

# **Member By Laws**

**of**

**NURSERY & GARDEN INDUSTRY NSW & ACT LIMITED**

**(ACN 001 075 574)**

**(ABN 36 001 075 574)**

**(A Company Limited By Guarantee)**

**November 2012**

**Version 1.0**

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## 1. Introduction

The policies set out in this Manual comprise Rules made or adopted by the Board of the Nursery & Garden Industry NSW & ACT Limited (The Company), which are current and in force as at the date of issue of this Manual.

All Rules set out in this Manual are to be read in conjunction with the Constitution of Nursery & Garden Industry NSW & ACT Limited and where any conflict arises, the Constitution prevail, so that a Rule is invalid if inconsistent with any article.

Any reference in the manual to “NGINA” is a reference to the Company, Nursery & Garden Industry NSW & ACT Limited (ABN 36 001 075 574).

This Manual contains all the Rules in operation as at the 30<sup>th</sup> September 2012, and is published by order of the Board at that date.

## 2. Membership

Version Number	-	1
Responsibility	-	Company Secretary
Date last updated/ approved by the Board	-	18 November 2009
Location of original policy	-	<i>Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on <a href="http://www.ngina.com.au">www.ngina.com.au</a></i>
References	-	<i>Refer to Member Benefits and application form</i>

### Overview

(Overview of who can apply for membership and the process for application)

A Membership Application Kit will be forwarded to prospective Members. The Kit should include -

- Membership Application Form
- NGINA Policies & Procedures

All applications must include the signature of a proposer who must be a full (not provisional) financial member of the Association.

The NGINA Office will check trade and customer references. The authorisation for this to be undertaken is contained in the Membership Application Form. NGINA may, in addition to the above, contact other sources to determine bone fides.

Applicants will also be required to provide written confirmation that they have in place a minimum of \$10 Million Public Liability cover for its business.

A Membership Committee of at least 2 will be appointed to review each applicant. This committee will be chaired by a Committee Member.

The Membership Committee will consider the following matters:

- a) The length of time in the relevant business and the Applicant's general business standing and reputation.
- b) Validity of all current insurance policies held by the applicant including Public Liability Insurance.
- c) The category in which membership is to be listed.
- d) The knowledge and experience of the applicant in the intended area of operation including educational background and attendance at NGINA training courses.
- f) Whether the applicant has agreed to accept mediation decisions of NGINA.
- g) Whether the applicant understands and accepts the NGINA Constitution, Policy & Procedures and Code of Ethics.
- h) Whether the applicant accepts full compliance with all legal obligations including statutory requirements.

After the review and after examining any additional documentation provided by the applicant, or any written evidence from existing members, the Membership Committee shall make a recommendation to the Board as to whether the application should be accepted or rejected, or should be delayed or deferred for a nominated period of time, either on the basis that a further application should then be made, or that the Committee should consider the present application at a future nominated date.

## **2.1 Membership Categories**

1. Industry Member (Full) – means a person undertaking Industry Business. An Industry Member who qualifies as a Financial Member shall be entitled to:
  - a) vote at all Member meetings;
  - b) stand for election as a Director; and
  - c) access Member services and benefits as outlined in these Member By Laws.
2. Honorary Member – means any person that in the opinion of the Board is deserving of Honorary Membership. While Honorary Membership ordinarily shall not exceed twelve months, it may be permanently bestowed on a person who has been associated with and who has contributed in an exceptional manner to the Industry or to the Company. A Honorary Member shall be entitled to:
  - a) appointment as a Director; and
  - b) access Member services and benefits as outlined in these Member By Laws.
3. Life Member – means a person who has rendered distinguished and meritorious service to the Industry and who after investigation and recommendation of the Board is elected at a General Meeting by Special Resolution. A Life Member who qualifies shall be entitled to:
  - a) vote at all Member meetings; and
  - b) access Member services and benefits as outlined in these Member By Laws.

4. Affiliate Member – means a person who is associated to the Industry by reason of teaching or training or any other involvement with the Industry and the Company. An Affiliate Member who qualifies as a Financial Member shall be entitled to:
  - a) appointment as a Director; and
  - b) access Member services and benefits as outlined in these Member By Laws.
5. Student Member – means a person undertaking Industry Business who is not eligible to become an Industry Member. A Student Member who qualifies as a Financial Member shall be entitled to:
  - a) access Member services and benefits as outlined in these Member By Laws.

### 3. BOARD OF DIRECTORS

<b>Version Number</b>	-	<b>1</b>
<b>Responsibility</b>	-	<i>Company Secretary</i>
<b>Date last updated/ approved by the Board</b>	-	<b>New</b>
<b>Location of original policy</b>	-	<i>Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on <a href="http://www.ngina.com.au">www.ngina.com.au</a></i>
<b>References</b>	-	<i>Refer to Constitution, Board Matters folder on File Server.</i>

#### 3.1 Overview

Board Members are elected or appointed onto the Board in accordance with the company's Constitution. All new Board members are required to complete a 1-day induction (including corporate responsibility briefing, portfolio explanation/ goal setting, confidentiality and conflict of interest instruction and governance process training). The Induction program for new Board members will be approved and authorised by the Board and may be varied from time to time and is managed by the Company secretary.

Each elected Board member will be expected to carry out their duties in accordance with the various legal and regulatory requirements and to always act in the best interest of the NGINA and its members.

Each Board member may be allocated responsibility for a nominated portfolio and/ or membership category and is expected to undertake these responsibilities in accordance with the instructions from the Board.

As identified in the Constitution the Board has the authority to establish a committee and to delegate appropriate authority to each committee. When establishing a committee the Board will document a Charter for each committee which includes:

- Composition
- Roles and responsibilities
- Delegated Authority
- Reporting responsibilities
- Meeting time

Each committee will be able to nominate a Chair and determine meeting dates and agenda for meetings.

