

Constitution
of the
Interwinery Analysis Group Incorporated

Amended June 2021

Incorporation Registration Number: A20968

1. The name of the Group is THE INTERWINERY ANALYSIS GROUP INCORPORATED (Herein after called "THE GROUP")

Objects

2. The objects for which THE GROUP is established are:
 - A. To establish by regular cross analysis and evaluation of the results obtained, a high level of proficiency in the field of wine analysis.
 - B. To encourage investigation and research in all aspects of analytical methods relevant to wine and wine related products.
 - C. To secure for members of THE GROUP the advantage of co-operation and unity of action.
 - D. To hold meetings and generally encourage the acquisition and dissemination of useful information relating to wine and wine related products.
 - E. To adopt the following codes of professional ethics:
 - i. In the pursuit of their profession, all members of THE GROUP shall observe and be bound by the following code of ethics.
 - ii. A member shall endeavour to advance the profession of analytical methodology and techniques in wine science by participating in the meetings and activities of THE GROUP.
 - iii. A member shall not imply or use the name of THE GROUP in any promotional documentation without the permission of the committee other than to show that it is a member of THE GROUP.
 - iv. A member shall not make any public statements purporting to be the policy of THE GROUP without specific permission of all members of THE GROUP.
 - v. A member shall not, except in circumstances establishing privileges at law, make disparaging remarks or unjustified comment about other members.

- F. Reasonable criticism of a member's conduct or views at a meeting of THE GROUP shall be privileged.
- G. The income of THE GROUP shall be applied solely towards the promotion of the objects of THE GROUP as set forth in this Constitution and no position thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to the members of THE GROUP.
- H. THE GROUP may be wound up in the manner provided for in the Associations Incorporation Act. If upon the winding up or dissolution of THE GROUP there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of THE GROUP but shall be given or transferred to some other Group, Society or Body having objects similar to the objects of THE GROUP and whose Constitution shall prohibit the distribution of its or their income among its members.
- I. True accounts shall be kept of the sums of money received and expended by THE GROUP. The accounts shall be open to the inspection of the members.

Articles of the Interwinery Analysis Group Incorporated

- 3. In these relations "THE GROUP" means "The Interwinery Analysis Group Incorporated".

Powers of the THE GROUP

- 4. For the purpose of carrying out its objects, THE GROUP may, subject to the Associations Incorporation Act and its by-laws:
 - A. acquire, hold, deal with, and dispose of, any real or personal property; and
 - B. administer any property on trust; and
 - C. open and operate ADI accounts; and
 - D. invest its moneys:
 - i. in any security in which trust moneys may, by Act of Parliament, be invested; or
 - ii. in any other manner authorised by the rules of the association; and
 - E. borrow money upon such terms and conditions as the association thinks fit; and
 - F. give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
 - G. appoint agents to transact any business of the association on its behalf; and
 - H. enter into any other contract it considers necessary or desirable.

Members

- 5. The members of THE GROUP shall consist of any organisation or member deemed eligible by the Committee of THE GROUP.

Fees

6. All members shall pay fees, determined by the Committee on an annual basis.

Termination of Membership

7. Members of THE GROUP shall be terminated in the following circumstances:
 - A. When the Secretary receives written notice of resignation from a member.
 - B. By resolution of the Committee after members have been served with 90+ days invoices outstanding and no reason to vindicate the action have been provided to the Committee by the member. Such a resolution shall be by simple majority vote of the Committee.
 - C. By resolution of the Committee when for three consecutive occasions, the member has failed to submit results and has not indicated to the Committee reasons to vindicate the action.
 - D. Any member failing to abide by the objects in the Constitution as determined by the Committee.
8. A member who for any cause whatsoever ceases to be a member of THE GROUP shall not have any claim monetary or otherwise upon THE GROUP or its funds.

Meetings

9.1

- A. An Annual General Meeting shall be held once per calendar year usually during the months of May to December. Committee meetings shall be held at times determined by the Committee.
- B. A Special General Meeting may be called of THE GROUP at any time. Upon a requisition in writing of not less than thirty percent (30%) voting members of THE GROUP, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- C. The venues for such meetings shall be determined by the Committee and members notified by a notice according to By-Law 12.2.

