

Information Memorandum CITRUS AUSTRALIA LTD

1. Introduction

1.1 **Purpose of Information Memorandum**

This information memorandum (the **Memorandum**) is issued by Australian Citrus Growers Inc (**ACG**).

ACG is proposing that the representative structure of the Australian citrus growing industry be changed. The proposal is that the majority of functions of the industry's grower-funded bodies and state statutory bodies be merged, in the medium term, into one peak body, being a newly incorporated company limited by guarantee named "Citrus Australia Limited" (**Citrus Australia**).

The first stage will be for ACG to transfer its undertaking and operations to Citrus Australia (**Stage 1**). That is proposed to be authorised by a special resolution of ACG delegates on 14 October 2008.

The purpose of this Memorandum is to:

- inform ACG delegates and Australian citrus growers (together **Interested Parties**) of relevant information concerning the current proposals for change, including, in particular, Stage 1;
- encourage delegates of ACG to vote in favour of Stage 1 at the general meeting on 14 October 2008 (in line with the ACG board's recommendation); and
- encourage Australian citrus growers to subscribe for membership of Citrus Australia.

1.2 Disclaimer

Although ACG has endeavoured to provide Interested Parties with all material information regarding the decision on how to vote on Stage 1 at the general meeting to be held on 14 October 2008, and on the decision whether or not to subscribe for membership of Citrus Australia, neither ACG, nor any of its directors, officers and advisers, make or give any representation, warranty or guarantee, whether express or implied, that the information contained in this Memorandum, or otherwise supplied to an Interested Party, is complete or accurate. This Memorandum is not necessarily a complete or accurate statement of the information which an Interested Party would require in order to determine how to vote on Stage 1 or whether to subscribe for membership of Citrus Australia. Each Interested Party must make their own assessment of those matters.

In preparing this Memorandum, the individual circumstances or needs of each particular Interested Party have not been taken into account.

In some areas, this Memorandum contains estimates and forecasts. All estimates and forecasts are subject to uncertainty and unexpected events, many of which cannot be anticipated or controlled by ACG or anyone else. Accordingly, actual results and outcomes are likely to differ from the estimates and forecasts contained in this Memorandum and the differences may be material. No representation, warranty or guarantee is made or given by ACG, or any of its directors, officers and advisers, that any estimate or forecast will be achieved.

This Memorandum will not form part of any agreement for subscription for membership of Citrus Australia.

This Memorandum is not a disclosure document for the purposes of the *Corporations Act 2001 (Commonwealth)*.

ACG and its directors, officers and advisers disclaim, to the fullest extent permitted by law, all liability, direct or indirect (and whether or not arising out of the negligence or fault of any of them), for any loss or damage suffered by any Interested Party, or other person, arising out of, or in connection with, any use of or reliance upon any information contained in this Memorandum.

By reading this Memorandum, in whole or in part, each Interested Party agrees that:

- the Interested Party shall not sue or hold liable ACG, or any of its directors, officers and advisers, for any loss or damage suffered by the Interested Party arising out of, or in connection with, any use of or reliance upon the information contained in this Memorandum, and the Interested Party waives any rights it may have to do so; and
- the Interested Party irrevocably releases ACG, and its directors, officers and advisers, from, and indemnifies them against, any claim, action, damage or loss suffered by the Interested Party, arising out of, or in connection with, any use of or reliance upon any information contained in this Memorandum.

The information contained in this Memorandum has not been audited and each Interested Party should rely on their own enquiries regarding its contents.

This Memorandum is dated 15 September 2008. There may have been material changes to the information contained in this Memorandum since that date.

1.3 Dictionary

To assist in the readability and understanding of this Memorandum by Interested Parties, a number of defined terms are used throughout the document. They are as follows:

ACG – means Australian Citrus Growers Inc, incorporated under the *Associations Incorporation Act 1985 (SA)*, which is currently the peak body for the Australian citrus growing industry;

Affiliate – means an affiliate member of Citrus Australia;

AGM – means an annual general meeting of Citrus Australia;

Associations Act – means the *Associations Incorporations Act 1985 (SA)*;

Board – means the board of Directors of Citrus Australia;

Citrus Australia – means Citrus Australia Limited, a company limited by guarantee, proposed to be incorporated under the *Corporations Act 2001 (Commonwealth)* and to become the peak body for the Australian citrus growing industry;

CEO – means the chief executive officer of Citrus Australia;