#### 3.2 Board Portfolios

Each Board Member may be allocated a portfolio, and/ or asked to form a working Sub-Committee for that portfolio. Current portfolios are:

- List of portfolios and roles of each

The purpose of Sub-Committees is:

- a) To spread the workload more evenly amongst Members
- b) To gain a wider Member input to help formulate Policy

- c) To groom, train, and evaluate future Board Members

The function of a Sub-Committee is to provide input into the formulation of Policy as a recommendation to the Board, which may or may not approve such recommendations with or without amendments.

A Sub-Committee has no power of its own to give directions to any member or the Manager or to otherwise implement Policy. A Sub-Committee may meet as the workload demands, as determined by its Chairman.

Sub-Committees should be formed in the following portfolios:

- a) Accreditation
- b) Grievance (complaints and disciplinary)
- c) Finance and Investment
- d) Training and Education
- e) Trade Day
- f) Events

### 3.3 CREDENTIALS OFFICER

The Board shall appoint a Credentials Officer for general supervision of all Grievance matters (complaints handling, dispute resolution and disciplinary procedures), to ensure they are carried out in accordance with the requirements of the Constitution of the Company and of these By Laws, as well as appropriate principles of procedural fairness or natural justice and/or other applicable laws.

The Credentials Officer must be a member of, or a nominated representative of a member of the Company, but need not necessarily be a member of the Board.

The Credentials Officer shall be the appointed Chair of the Grievance Committee.



#### 4. ELECTION OF DIRECTORS

Version Number	-	1
Responsibility	-	<i>(Identify the person within the organisation responsible for updating or maintaining this policy)</i>
Date last updated/ approved by the Board	-	New
Location of original policy	-	<i>Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on www.ngina.com.au</i>
References	-	<i>Refer to Constitution, Board Matters folder on File Server.</i>

##### 4.1 Overview

This procedure aims to set out the rules governing the nomination for and election of directors of the Company. Any member (other than a student member) may nominate an eligible person for election as a director. The eligible person must either be a current individual member of NGINA or a nominee of a current corporate member.

The nomination shall be in writing and delivered to the NGINA office not later than 14 days before the date upon which the postal ballot of members for the election is to be conducted. The nomination shall require a seconder.

The nomination form shall carry an endorsement signed by the nominee indicating his or her consent to act as a director.

##### 4.2 NOMINATIONS FOR DIRECTOR

- a) Not less than eight (8) weeks prior to the date fixed for the general meeting, the Board shall appoint an independent returning officer who is not a member or employee of the NGINA to be the returning officer.
- b) Not less than seven (7) weeks prior to the general meeting, the Secretary shall invite nominations to become a Director of NGINA to fill any vacancies on the Board. Such nominations shall be posted to the Secretary so as to reach him at the registered office of the Company or be handed to that office before 4p.m. on the date appointed as the date for closing of nominations.

Nominations shall be on a form provided by the Board and shall clearly show the name, and be signed by the nominee. In any case where the nominee is the employee of a member, then that member must in writing, acknowledge approval of such nomination.

A nomination closing date shall be fixed not less than four (4) weeks prior to the date of the annual general meeting when the Secretary shall declare the nominations closed and certify the returning officer that at the date of nominations, candidates are financial members of the Company. A nomination of a non-financial member shall be invalid.

- c) The returning officer shall cause to be printed ballot papers, directions for voting, voter's envelopes and return addressed envelopes. Within ten (10) days of the declaration of nominations, the returning officer, having initialled the ballot papers shall forward ballot

papers to each valid member or nominee of a corporate member as at the date of declaration of nominations in accordance with the list of financial members whose names appear in the register supplied and certified for that purpose by the Secretary, this list shall be termed the electoral roll for the relevant year. The ballot papers shall comprise a first paper listing the candidates for the vacant positions on the Board, directions for voting, a ballot inner envelope, and an outer envelope pre-addressed to the returning officer. The ballot shall close at 4 p.m. on a date not later than three (3) clear days prior to the Annual General Meeting. Any financial member (or nominee of financial corporate member) not being a candidate for election may give notice of intention to attend the counting of the ballot in the capacity of scrutineer. The ballot shall not, without proof to the contrary, be deemed to have been improperly conducted whether or not any scrutineers were in attendance throughout the ballot.

- d) The procedure for counting the ballot shall be by preferential voting.
- i) The quota for election shall be one half the number of votes cast plus one. If a candidate has a quota in the first count, he shall be declared elected and his preference votes distributed. If such distribution gives a further candidate a quota, he shall be declared elected and so on. If at any count no candidate has achieved a quota, the preferences of the candidate with the lowest number of votes shall have his preferences votes distributed to the other candidates and this process shall continue until a candidate receives a quota and is elected, in the event of a tied vote, the position will be determined by a drawing of lots arranged by the returning officer with a scrutiny or a nominee from the Board present. Generally the election is to be conducted in a manner that is satisfactory to the Board of the Company.
  - ii) A valid vote shall be a vote in each section of the ballot where a series of numbers commencing with figure 1 (one) has been placed in each box or square, clearly indicating the voter's order of preference for every candidate nominated in that section of the ballot.
  - iii) As the last item of business at the Annual General Meeting the Board Members shall, on the certification of the returning officer, be declared elected and their predecessors shall retire from office.

#### 4.3 CONDUCT OF POSTAL BALLOT

At the closing date for nominations the Office shall determine whether the number of valid nominations exceeds the number of directors which the Board has determined should be elected for the forthcoming year. If so, the Office shall issue ballot papers at least 21 days prior to the date set for the Annual General Meeting of the Company that year.

The ballot paper shall be posted or emailed to all members (other than associate members) at their last known address in the register of members and be accompanied by proper voting instructions, such information about the candidates as the Board may approve for circulation and a notice indicating when the voting period expires.