Proceedings at General Meetings

9.2

- A. Ten 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 Special General Meeting convened upon the requisition of members shall

lapse. In the case of an Annual General Meeting, if a quorum is not present within 30 minutes of the time appointed the members present shall form a quorum.

- C. Subject to 9.2.D, the Chairperson shall preside as Chairperson at a general meeting of THE GROUP.
- D. If the Chairperson is not present within 10 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 Committee may chose a Committee Person to be the Chairperson of that meeting.

Minutes

9.3

- A. Proper minutes of all proceedings of general meetings of THE GROUP and of meetings of the Committee, shall be stored electronically within one month after the relevant meeting in a location kept for the purpose.
- B. The minutes kept shall be confirmed by the members of THE GROUP or the Committee at a subsequent meeting.
- C. The minutes 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 a meeting shall be deemed to be valid.

Committee

10.1 Powers and Duties

- A. The affairs of THE GROUP shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by THE GROUP in general meeting.
- B. The Committee has the management and control of the funds and other property of THE GROUP.
- 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.

Notice of appointment and any change in the identity or address of the public officer must be lodged within one month after the change (with CBS).

10.2 Appointment

- A. There shall be at least six Office Bearers; Chairperson, Immediate past Chairperson, Secretary, Statistics Secretary, Treasurer and Systems Manager.
- B. There shall be a maximum of five other Committee Persons.
- C. A Committee member may hold more than one office at the discretion of the Committee.
- D. Where the Chairperson has been elected for second and subsequent terms, a Deputy Chairperson may replace the Office of Immediate Past Chairperson.

10.3 **Disqualification of Committee Members**

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

- A. Disqualified from being a committee member by the Associations Incorporation Act.
- B. Expelled as a member under this Constitution.
- C. Deemed by the Committee to be in violation of the Interwinery Analysis Group Deed of Assignment and Confidentiality.
- D. Permanently incapacitated by ill health.
- E. Absent without apology from more than four meetings in a financial year.

Constitution

11.

- A. This constitution may be altered (including an alteration to THE GROUP's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- B. The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- C. The registered rules shall bind THE GROUP 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.

By-Laws

12.1

- A. The Committee shall have such power from time to time to make, amend and repeal such By-Laws as in its opinion are necessary and desirable for the proper control, administration and management of THE GROUP'S operations, affairs, interests, offers and property.

- B. Every By-Law when in force shall be binding on all members and shall have the same effect as the Articles.
- C. In addition to the power of the Committee as set out in sub-paragraph 12.1 (A) hereof any By-Law made by the Committee may be amended by the members or repealed at a meeting subject to the provisos hereinafter mentioned.
- D. Proposal for By-Laws or the Amendment of By-Laws may be initiated by the Committee or by a written submission to the Secretary over the signatures of not less than thirty percent (30%) voting members of THE GROUP.
- E. Each proposal shall be considered by the Committee and shall be communicated to all members prior to being amended or repealed.
- F. Amendment or repeal of an existing By-Law shall be ratified by simple majority vote of members. The procedure for such ratification shall be provided in the By-Laws.
- G. Members shall be notified of alterations to the By-laws by the Committee causing details of such alterations to be published in the minutes of the subsequent meeting after such alterations.

Notices

- 12.2 A notice may be given by THE GROUP to any member either in person or by sending it by email or post to the registered address supplied by the member of THE GROUP as per By-Law 12.6.

Where a notice is sent by post, the service of the notice shall be deemed effective if the letter containing the notice is properly addressed, paid for and in the case of a notice of meeting, is posted to arrive with sufficient warning. Where a notice is sent by email the transmitted acknowledgement is deemed sufficient evidence of acceptance.

Notice of a meeting at which a special resolution is to be proposed shall be given at least 30 days prior to the date of the meeting.

Membership

- 12.3 Membership is open to any laboratory which is actively involved in the analytical assessment of wine and wine related products.

Lifetime Recognition Recipient

- 12.4 The committee can, at its discretion, choose to recognize a body or person, for significant contributions to THE GROUP or the area of wine analysis over a significant period of time. A Lifetime Recognition Recipient is not classified as a membership and shall have no voting rights or influence on THE GROUP's activities.

Application for Membership

- 12.5 An application for membership of THE GROUP shall be lodged on an official application form. The completed application form shall be forwarded to the Committee.