Chair – means the chair of Directors of Citrus Australia;

Constitution – means the constitution of Citrus Australia;

Deputy Chair – means the deputy chair of Directors of Citrus Australia;

Director – means a director of Citrus Australia;

Director Selection Committee – means the committee appointed by the Board, from time to time, to make recommendations to Grower Members for the appointment of Directors;

Effective Date – means the date specified in the s.42 Order for the transfer of the undertaking of ACG to Citrus Australia, currently proposed to be 1 November 2008;

Farm – means a single parcel of land, upon which citrus trees are planted in order to harvest the fruit for commercial sale (whether or not they are yet bearing fruit);

Financial Year – means a year expiring on 30 June;

General Meeting – means a meeting of Members;

Grower Bodies means the nine grower organisations which are members of ACG, namely those listed in section 5.2;

Grower Member – means a natural person or body corporate that is admitted as a grower member of Citrus Australia, being eligible for admission if they own, lease or both occupy and manage a Farm of at least one hectare in size;

Interested Party – means a member of ACG or a grower of citrus fruit in Australia;

Member – means a natural person or body corporate, that is registered as a member of Citrus Australia (being a Grower Member or Affiliate);

Memorandum means this information memorandum dated 15 September 2008;

OCBA – means the Office of Consumer and Business Affairs (which incorporates the Corporate Affairs Commission) in the state of South Australia;

s.42 Order means the proposed order of OCBA, pursuant to section 42 of the Associations Act, that the undertaking of ACG be transferred to Citrus Australia;

Stage 1 – means the transfer of the undertaking and operations of ACG to Citrus Australia; and

Stage 2 – means the transfer of the undertaking and operations of the Grower Bodies and state statutory bodies to Citrus Australia or the making of other new arrangements with them.

2. Letter from the ACG President



15 September 2008

Dear Grower,

On behalf of the ACG board and during this, our 60th anniversary year, I am pleased to propose the Citrus Australia model to you in this Information Memorandum.

Citrus Australia offers a fresh, more professional and commercial approach in representing our industry and maximising grower investment and returns.

For over three years, ACG and its member organisations have debated, consulted and conducted independent reviews on our structure. This Memorandum is the culmination of this tremendous effort.

Growers are now asked to join Citrus Australia direct and ensure appropriate professional skills are employed to represent them. The ACG board has initiated this process by instructing an inaugural Citrus Australia Director Selection Committee to recruit four grower Directors and three independent Directors, utilising a comprehensive and transparent selection procedure.

I commend to you the inaugural seven Directors of Citrus Australia who have the necessary skills and experience to build the Citrus Australia operations over a challenging transitional one to two year period to better represent the industry and maximise your investment.

Information on these new Directors can be found in section 9.3 and I encourage you to familiarise yourself with the individuals charged with taking our industry into a new era.

I urge you to read the attached Memorandum on our proposed new representative model, Citrus Australia, and take action.

Show your support for Citrus Australia by returning the membership application form attached so that the Australian citrus industry can move forward and deliver a better deal for growers.

Sincerely



Mark Chown
ACG President

3. Executive Summary of Proposal

3.1 *The Case for Restructuring*

Following three years of consultation with industry, the board of ACG is recommending the establishment of a new organisation 'Citrus Australia Ltd'.

Citrus Australia will present a fresh more commercial and accountable approach to the way the industry is represented as well as how grower returns can be maximised.

The new representative model will, over time, reform the industry structure from multiple industry groups to a single body to represent and further the interests of growers.

This will bring clear benefits including:

- The substantial saving of operating expenses by removing the duplication of functions that exist under the current structure with numerous entities;
- The saving associated with the replacement of an existing complex system of state levies with national levies, due to the passage of the national levies through fewer hands;
- The administrative saving of the replacement of numerous membership fees with one membership fee payable to Citrus Australia;
- The more efficient direction of levies and membership fees to industry programs because they pass through fewer hands on the way;
- The fact that growers have direct membership in the organisation and are therefore able to vote for Directors of the peak body;
- The inclusion of skilled "commercial" Directors on the Board; and
- The benefit in advocacy of having a single body representing the interests of growers on a regional, national and international front.

Citrus Australia will ensure a strong focus on increasing consumer demand, addressing industry competitiveness and improving industry communication and information.

It will take a lead role in facilitating market development and promotional initiatives to support domestic and export sales, assist in the coordination of citrus R&D and address industry issues such as marketing, export, biosecurity, climate change, water and sustainability.