The ballot paper shall show a box beside the name of each candidate. Votes shall be cast by ranking each candidate(s) by placing a number, starting at one( 1), in each box against the preferred candidate(s) to be elected.

#### 4.4 VOTING PROCEDURES

The ballot papers shall be returned to the Officer either by post, email or fax transmission and must be received at the Nursery & Garden Industry NSW & ACT Limited office by no later than 4 p.m. on the last day before the voting period expires.

At the expiry of the voting period the Office shall determine and count validly completed ballot papers and declare elected that number of candidates which is equal to the number of directors to be elected, being those candidates who have received the largest number of votes on the valid ballot papers.

Voting by proxy is not permitted. If an individual member wishes to vote other than personally or if any corporate member wishes to vote other than through its nominated representative, a Power of Attorney in favour of the voting party must be produced to the Office and found acceptable.

The Office shall notify the successful candidates within 24 hours of the conclusion of vote counting so that the successful candidates, upon taking office as directors at the AGM may hold the Board meeting referred to in the Constitution.

#### 4.5 ELECTRONIC VOTING

The Board will determine the operator of the e-voting software and advise members of the full procedures to register and vote online. Once logged in, members can select the chosen candidate(s) by rank in order of preference, following the method of preferential voting, as described above in 4.2 (d).

Once the votes are submitted, the system will create a confirmation with a voting reference, which can be used by the member to verify that the vote has indeed been cast.

Once the voting period is closed, the system will calculate the results according to the preferential voting method as described above.

## 5. Responsibilities of Regional and Special Interest Groups of the Board

Version Number	-	1
Responsibility	-	Company Secretary
Date last updated/ approved by the Board	-	18 November 2009
Location of original policy	-	Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on <a href="http://www.ngina.com.au">www.ngina.com.au</a>
References	-	Refer to Constitution, Board Matters folder on File Server.

### Introduction

Regional and Special Interest Groups (SIGs) as endorsed by the board operate under the legal entity of the Nursery & Garden Industry NSW & ACT Limited (NGINA), which is a Company Limited by Guarantee. The constitution of NGINA applies equally to regional groups and SIGs.

Members elected to the committee of these groups should be full members (including Life Members) of the association. If your committee comprises other membership types, such as Affiliate, Student or Honorary Member, such committee members are not entitled to cast a vote.

They may propose a motion, but the Chair must call upon a valid member to move the motion proposed.

All meeting procedures fall under the constitution of NGINA.

Membership on committees allows participation in decision making processes and representation of needs and objectives. The members of the group must elect the Committee. The Committee elects the Chair and all office holders must be notified within 24 hours of an election or change of committee member through resignation to the company secretary.

There is no ideal size for a committee. The function will largely determine the size. As the committee increases, access to information increases but co-ordination of information decreases.

A committee's size is determined by its purpose:

- Keep membership small if quick action is required.
- Create a large committee if it is important to have more members actively participating. Larger committees usually enable the organisation to hear more viewpoints and options.
- Use a small committee when seeking administrative direction.

### Committee Framework

The ideal committee framework comprises the following functions –

#### 1. Objectives

It is important to have clear objectives to be agreed on, in line with the purposes of the Association.

#### 2. Strategic Plan Relationships

It is important to consider the issue of the regional group's relationship with the organisation's Strategic Plan.

### **3. Self assessment**

Any committee will benefit from being very aware of its performance.

The importance of this is to focus the members on what they may be doing well and what areas may be improved.

### **4. Reporting requirements**

One thing that is very critical relates to the committee's reporting requirements. Both the reporting body (the committee) and the recipient body (The Board or Chief Executive Officer) need to have clearly addressed what are the expected reporting requirements.

### **5. Annual review**

Ideally, an Annual Performance Review should be conducted prior to the Regional AGM, which addresses the following-

- Has the Committee Framework been followed and has the Group fulfilled its objectives for the year?

These answers form part of the Councillor's report.

### **6. Accountability**

A committee should provide a summary to its members at its AGM and to the NGINA Board (Councillors Meetings) on its key objectives for the year, issues it has addressed and appropriate action and outcomes and its financial performance highlighting any potential liabilities.

## 6. PROCEDURE FOR REGIONAL AND SPECIAL INTEREST GROUPS

Version Number	-	1
Responsibility	-	<i>(Identify the person within the organisation responsible for updating or maintaining this policy)</i>
Date last updated/ approved by the Board	-	New
Location of original policy	-	<i>Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on <a href="http://www.ngina.com.au">www.ngina.com.au</a></i>
References	-	<i>Refer to Constitution, Board Matters folder on File Server.</i>

### MEETINGS:

Meetings can be one of two types: Special or General.

Special meetings include the AGM and any extraordinary meeting called for the purpose of conducting specific business which requires a special resolution.

General meetings are those at which general business is conducted and general resolutions are made. (including the appointment of the committee of that group).

### NOTICE OF MEETINGS

Special: At least 21 days

General: At least 14 days

Notice of Meeting (Agenda) should be written and distributed to all members of the said group at least four days before the notice time and must specify the place, date and time of the meeting and the nature of business.

Notice of Meeting for a special general meeting must also include any resolution that is the purpose of that meeting.

### QUORUM

The quorum for voting must be a minimum of 4 financial members of that Group.

If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day during the next week at the same time and place or to such other day, time and place as the Executive may by notice to the Members appoint but such period shall not exceed twenty-one (21) days. If at such adjourned meeting a quorum is not present, Members who are present shall be a quorum and may transact the business for which the meeting was called.

### MINUTES

Minutes of all meetings must be circulated to the members and sent to the Company Secretary of the NGINA. Minutes once accepted must be signed by the Chair and kept securely for a period of not less than seven (7) years.

