire, sell, exchange, develop, manage and/or otherwise deal with and/or any real or personal property of whatsoever nature and kind and wheresoever situate;
- ii) to sell and/or otherwise dispose of the whole or any part of the business and/or property of the Association either together or in portions and for such consideration and/or on such terms and conditions as the Association may think fit;
- iii) to improve, manage, develop work, maintain, sell, lease, underlet, exchange, surrender, mortgage charge, dispose of and/or turn to account all or any part of the real *and/or* personal property for the time being of the Association wheresoever situate;
- iv) to subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association. PROVIDED that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great that imposed on the Association under or by virtue of the Rules of the Association.
- (v) to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association premises.
- vi) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges, which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the purposes of the Association. PROVIDED that in case the Association shall take or hold any property which may be

subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

vii) to enter into any arrangements with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Association's purposes or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

viii) to appoint, employ, remove or suspend such educators, managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

ix) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

x) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, altering or control thereof.

xi) to invest and deal with the money of the Association not immediately required in such a manner as may be permitted by law for the investment of trust funds.

xii) to borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.

xiii) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

xiv) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

xv) to take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.

xvi) to take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Association but subject always to the proviso in paragraph vi) of this Clause 2.

xvii) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations or otherwise.

xviii) to print and publish any newspapers, periodicals, books or leaflets that the Association may think it desirable for the promotion of its purposes.

xix) to produce, purchase use any films, video cassettes radio and/or television material that the Association may think desirable for the promotion of its purposes.

xx) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

xxi) to transfer all or any part of the property assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

xxii) to make donations for patriotic or charitable purposes.

xxiii) to do any other thing conducive to the aims and purposes of the Association.

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