3.2 *Transition and Restructuring Process*

The ACG board is recommending that delegates vote to establish the new organisation "Citrus Australia Ltd" at a special general meeting being held on 14 October 2008.

Should the vote be successful and the s.42 Order be made, ACG will cease to exist and the new organisation, Citrus Australia Ltd, will begin operating in November 2008.

The transition to a new representative model will take place over two stages.

The first stage is that Citrus Australia will be established as the peak industry body representing citrus growers, which will seek subscriptions for membership.

The second stage will involve the implementation of the broader restructure objectives, including the new arrangements with, or voluntary dissolution of, the current Grower Bodies and the state statutory bodies. If a dissolution process is agreed upon, the intention is that each Grower Body would be wound up voluntarily by the members of that body, with any surplus assets upon winding up being transferred to Citrus Australia.

3.3 The New Structure

The Citrus Australia Board will be comprised of seven Directors, with a minimum of four Directors being Grower Members or their associates and a maximum of three Directors with commercial and/or supply chain experience.

The Board is likely to establish a number of committees. At a minimum there will be

- a Director Selection Committee
- an audit committee; and
- citrus industry issues and/or citrus fruit variety committees

Citrus Australia will maintain a regional presence throughout its transitional phase by 1) utilising existing ACG staff and office space in Mildura and 2) establishing regional advisory committees and accepting reasonable ongoing commitments (including staff and office space) where region/state citrus bodies willingly cease to operate.

Under this scenario, ACG believes that Citrus Australia will be financially viable.

3.4 Membership Subscription to Citrus Australia

There will be two classes of membership of Citrus Australia – Grower Members and Affiliates.

Growers can join their new peak national body, Citrus Australia, using the membership application form contained in this Memorandum or by downloading the form from the ACG website – www.australiancitrusgrowers.com

The initial membership fee for 2008-09 for Grower Members stands at \$20 per hectare, with a minimum fee of \$100, per Financial Year.

A person will be eligible to become an Affiliate if they belong to any of the following categories:

- citrus industry bodies;
- marketers, distributors and retailers of citrus fruits or products of citrus fruit;
- suppliers of goods or services to citrus growers; and
- persons closely associated with the citrus industry.

Affiliates will pay an annual membership fee of \$250 initially.

There will be a number of transitional arrangements in 2008-09 to ensure growers who choose to join Citrus Australia directly are recognised for prior or current payments to ACG or for the benefit of ACG (made through various means including through their Grower Bodies, statutory bodies or packinghouse), relating to the 2008-09 Financial Year, and to ensure growers do not pay more in total than they currently are.

3.5 Timeline

Growers are encouraged to complete the membership application form for Citrus Australia and lodge the application at the Australian Citrus Industry Conference in Griffith in October or mail it to:

Citrus Australia Ltd
Subscription Officer
PO Box 5091
MILDURA VIC 3502

There is likely to be a one to two year transitional period for the new national industry structure to take shape.

4. The Case for Restructuring

4.1 **Background and Context**

In response to the direction given by ACG members, and three years of exhaustive industry consultation and independent research into the Australian citrus industry's strategic direction and structure, the board of ACG is recommending the establishment of a new organisation to be called 'Citrus Australia Ltd'.

While the current regional, state and national federated structure has served the interests of Australian citrus growers well over the past 60 years, markets and growers themselves have changed, and it is time for a fresh, more commercial approach to the way the industry is represented as well as how grower returns can be maximised.

The industry's strategic plan, Citrus 2015, has also recommended aligning the industry's organisational structure as a critical and positive step for the future of Australia's citrus industry. Citrus 2015 also recommends a focus on increasing consumer demand, addressing the industry's competitiveness and improving industry communication and information.

At ACG's annual general meeting in May this year, delegates directed the ACG board to proceed with the move to Citrus Australia, as well as to undertake further due diligence on the new representative model, on or before 14 October 2008.

This Memorandum summarises the results of that work. It covers:

- Stage 1, including the special resolution to be proposed at the general meeting of ACG delegates on 14 October 2008; and
- the work done on Stage 2 to date, which should now be taken over by Citrus Australia, which should continue to consult with Grower Bodies and Grower Members over the proposed one to two year transitional period.

Importantly, the model will include a new seven person Board of Directors, with a minimum of four Grower Member Directors and a maximum of three Directors with commercial and/or supply chain skills, to take the industry in a new direction of being consumer and commercially focused.