#### **VOTING**

- a. On any question arising at a general meeting of the association a member has one vote only.
- b. All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- c. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- d. A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

For all other enquiries, refer to the NGINA Constitution. If it is not covered within the NGINA Constitution, then refer to the Model Rules in the Act.

## 7. Council of NGINA

**Version Number** - 1

**Responsibility** - *Company Secretary*

**Date last updated/  
approved by the Board** - 18 November 2009

**Location of original policy** - *Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on [www.ngina.com.au](http://www.ngina.com.au)*

**References** - *Refer to Constitution, Board Matters folder on File Server.*

- a) The Council of the NGINA shall comprise of the Members of the Board ex officio and one nominee from each Regional Branch or Special Interest Group.
- b) Each Member of the Council of the NGINA shall be designated a Councillor of the Company.
- c) Nominations of Councillors by Regional Branches and Special-Interest Groups shall be made to the Secretary within thirty (30) days of the declaration of the poll for the election of the NGINA Board at the Annual General Meeting of the Company. A Councillor representing a Regional Branch or a Special-Interest Group shall continue in office until the Secretary shall have received notice of the nomination of any successor.
- d) The President shall preside at every meeting of the Council, or if not present or if unwilling to act as Chairman, then the Councillors present may elect their own Chairman. The Chairman shall, in any case where the voting is equal, have a casting vote.
- e) A quorum of the Council shall be one half of its Membership plus one.
- f) The Council shall meet at least once in each year for the transaction of business and at such other times as may be deemed necessary. The Secretary will keep a record of all Councillors present and all resolutions and proceedings of the Council shall be entered in a minute book to be provided for that purpose.
- g) Any two (2) Members of the Executive or any five (5) Councillors may instruct the Secretary to convene a meeting of the Council specifying the business to be considered. The Secretary shall serve notices of the meeting on all Councillors.
- h) The meeting shall be held at the earliest practicable date.



## 8. President's Role and Responsibilities

Version Number	-	1
Responsibility	-	Company secretary
Date last updated/ approved by the Board	-	1 February 2010
Location of original policy	-	Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on <a href="http://www.ngina.com.au">www.ngina.com.au</a>
References	-	Refer to Constitution, Board Matters folder on File Server. Delegation of Authority policy, Expense policy.

The following is a description of the role, objectives, expectations, payments & expenses as a President on the Nursery & Gardening Industry of NSW & ACT Board of Directors.

### Role of the President

To be responsible for the integrity of the governance process, including effectiveness of meetings and the Board's adherence to its own rules.

### Objectives

- a. To ensure proper coordination of the board's tasks.
- b. to ensure the diverse views of the organisation are represented at state level.
- c. To ensure the views of the State Board are communicated to various management levels through the CEO

### Functions

- a. Align state activities to the strategic goals and objectives of NGIA
- b. Administer affairs of the state in accordance with the Constitution.
- c. Preside at all Board meetings, Special General Meetings and the AGM.
- d. Act as an ex-officio member of all sub-committees.
- e. Ensure State office bearers fulfil roles as required.
- f. Preside over State events and make members and guests welcome.

### Expectations

- Attend Board of Directors meetings & Chair this meeting.
- Attend Annual Awards/ Christmas Dinner
- Attend industry meetings when necessary (or delegate to a Director) in the regions throughout the 2 year term.
- Meet &/or contact by phone industry members to discuss matters in their regional areas & matters the association are proactively promoting or working on to help the industry.
- Attend meetings which require the Presidents attendance (or delegate to a Director).
- Attend social functions, Garden Leaders luncheons, senior's day, Next Gen or other industry organised functions when appropriate.

- Write a Presidents column every second month for the Nursery News.
- Attend the National NGIA Conference
- Attend the State Conference
- Approve and /or countersign expenses as determined by delegation of authorities' policy.
- Set priorities with the CEO for the direction of the NGINA
- Ensure the financials for the NGINA are in order.
- To be a signatory for all statutory documents such as ATO and Banking requirements.

#### **Payments**

- Provide an invoice every month for payment.
- President's annual allowance shall be determined by the Board and will include an annual cost of living adjustment.
- Board sitting fees as determined by the Board.

#### **Expenses**

- Expenses incurred due to meetings and approved association business can be claimed.
- Allowable expenses are –
  - Accommodation
  - Airfares
  - Car Hire
  - Car Parking
  - Tolls & Fuel
  - Kilometres travelled in personal vehicle (\$ per km as per the Company's Travel Reimbursement Policy)
  - Taxi Hire
  - Meals while travelling
  - Meals for VIP guests
  - Mobile phone reimbursement as authorised by the Board.
  - Payment of National & State Conferences expenses including accommodation, travel, incidental & conference fees
  - Payment for each day of attendance at National Consultation Meetings at the prevailing board sitting / reading fee rate.
  - Annual Awards Night for President & Partner.
- Provide supporting documentation & invoice every three months for payment.
- Expenses levels as per Company's Policy and Procedures Manual.

#### **Declaration of Interest**

Should any Board Member have any direct or indirect interest in any contract or proposed contract with the association, they should declare their interests before the committee and should unless provided or otherwise, leave the room when the matter is under discussion. The declaration of interest, and the fact that they were not present during consideration of the matter should be recorded in the minutes.

## 9. Role, Expectations, Payments and Expenses – Directors

Version Number	-	1
Responsibility	-	Company Secretary
Date last updated/ approved by the Board	-	1 February 2010
Location of original policy	-	Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on <a href="http://www.ngina.com.au">www.ngina.com.au</a>
References	-	Refer to Constitution, Board Matters folder on File Server. Delegation of Authority policy, Expense policy

The following is a description of the role, expectations, payments & expenses as a Director on the Nursery & Gardening Industry of NSW & ACT board of Directors

### Role of Directors

There are 5 main roles of the Board which include the areas of law, policy and corporate strategy, accountability, public relations and risk management.