The Committee or its nominated agent shall examine the application, determine if the applicant meets the membership criteria and make a decision on suitability for membership. In all cases final acceptance of a membership is at the discretion of the Committee.

The Committee or its nominated agent shall notify the applicant of the decision.

Register of Members

- 12.6 A register of members shall be kept and contain:
- A. The name and address of each member.
 - B. The email address of each member.
 - C. The phone number of each member.
 - D. The date on which each member was admitted to, or resigned from, THE GROUP.
 - E. The date of and reason(s) for termination of membership (if applicable).

Accounts and Audit

- 12.7 At least once in every year the accounts of THE GROUP shall be examined independently by an external Auditor approved by the Committee who shall report in writing to the members of THE GROUP. This shall include financial reporting.

Fees

- 12.8 Fees shall fall due on the first day in September each year and shall be payable to THE GROUP within 30 days of issue of invoices. The financial year of THE GROUP shall be September to August.

The annual fees for the ensuing year shall be determined by the Committee not later than July.

The Committee shall notify all members of fee charges prior to the thirty-first day of July for the forthcoming financial year.

Voting

- 12.9 Each member shall be entitled to one vote.

Whenever a ballot is required, the Committee shall notify all members according to By-Law 12.2 Notices, presenting the issue as tabled by the Committee.

Members shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, attend and vote at any general meeting of the association or submit a signed vote via registered email or post as per By-Law 12.6.

Members shall be required to respond to such an article within 30 days of receipt. The counting of votes shall be the responsibility of two Committee Persons who shall inform the Committee of the result.

The Committee shall notify all members according to By-Law 12.2, within one calendar month of a result being declared.

Election of Officers

12.10 The Officers shall be elected for a term of office of two years. Each year half of the Committee positions shall be declared vacant. In the subsequent year, the other positions being declared vacant. A Public Officer shall be elected by the Committee from one of the Committee members. The Public Officer shall be 18 years or older and be a resident of South Australia as per the Associations Incorporation Act.

12.11 If a position becomes vacant during a term of office (e.g. disqualification or resignation) the Committee shall appoint a temporary or casual appointment to cover the office bearer position from within the existing committee.

Nominations and Elections

12.12 At the first Committee meeting of each calendar year, the nominations for the Committee positions shall be sought. At the second Committee meeting nominations for the Committee persons shall be tabled and if necessary, a ballot arranged. The Committee shall then issue ballot papers to all members according to By-Law 12.9 within fourteen days. At the next Committee meeting, the votes shall be counted according to By-Law 12.9, and the new Committee determined. The new Committee shall be announced to the members by written or verbal communication as appropriate.

Office bearers will be appointed by vote of the Committee once the overall Committee has been decided, generally at the second meeting of the year or at the third if an election is necessary to determine the Committee. Election of office bearers may only happen if a suitable quorum of Committee members is available. Committee members will ideally have a minimum of two years on the Committee before bearing an office position.

A quorum for a Committee meeting shall be half plus one Committee members and include at least three office bearers.

Dispute Resolution

12.13

- A. The dispute resolution procedure set out in this By-Law applies to disputes under this Constitution between:

- a member and another member, or
 - a member and THE GROUP.
- B. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 30 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.

Office Bearers

12.14

Chairperson: shall conduct the proceedings of each meeting.

Immediate Past/Deputy Chairperson: shall advise and assist the Chairperson in their duties.

Secretary: shall arrange minutes to be taken at all meetings. May notify members of meetings and distribute minutes and agendas of all meetings. May liaise with Organisations on behalf of THE GROUP in accordance with decisions made by THE GROUP.

Statistics Secretary: shall coordinate the statistical evaluation of the results of all proficiency tests undertaken by THE GROUP and the distribution of results to members.

Treasurer: shall control the finances of THE GROUP.

Systems Manager: shall ensure THE GROUP's quality manual and quality systems are maintained and meet the requirements of ISO 17043.

Public Officer: shall liaise with corporate affairs and the community at large on behalf of THE GROUP in accordance with the Associations Incorporation Act.

Committee Persons

12.15 Committee Persons shall assist with the administration of THE GROUP specifically in areas such as procuring samples, freight control, membership and statistical evaluation of the results.