A number of committees will also be put in place to provide advice to the Board.

4.2 **Benefits of Restructuring**

Some of the key benefits of restructuring the current multi-structure to Citrus Australia include:

- The substantial saving of administrative time and expense by removing the duplication of functions that exist under the current structure with numerous entities;
- The saving associated with the replacement of an existing complex system of state levies with increased national levies, due to the passage of the national levies through fewer hands;
- The administrative saving of the replacement of numerous membership fees with one membership fee payable to Citrus Australia;
- The more efficient direction of levies and membership fees to industry programs because they pass through fewer hands on the way;
- The fact that growers have direct membership in the organisation and are therefore able to vote for Directors on the peak body;
- The inclusion of skilled "commercial" Directors on the Board; and
- The benefit in advocacy of having a single body representing the interests of growers on a regional, national and international front.

In particular, Members of Citrus Australia will benefit from the new representative model through the activities it will undertake, including: taking a lead role in facilitating market development and promotional initiatives to support domestic and export sales; assisting in the coordination of citrus R&D to ensure it is targeted, relevant and aims to improve grower returns; addressing industry issues such as marketing, export, biosecurity, climate change, water and sustainability.

Citrus Australia Grower Members will have the opportunity to participate directly through membership/ voting rights, opportunities on committees and regional forums to address key issues as they arise. The new representative model will enable the more effective delivery of the industry plan, Citrus 2015.

For the first time, Australian citrus growers will “own” and direct their peak body.

5. What Will Happen

5.1 Restructuring Process

The implementation of the proposed citrus industry restructure is expected to take place in two stages. The first stage will see Citrus Australia established as the peak national citrus industry body. The second stage will involve the implementation of the broader restructure objectives, including the new arrangements with or dissolution of the current Grower Bodies and state statutory bodies and the subsequent adjustment to national levies.

(a) Stage 1: Citrus Australia as the Peak National Body

A new company limited by guarantee called ‘Citrus Australia Limited’ will be incorporated under the *Corporations Act 2001 (Commonwealth)*. It is proposed that it acquire the undertaking of ACG and conduct operations as the peak body for Australian citrus growers.

The *Associations Incorporation Act 1985 (SA) (Associations Act)* provides the most simple and cost-effective method for the transfer of the property and rights and liabilities of ACG to Citrus Australia. Under section 42 of the Associations Act, if the Office of Consumer & Business Affairs (**OCBA**) is of the opinion that the operations or undertaking of ACG would more appropriately be carried on by another body corporate, it can issue a notice to this effect.

Within three months of the issue of that notice, ACG can formally request that its undertaking be transferred to Citrus Australia. Upon receipt of this request, OCBA may order that the undertaking be transferred accordingly (**the s.42 Order**) on a specified date (**the Effective Date**). Pursuant to the making of such an order, on the Effective Date:

- ACG is dissolved;
- the property of ACG becomes the property of Citrus Australia; and
- the rights and liabilities of ACG become the rights and liabilities of Citrus Australia.

OCBA issued a notice on 12 September 2008 in which it declared that it was of the opinion that the undertaking or operations of ACG would be more appropriately carried on by another entity. ACG delegates will be given the opportunity to carry the following special resolution at the general meeting to be held on 14 October 2008:

“That the undertaking of Australian Citrus Growers Inc be transferred to Citrus Australia Ltd, pursuant to an order made under s.42 of the Associations Incorporation Act 1985 (SA), at the commencement of 1 November 2008.”

If the special resolution is passed, a formal request for a s.42 Order will be made to OCBA. If OCBA agrees to grant the s.42 Order, ACG will undertake the necessary administrative processes to enable:

- ACG to be dissolved and its property, rights and liabilities to become those of Citrus Australia on the Effective Date; and
- Citrus Australia to commence operations as the peak national citrus industry body on the first following business day (3 November 2008) or thereabouts.

ACG members will not automatically become Members of Citrus Australia Ltd.

In conjunction with the dissolution of ACG and the transfer of its undertaking to Citrus Australia, Citrus Australia will seek subscriptions for membership. This process is discussed in more detail in sections 6 and 12, below.

(b) Stage 2: Building the Citrus Australia Model

Stage 2 of the restructuring process will involve new arrangements with, or the voluntary dissolution of, the current grower funded organisations. If they are dissolved, it is proposed that their undertakings and operations be transferred to Citrus Australia.