### Body of Knowledge

#### 1. Law

The Board upholds the Constitution of the organisation. This is a legally binding document that governs the scope of activities in the organisation. It is a contract between members, the Directors and the organisation itself to conduct themselves according to the terms of the Constitution and the relevant law. The constitution must be reviewed regularly to ensure that it remains relevant.

Each Board member is personally liable for the proper governance of the organisation, and will be held accountable via the various duties and responsibilities imposed by law.

The Board is responsible to various regulatory bodies under the relevant legislation and regulations e.g. WorkCover, Australian Securities and Investment Commission, Office of Business and Fair Trading etc.

For instance, there should be a written record of proactive involvement at the Director level in occupational health and safety matters. To support the aforementioned, Directors could be able to show involvement in the following:

- a. Incorporation of health and safety policies into the organisation's action plans. The Board of directors must review and approve the plan annually.
- b. Keeping themselves informed of what is being done to reduce risk of injury, performance and assessment of the performance in achieving of the same. A report to the board should include statistics on:
  - the injuries
  - significant events causing injury
  - action taken to improve the occupational health and safety management system, and
  - performance against an occupational health and safety plan
- c. Awareness of occupational health and safety training which takes account of the legal responsibilities of the organisation.

## **2. Policy and Corporate Strategy**

The Board sets the Mission statement and Strategies of the organisation, and approves the action plans.

The Board determines on-going policy and major programs in light of the mission statement and strategies.

## **3. Accountability**

The Board is accountable for the overall performance of the organisation. The Board must be confident that deadlines are being met, policies are being observed, objects are achieved and standards of performance are being reached.

Individual board members must represent the best interests of the organisation, not factional interests. This means that Board members must vote in the best interests of the organisation, and not according to 'party lines'.

The Board approves and monitors the Code of Ethics.

The Board hires the Chief Executive.

The Board approves and monitors the financial plans of the organisation.

The Board approves the budget and monitors actuals v budget.

## **4. Public Relations**

The Board ensures that members are kept informed and involved in the activities of the organisation.

Board members represent the organisation at appropriate functions and meetings.

The Board approves public relations policies for the organisation and establishes the image the organisation wishes to project.

## **5. Risk Management**

The Board ensures that it understands the risks that the organisation faces in its activities.

The Board monitors the appropriate risk management strategies that need to be in place to manage the identified risks: e.g. insurance, succession planning, internal controls.

The operating environment of organisations is riddled with risks. Most risks are obvious. Risks such as the year 2000 bug or Y2K as it was known had potential to cause unprecedented chaos. Whether it is the Y2K problem and/or more ordinary risk of fire, the Board must be alert to the risks.

Other examples of business risks include the organisation's annual conference or marketing ventures which may not deliver anticipated results. These can amount to costly errors and threaten the viability of an organisation. Then there is legal risk which nowadays is similar to that faced by commercial companies. Together, such risks are difficult to manage because they exist at every level of activity in such variety.

A sacked Executive Director or fraudulent employee can involve Board members directly. The Board's obligation is to ensure that risk management is a vital part of the organisation's activities. The Board must lead and perform many risk management functions itself. The starting point is the development of a risk management policy.

Risk management in the 2000s is not just about purchasing insurance or providing indemnities to Directors themselves. Risk management addresses not only destruction to assets but also the loss of intangibles like knowledge and the people that create such knowledge.

Risky behaviour by employees such as discrimination or harassment puts the organisation at risk. The modern role of risk management is integrated at all levels of operations and is a vital part of corporate governance.

Risk management is not about a division of risk management tasks to certain people. The most effective risk management program will operate in a culture of collective accountability.

The Board bears responsibility for the organisation's existence. To fulfil this responsibility, the Board has a legal duty to conserve and protect the assets of the organisation.

## **6. Expectations**

- Attend Board of Directors meetings
- Attend Annual Awards/ Christmas Dinner
- Attend industry meetings in your nominated region
- Meet &/or contact by phone industry members in your nominated region to discuss matters in their areas & matters the association are proactively promoting or working on to help the industry.
- Attend meetings which affect your portfolio
- Attend social functions, Garden Leaders luncheons or other industry organised functions when appropriate.
- Write Directors columns as per calendar for the Nursery & Garden News.
- Attend the State Conference

## **7. Payments**

- Provide an invoice every month for payment
- Director's allowance comprises a board sitting fee and a reading fee.

Fees are adjusted by the cost of living increase annually along with the external meeting allowance.

- External meeting allowance is as per meeting fee for attending meetings other than board meetings. This does not include Special Interest Group meetings, e.g. Growers & Suppliers Group. Meetings to be agreed by the President or CEO.
- Does not include State & National Conferences & Awards Night.

## **.8. Expenses**

- Expenses incurred due to meetings and approved association business can be claimed (Except State & National Conferences & Awards Night)
- Allowable expenses are –
  - Accommodation
  - Airfares
  - Car Hire
  - Meals while travelling
- Provide supporting documentation & invoice every month for payment.
- Expense levels as per the Company's Policy and Procedures Manual

## **9. Declaration of Interest**

Should any Board Member have any direct or indirect interest in any contract or proposed contract with the association, they should declare their interests before the committee and should unless provided or otherwise, leave the room when the matter is under discussion. The declaration of interest, and the fact that they were not present during consideration of the matter should be recorded in the minutes.