5.2 New arrangements with or Dissolution of Grower Bodies

There are nine grower organisations which are members of ACG (**Grower Bodies**). In descending order of level of operations they are:

- Queensland Citrus Growers Inc (**QCG**);
- Citrus Growers of South Australia Inc (**CGSA**);
- Western Australian Fruit Growers' Association Inc (**WAFGA**);
- Sunraysia Citrus Growers Inc (**SCG**);
- Leeton Citrus Growers Inc (**LCG**);
- Griffith & District Citrus Growers Inc (**GDCG**);
- Mid-Murray Citrus Growers Inc (**MMCG**);
- NT Citrus Growers Association Inc (**NTCG**);
- Narromine Citrus Growers Association (**NCG**).

If, after consultation, it is decided that a Grower Body will be dissolved, the dissolution process will be regulated by the state legislation under which it is incorporated and its constitution (with the exception of an unincorporated body, which is not governed by state legislation and will therefore be wound up pursuant to common law principles if that association agrees).

It is proposed that each such Grower Body would be wound up voluntarily by the members of that body, with any surplus assets upon winding up, after satisfaction of all liabilities, being transferred to Citrus Australia. The intention is that, immediately prior to winding up, the Grower Body would enter into a transition contract with Citrus Australia, under which Citrus Australia would, on an 'effective date':

- take a distribution of the Grower Body's assets "in specie";
- assume some or all of the remaining liabilities of the Grower Body;
- assume responsibility for some or all of the contracts to which the Grower Body is party (with the consent of the counter-parties); and
- employ some or all of the Grower Body's employees.

Following the completion of the above steps, various administrative matters would be dealt with in order to complete the restructure.

WAFGA is an association which deals with various fruits in addition to citrus. Therefore, it is likely to remain in existence, but Citrus Australia proposes to discuss with WAFGA arrangements that would be in the best interests of citrus growers in that state.

5.3 Change to State Statutory Bodies/Levy Structure

In WA there exists a statutory “fee for service” for citrus, pome and stone fruit which is administered by the WAFGA. Due to the multi-commodity nature of this arrangement and organisation, special arrangements are required. Citrus Australia will work with WAFGA to ensure two-way communication with and service delivery to citrus growers in WA.

WA citrus growers will be encouraged to:

- join Citrus Australia direct; and
- consider an immediate equivalent reduction in their state fee for service.

In SA, VIC and NSW there exist statutory levies for citrus growers which are administered by the relevant state statutory bodies in those states. Citrus Australia will work with the South Australian Citrus Industry Development Board, Murray Valley Citrus Board and Riverina Citrus and their state government representatives to ensure continued service delivery through the transition period. This will allow detailed arrangements to be agreed for the integration of priority functions into Citrus Australia.

SA and VIC/NSW (Murray Valley) citrus growers will be encouraged to:

- join Citrus Australia direct; and
- consider reductions or elimination of their state statutory levies as Citrus Australia builds its operations.

NSW (Riverina) citrus growers will be encouraged to:

- join Citrus Australia direct; and
- consider an immediate equivalent reduction in their state statutory levy.

A reduction or elimination of state statutory levies and/or voluntary contributions (i.e. Grower Body membership fees) will require an increase in the national R&D, marketing and plant health levies so that:

- industry services are maintained; and
- industry R&D resources actually increase through the federal government’s ‘matching dollar for dollar’ policy.