## 10. Power and Duties of Board

Version Number	-	1
Responsibility	-	Company Secretary
Date last updated/ approved by the Board	-	New
Location of original policy	-	Hard Copy is located in Board Room at NGINA office and an electronic copy is stored on the File Server and published on <a href="http://www.ngina.com.au">www.ngina.com.au</a>

**References** - Refer to Constitution, Board Matters folder on File Server. Delegation of Authority policy

1. The Board shall have standing authority to offer the Company's assets for sale, if and when it is deemed sensible to do so, and after prudent considerations of all the reasons and circumstances.
2. The Board may from time to time, at its discretion, borrow or secure the payment of any sum or sums of money for the purposes of the Company.
3. The Board may raise or secure the payment or repayment of such monies in such manner and upon such terms and conditions in all respects as it may think fit and in particular by the issue or sale of bonds perpetual or redeemable debentures of debenture stock or other obligations of the Company whether perpetual or otherwise and payable to bearer or otherwise and either without security or secured by a deposit or pledge of the securities or properties of the Company or by mortgage bills of exchange or promissory notes or other instruments or in any other manner and if considered advisable for any such purposes the Board may charge assign and convey as security all or any of the Company's property and assets both present and future.
4. Bonds, debentures, debenture stock and other securities or obligations may be made assignable free from any equities between the Company and the person to whom the same may be issued.
5. The appointment, discharge and arrangement of the duties and powers of the Chief Executive Officer shall be the responsibility of the Board who shall determine the remuneration and terms of employment of such Chief Executive Officer.

## 11. Investment Committee

Version Number	-	1
Responsibility	-	<i>(Identify the person within the organisation responsible for updating or maintaining this policy)</i>
Date last updated/ approved by the Board	-	<b>New</b>
Location of original policy	-	<i>(Identify where the policy is stored, either electronic and/ or hard copy within the organisation)</i>
References	-	<i>(Document any reference to other policies or documents relevant to this policy)</i>

The terms of reference for the Investment Committee is as per below:

1. The Board shall have standing authority to establish an Investment Committee of up to six members who shall be the President and the Secretary ex officio and up to four other persons with suitable investment experience appointed by the Board.
2. The Investment Committee shall meet at least once in each year for the transaction of business and at such other times as may be deemed necessary. The provisions of the Constitution relating to meetings of the Board apply so far as they are capable of application and altered as necessary to every meeting held by the Investment Committee.
3. The Board may from time to time receive recommendations from the Investment committee concerning the Company's assets.
4. The Investment Committee will be responsible for:
  - a. making recommendations to the Executive regarding the appointment of external financial advisors;
  - b. setting the investment strategy;
  - c. approving investment transactions;
  - d. reporting to the Executive on the investment performance of the investment fund on a quarterly basis (or as otherwise required by the Executive); and
  - e. presenting proposals to the Executive for approval where:
    - i. the balance of funds to be transferred to the general operating account of the Association is greater than 5% of the value of the investment fund; and
    - ii. the investment decisions for the investment fund are greater than 10% of the total investment fund value for any single investment.
  - f. The Board must review all proposals and other reports prepared by the Investment Committee and must approve any transactions in excess of \$1,000,000 (or such other amount as determined by the Board from time to time).
  - g. The Investment Committee Members will be paid such remuneration as is approved by the Board from time to time
4. The Investment Committee may review and consider as a recommendation to the Company whether the Company should raise or secure the payment or repayment of such monies in such manner and

upon such terms and conditions in all respects as it may think fit and in particular by the issue or sale of bonds perpetual or redeemable debentures of debenture stock or other obligations of the Company whether perpetual or otherwise and payable to bearer or otherwise and either without security or secured by a deposit or pledge of the securities or properties of the Company or by mortgage bills of exchange or promissory notes or other instruments or in any other manner and if considered advisable for any such purposes the Board may charge assign and convey as security all or any of the Company's property and assets both present and future.

5. Bonds, debentures, debenture stock and other securities or obligations may be made assignable free from any equities between the Company and the person to whom the same may be issued.
6. The Executive may appoint or remove any person as an Investment Committee Member. A person will be automatically removed as an Investment Committee Member if they commit an act of fraud, misleading conduct, negligence, recklessness, breach of duty or breach of trust in the exercise of the duties of the Association
7. A person may not be an Investment Committee Member if that person is disqualified from acting as a Director under the Act, or is otherwise barred from serving on the Board.



## 12. TRADE DAY BY-LAWS

**Version Number** - **1**  
**Responsibility** - **Board of Directors**

*(Identify the person within the organisation responsible for updating or maintaining this policy)*

**Date last updated/  
approved by the Board** - **19 October 2012**

**Location of original policy** - *(Identify where the policy is stored, either electronic and/ or hard copy within the organisation)*

**References** - *(Document any reference to other policies or documents relevant to this policy)*

Effective between the Nursery & Garden Industry NSW & ACT Limited (NGINA) and stallholders, being financial members of NGINA and interstate NGIA associations, Buyers and Visitors permitted to enter the grounds at 344-348 Annangrove Road, Rouse Hill.

### **BY ORDER OF THE BOARD OF DIRECTORS**

#### **Standholders**

1. Entry to sell nursery and trade related goods at Trade Day is available to all members of NGINA and members of reciprocal NGI State Associations on a permanent or casual basis. Please refer to the current price schedules.
2. Agreements for permanent trade day stands when available, shall include payment of a one off non-refundable licence fee as determined by the Board of NGINA. Refer to current price schedule.
3. Standholder accounts are to be paid on strict 30 day accounts unless NGINA requests COD payment, however, in the event that the agreed terms of credit are not met and payments are not forthcoming, such delinquency will result in the standholder being advised at the end of the second Trade Day that they are in arrears and that permission to attend the next (third) and subsequent Trade Days is suspended until all outstanding payments are made.
4. If a Permanent standholder (other than a lock-up holder) cannot attend Trade Day, the Trade Day Co-ordinator should be notified at least five days prior to such date when efforts will be made to find a casual occupier for the stand. If the Trade Day Coordinator is able to find a casual occupier, the fee for the day will be waived. Should this not be possible, the usual fee shall be payable by the standholder.
5. Any member or reciprocal member who is not a standholder and wishes to promote products and services to stallholders/buyers must first obtain permission from the Trade Day Coordinator and pay in advance a roaming fee.
6. Badges remain the property of NGINA. If a business ceases to trade, or staff members leave its employ, NGINA must be notified and the badges destroyed. If a member/standholder loses a badge, a replacement fee will be charged.

NB: The Board of Directors in its absolute discretion may permit other appropriate arrangements for the payment of fees other than set out in Clause 3, where in their opinion special circumstances permit.

## **Buyers**

It is the responsibility of NGINA in accordance with Council Regulations to ensure that registered buyers are legitimate retailers who onsell to the public. In the interests of NGINA and its member standholders, NGINA reserves the right to deny a buyer's application, if the applicant is not considered a legitimate business or trading within the industry, and if applicable, is not registered to trade in NSW. In order to serve its members, the following terms and conditions will apply to all Buyers.

1. To be eligible for a Buyer's badge, 80% of the Buyer's business must fall within the nursery and garden industry.
2. Under NSW legislation, unless a business is trading as a sole trader under his/her name only, all trading businesses must be registered to trade in NSW, either through ASIC (if they are an constitutional corporation) or through the Office of Fair Trading (if they are a sole trader or partnership).
3. Buyer Application forms should be accompanied by 3 trade referees and a current Certificate of Registration, if applicable.
4. Entry to the Trade Day site may only be gained in any one of the following ways:
  - a. The wearing of a current Member or Buyer Badge.
  - b. The wearing of a temporary Buyer Trade Day badge issued and valid for the day of issue only.
  - c. The wearing of a temporary Non-Buyer/Visitor Badge [Red] and valid for the day of issue only.
5. Temporary Buyer and Non-buyer/Visitor badges will be issued up to 2 times. Persons wishing to attend thereafter will be required to apply for a Registered Buyers Badge or become a member of NGINA. If assistance is required in filling out an application form, please ask the Trade Day Co-ordinator.

Badges remain the property of NGINA. If a business ceases to trade, or staff members leave its employ, NGINA need to be notified and the badges destroyed. If a member/buyer loses a badge, a replacement fee will be charged.

## **TERMS AND CONDITIONS**

### **STANDHOLDERS:**

The Trade Day Market is managed and operated by the Nursery & Garden Industry NSW & ACT (NGINA) on behalf of its members. Permission to operate Trade Days on this site is on approval of the Baulkham Hills Shire Council, which expressly prohibits retail sales. The By-Laws are intended to provide the framework within which the Market can operate and provide an orderly, safe and workable environment for standholders, buyers and visitors.

All standholders must comply with requests of NGINA staff or the security personnel who are on the site.

NGINA accepts no responsibility for the theft, damage or destruction of any plant material, allied product, display fitting or equipment or any other property whatsoever brought or left on the Trade Day site.

All standholders shall be responsible for the complete repair of any NGINA property damaged by them during all Trade Day activities.

## 1. Eligibility

- a. **Members Only:** Only bona fide and paid-up members of NGINA can be a standholder at the NGINA Trade Day.
- b. **Interstate Standholders:** It is at the discretion of the Trade Day Committee whether interstate businesses of NGIs are permitted to sell product at Trade Day.
- c. **One-off attendance by non-members, e.g. Government Departments:** This is at the discretion of the Trade Day Committee.
- d. **Outstanding Membership Fees:** Members that have outstanding fees to NGINA may have their privileges for Trade Day stands reviewed.

## 2. Certificate of Currency

- a. All standholders must hold Public Liability Insurance in respect of their activities at their stand. It is a requirement that Public Liability Insurance is for a minimum sum of no less than \$10 000 000 and should include the clause "all over Australia". (It is recommended that the policy be endorsed to cover product liability as well.) All standholders must provide NGINA with a current copy of their Certificate of Currency as it falls due (in respect to permanent standholders) and casual standholders shall provide a copy when booking stands, if it has not been previously provided.

## 3. Setting up of Stands

- a. The official set up time is between 5pm on Monday prior and 6am on Trade Day Tuesday when the Security Guard is on duty. Set up outside of these times is at the discretion of the Trade Day Committee and at the standholder's own risk.
- b. Standholders will ensure that their stands comply with all WorkCover standards and be operated by all standholder workers under all current Work Health and Safety Guidelines.
- c. All stand structures or display units must be approved and be of a standard acceptable to the Trade Day Committee.

## 4. Type of Stands

- a. Casual standholders may be moved to a different stand each Trade Day, depending on the availability of casual sites.
- b. NGINA will provide standholders with a suitably sized noticeboard displaying their business trading name.

## 5. Trading Details

- a. Buyers can enter at 6am to peruse stock.

- b. Taking of orders can commence at 6am.
- c. Movement of stock is only to occur between 6am and 11am.
- d. Trading is not permitted in the car parks.
- e. Placement of goods is not to extend beyond the stand boundary

#### **6. Packing Up & Moving Out**

- a. From 11am standholders can start packing up their stands, unless sold out prior to this time.
- b. Standholders must maintain their stand in a clean and orderly condition, remove all rubbish and leave the stand in the same condition as it was found.

#### **7. Parking and Speed Limits**

- a. All standholder vehicles must be parked in the car parks designated by the Trade Day Committee, unless the standholder has a truck stand.
- b. There is a “walking speed” speed limit (5km/h) within the Trade Day site.
- c. The directional arrows must be followed for safety and traffic flow.

#### **8. Trade Day Identification Passes**

- a. Standholders must wear their identification pass at all times. Goods may only be sold to people wearing Member, Buyer or Visitors badges.

#### **9. Stock Management on Stand**

- a. Stock must not be transferred to buyers before 6am
- b. All sales by a standholder must be invoiced on their own invoices.