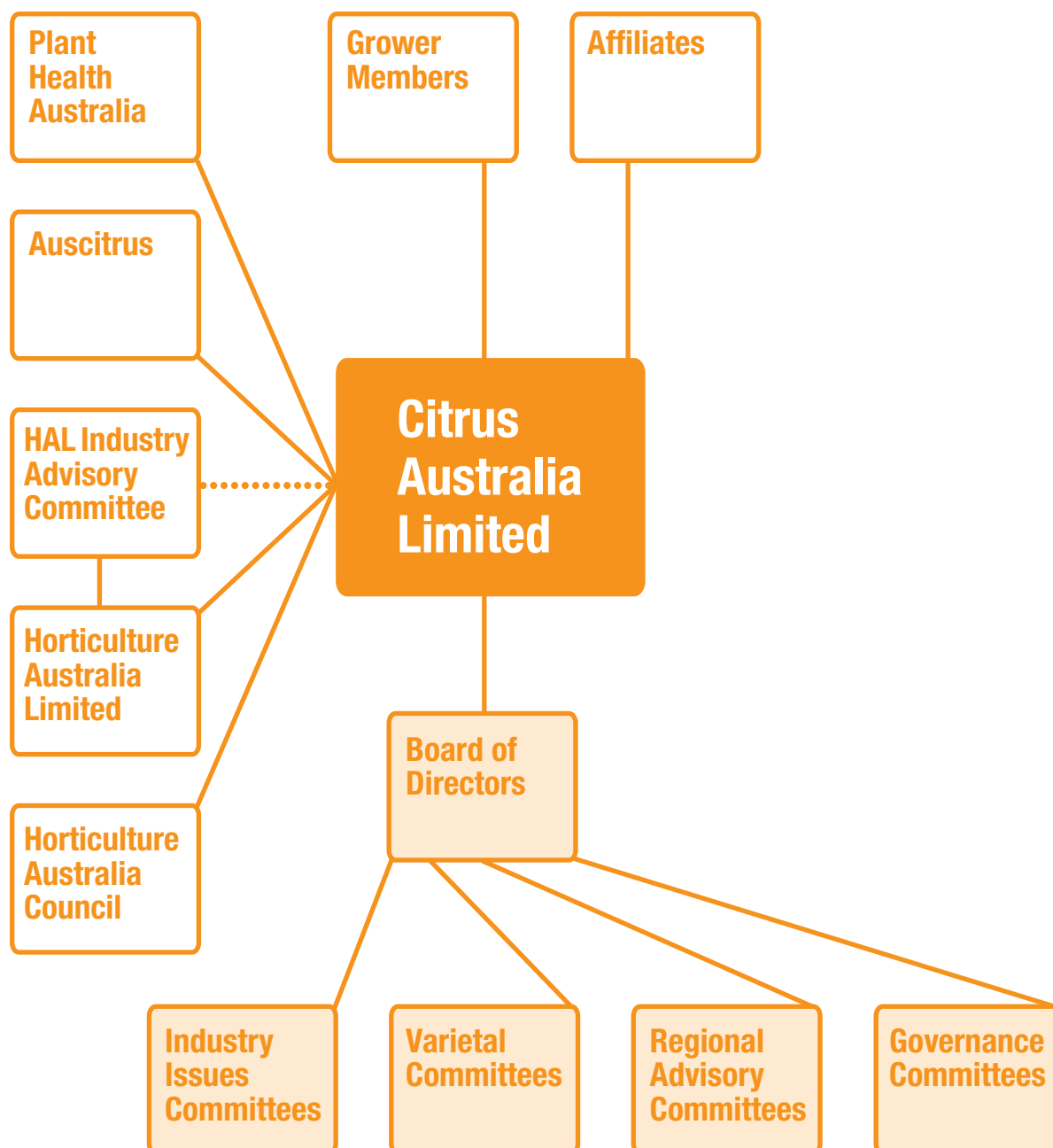
Rationalising the industry levy and fee structure in this way is proposed to ensure that:

- there is a more efficient flow of contributions from growers into programs and actions, rather than funds passing through a number of levels in the existing structure and being eroded at each level; and
- funding is contributed equitably, rather than relying heavily on the voluntary contributions of a few.

Citrus Australia will be required to conduct a separate consultation process with citrus levy payers under federal government guidelines in order to create new or amend existing national levies. This will be conducted as a separate but complementary process during the transitional period.

There is a substantial amount of work involved in Stage 2. There are also a number of operational and political challenges to be overcome. If all relevant parties were galvanised into action, it is estimated that the work could be completed in approximately one to two years. However, there is no certainty that this time-frame can be achieved.

5.4 The Citrus Australia model



6. Membership Classes

Citrus Australia will have two classes of membership:

- Grower Members
- Affiliates

6.1 *Grower Members*

A key feature of Citrus Australia is that growers will have direct membership of the company, with the objective that there will be 'grower ownership' of the organisation.

A person will be eligible to become a Grower Member if they own, lease or both occupy and manage a Farm of at least one hectare in size. A "Farm" is defined in the Constitution to mean a single parcel of land, upon which citrus trees are planted in order to harvest the fruit for commercial sale (whether or not they are yet bearing fruit).

Only one person may be admitted as a Grower Member in respect of a single Farm.

6.2 *Affiliate Members*

A person will be eligible to become an Affiliate if they belong to any of the following categories:

- citrus industry bodies;
- marketers, distributors and retailers of citrus fruits or products of citrus fruit;
- suppliers of goods or services to citrus growers; and
- persons closely associated with the citrus industry.