#### **10. Distribution of Promotional Material / Brochures**

- a. Hawking is not permitted on the Trade Day site.
- b. Standholders are permitted to distribute brochures and other promotional material from their stands. Any electronic media would need to be approved by the Trade Day Committee.
- c. Non-standholders are not allowed to distribute marketing material / brochures at the market.
- d. Marketing and promotional materials will not be distributed from the Security Guardhouse unless authorised by the Trade Day Committee.

## **11. Pets**

- a. No pets are permitted within the trading area.

## **BUYERS AND VISITORS:**

### **1. Eligibility & Attendance**

- a. Only bona-fide buyers are eligible to attend the NGINA Trade Day and must be an approved business type as outlined on the official Buyer Application form. All buyers must be registered before attending.
- b. Visitors will be asked for confirmation of identity and proof of business at entry to Trade Day.
- c. All buyers and visitors must display their buyers or visitors badge at all times when in the market.

### **2. Management**

- a. All activities of trade Day shall be managed through the Trade Day Committee and their nominated  
  
co-ordinator and the NGINA staff.

### **3. Applications for Trade Day Badges**

- a. All applications for Trade Day badges must be via the official Buyer Application form available from NGINA.

### **4. Trading Hours**

- a. Buyers can only enter the site after 6am.
- b. Placing of orders may commence at 6am.
- c. Movement of stock only permitted after 6am until 11am.

**Note:** It is vital that we all adhere to these rules to create fair and equitable trading for all.

### **5. Packing Up and Moving Out**

- a. All purchases should be finalised by 11am and stock is to be removed from the stand by 11am.

## **6. Use of Trolleys**

- a. NGINA provides trolleys free for buyers to transfer their purchases to vehicles. Trolleys can be collected from Shed 4 and must be signed in and out by the user. Non-return or loss may result in a claim against the borrower or user for the cost of the trolley.

## **7. Parking & Pedestrian Traffic**

- a. All buyers' vehicles must be parked in the buyer's car parks as designated.
- b. All pedestrian walkways must be adhered to for safety reasons.

## **8. Trade Day Identification Passes**

- a. Buyers and visitors must wear their Identification Badges at all times.
- b. Badges are not transferable and must be worn by the nominated attendee.

## **9. Children in Attendance**

- a. Children must be monitored and remain safely in your strict control.
- b. We request that children do not ride in trolleys.
- c. The use of bikes, roller blades or skate boards is strictly forbidden for safety reasons.

## **10 Buyer Vehicle Access and Speed Limits**

- a. Buyers are to park in designated areas. No vehicles may be taken into the trading site, unless issued with a Truck / Vehicle Pass by the standholder once trading has commenced at 6am.
- b. There is a walking speed limit of 5km/h within the Trade Day site
- c. The directional arrows must be followed for safety and traffic flow.

**Pets are not permitted at Trade Day at any time**

**FAILURE TO COMPLY WITH THE ABOVE RULES MAY RESULT IN THE CANCELLATION OF YOUR REGISTRATION.**

These rules are subject to change by the Trade Day Committee at which time you will be notified accordingly.

## **EXAMPLES ONLY**

### **13. COMPLAINTS**

#### **13.1 AIM OF PROCEDURE**

*To negotiate an equitable resolution to any complaint between a consumer and a member or between two members in a way which is acceptable to both parties and with a minimum of delay, cost and administration.*

#### **13.2 Policy that identifies:**

- *Appointment of committee, composition of committee;*
- *Roles and responsibilities*
- *Any fees involved for lodging complaints;*
- *Types of complaints i.e. Member v Member, Consumer V Member etc.*
- *Role of staff versus committee*
- *Forms for lodging complaints and what needs to be completed;*
- *Mediation Process;*
- *Process and penalties for any disciplinary action*
- *Review by NGINA Board;*
- *Process of appeal;*
- *Action to be taken if appeal unsuccessful.*

### **14. CODE OF CONDUCT**

*Outline of Code of Conduct for NGINA Members, Board and staff including:*

#### **14.1 SPEAKING IN AN OFFICIAL CAPACITY**

*Who can speak, who decides, what happens when breached.*

#### **14.2 MEDIA CONTACT**

*Who can speak, who decides, what happens when breached.*

### **15. SAFETY**

#### **15.1 AIM**

*To have in place a proper organisation and procedure to deal with safety issues, including investigating, reporting on, and making recommendations to the Board on all matters affecting safety within the industry.*

#### **15.2 PRINCIPLES OF OPERATION**

*Outline of process*

15.3 ACTION

*Action if an incident, including responses and different types of incidents*

**16. TRAINING**

16.1 AIM

*Training of Members*

16.2 METHODS

*Types of training available*

16.3 TRAINING COURSES

*Overview of courses offered by NGINA*

**17. Company Magazine / Newletters/ Publications**

17.1 Purpose

17.2 Content

17.3 ELIGIBILITY TO ADVERTISE

17.4 FEES

*of awards, and will be accepted or rejected entirely at the discretion of the Board.*

**18. NGINA AWARDS**

18.1 AIM

18.2 CATEGORIES OF AWARDS

18.3 CONDITIONS OF ENTRY

**19. CODE OF ETHICS**

***Each Member agrees on joining NGINA, to abide by the following Code of Ethics:***

*Code of Ethics clauses*

**20. ADVERTISING RULES**

20.1 GENERAL PRINCIPLE

20.2 USE OF NGINA LOGOS

20.3 PRICE ADVERTISING

20.4 ADVERTISING IN NGINA PUBLICATIONS

**21. USE OF CONTRACTS**

*Detail how Members can use of NGINA supplied templates or contracts*

**22. SELLING PRACTICES**

*Detail rules for selling to public by NGINA Members*