6.3 *Board discretion*

The Board has a discretion as to whether or not to approve an application for membership of Citrus Australia and may reject an application without giving reasons.

6.4 *Cessation*

A Member ceases to be a Member if:

- the Member resigns with three months' written notice to the secretary of Citrus Australia, in which case the Member shall not be entitled to a refund of any portion of their membership fee;
- the Board determines that the Member ceases to satisfy the qualification criteria and gives one month's notice of that fact to the Member;
- the Member becomes insolvent;
- the Member is expelled; or
- the Member dies or is wound up.

The Board may expel a Member, after giving them the opportunity to make submissions to the Board, in circumstances where the Member:

- fails to meet a financial obligation to Citrus Australia for a period of 90 days;
- breaches the Constitution; or
- engages in any conduct which, in the opinion of the Board, is unbecoming of a Member or which is prejudicial or adverse to the interests of Citrus Australia or the Australian citrus industry generally.

7. Financial Obligations

7.1 Membership Fees

Grower Members will pay a membership fee each Financial Year, consisting of:

- a minimum fee determined by the Board; or if greater,
- an amount determined by the Board, being either:
 - an amount per hectare of Farm or Farms owned, leased or both occupied and managed by the Grower Member on a date prescribed by the Board in that or the previous Financial Year; or
 - an amount per tonne of citrus fruit harvested from the Farm or Farms, owned, leased or both occupied and managed by the Member, in the year to a date prescribed by the Board in that or the previous Financial Year, which amount per tonne may or may not be different for different varieties of citrus fruit.

The object of this fee structure is to fairly and proportionately allocate membership fees across Grower Members.

Affiliates will pay an annual fee set by the Board from time to time.

The initial annual membership fees of Citrus Australia Ltd are as follows:

<i>Membership Fee</i>	
Grower Members	\$20 per hectare, with a minimum fee of \$100
Affiliates	\$250

7.2 2008-09 Transition Period

There will be a number of transitional arrangements in 2008-09 to ensure growers who choose to join Citrus Australia are recognised for prior or current payments to ACG or for the benefit of ACG (made through various means including through their Grower Bodies, statutory bodies or packinghouse), relating to the 2008-09 Financial Year, and to ensure growers do not pay more in total than they currently are.

Each membership application will be considered by the Citrus Australia Board, at which time such prior or current payments to ACG or for the benefit of ACG will be recognised.

In South Australia, growers who have remitted the \$0.50 (exclusive of GST) per tonne contribution to CGSA for services provided by ACG (collected via packinghouse by PIRSA), for all or part of the 2008-09 Financial Year, will need to demonstrate this amount on the Citrus Australia membership application form (attached to this Memorandum).

This amount will be deducted from the total 2008-09 membership fee due to Citrus Australia. CGSA will be encouraged to join as an Affiliate.

In the Murray Valley, growers who have remitted the \$0.50 (exclusive of GST) per tonne contribution to ACG for services provided by ACG (via their packinghouse or Murray Valley Citrus Board), for all or part of the 2008-09 Financial Year, will need to demonstrate this amount on the Citrus Australia membership application form. This amount will then be deducted from the total 2008-09 membership fee due to Citrus Australia. SCG and MMCG will be encouraged to join as Affiliates.

Queensland, citrus growers are encouraged to continue QCG membership. Upon the consent of the individual grower, part of their subscription payment to QCG will include membership fees to Citrus Australia. All assets and liabilities of QCG are expected to be transferred to Citrus Australia by July 2009, including staff, at which time a Citrus Australia regional advisory committee (established in consultation with QCG) will ensure the Citrus Australia Board is advised with respect to ongoing projects/obligations, programs and quarantined funds transferred to Citrus Australia by QCG.

In the Riverina, growers have benefited by services delivered via a Service Agreement between ACG and Riverina Citrus, funded through their state statutory levy. This is expected to continue, with the Service Agreement being transferred to Citrus Australia until it comes to an end in March 2009. After that point, growers can choose to join Citrus Australia direct. This may be facilitated by an equivalent reduction in the Riverina citrus state statutory levy.

In WA, growers have contributed through their state statutory "fee for service" through WAFGA's membership of ACG. This arrangement will cease on 31 October 2008 (though WAFGA will be encouraged to join as an Affiliate of Citrus Australia) and growers will be encouraged to join Citrus Australia direct upon the equivalent reduction in their state statutory fee for service.

7.3 Default

If a Member is in default in payment of their membership fee, they will be liable to pay to Citrus Australia interest on the outstanding monies and expenses incurred by Citrus Australia due to the default.

If the fee is not paid by the date 150 days after it is due, the Member will cease to be entitled to the rights and privileges of membership of Citrus Australia.

7.4 Members' Liability

In the event that Citrus Australia is wound up, each Member of the company is required to contribute an amount to the company's debts and liabilities and the costs, charges and expenses of the winding up, to a maximum amount of \$10 per Member.

8. Voting Rights

8.1 *Grower Members*

The system of allocating voting rights to Grower Members of Citrus Australia is intended to:

- be simple and transparent;
- achieve appropriate Board representation; and
- recognise financial contribution fairly.

Under the Constitution of Citrus Australia, each Grower Member shall have, in a Financial Year, one vote per dollar of membership fee paid or payable by the Member for that Financial Year.

A Grower Member shall not have a vote if they are in default in paying their membership fee to Citrus Australia.

8.2 *Affiliates*

Affiliates shall not have a vote at General Meetings of Citrus Australia, but they shall have the following rights:

- to attend General Meetings and speak at them with the consent of the Chair;
- to have matters included on the Board's agenda with the Chair's consent; and
- to refer to themselves as an "Affiliate Member" of Citrus Australia.

8.3 *Proxy Voting*

Grower Members can vote at General Meetings in person or by proxy or attorney. A Grower Member with two or more votes may appoint one or two proxies in accordance with the Constitution. A proxy must be a Grower Member.

9. The Board and Governance Structure

9.1 Governance Structure

Grower Members will have the right to elect Directors (see section 9.4). They will also be entitled to vote on certain fundamental matters such as the alteration of the Constitution, winding up of the company and the approval of committee members.

Otherwise, the business of Citrus Australia will be the responsibility of the Board (with the assistance of its various committees). The Board will delegate the day to day operations of the business to the CEO. A fundamental obligation of the Board is to appoint and manage the CEO.

The Board will appoint a Chair and Deputy Chair, from within its number, on an annual basis.

9.2 Board size and diversity

The Board will be comprised of seven Directors, with a minimum of four Directors being Grower Members or nominated by and associated with Grower Members. A person is “associated with” a Grower Member if they are a member, director or employee of, or a partner in, that Grower Member.

Each Director will have an equal vote on all matters requiring a vote of the Board. The Chair will not have a casting vote.

9.3 Initial Board

The initial Board of Citrus Australia is to be comprised as follows:

(a) Tania Chapman

Tania has a citrus and grape growing business in the Sunraysia region. She also has a business that provides specialised bookkeeping services to horticulturalists in the Sunraysia region. In addition she has held the positions of secretary to the Sunraysia Table Grape Growers Association and the Murray Valley Table Grape Growers Council. Tania holds a diploma of accounting.

(b) Kevin Cock

Kevin has a citrus growing business in the Sunraysia region and is a current director and vice president of ACG. He has extensive experience in citrus production over the past 40 years and has been an active representative of the industry through a variety of industry committees and boards, media relations and government and trade delegations, and in advancing industry policy issues with government.

(c) Greg Dbnaram

Greg will join the Board as an independent Director and brings expertise in retailing and fresh produce. He is an experienced manager with strong communication skills. Greg has 30 years experience in retail through a variety of senior roles with Woolworths Australia. He is presently chief executive officer of Favco Group, a fruit and vegetable marketing company.

(d) Kelly Jones

Kelly will join the Board as an independent Director and brings expertise in business management, information technology, project and change management and finance. She has had a long career in senior management or consulting roles with ANZ Bank, MLC, NAB, Westpac, Deutsche Bank and IBM. Kelly was formerly a director of the National Information and Communications Technology Australia (NICTA), holds a bachelor of science degree, an MBA and is a member of the Australian Institute of Company Directors.

(e) Michael McMabon

Michael is the managing partner of Abbotsleigh Citrus, a large citrus growing business in Queensland. The business grows, packs, transports and markets its own produce within Australia and overseas. Michael brings a young person's perspective and experience from outside the citrus industry, including time in the family's mixed farm business which includes grain, cotton and cattle production. He holds a bachelor of commerce degree and is a member of the Queensland Citrus Growers Promotions Committee and a director of Gin Gin Fruit and Vegetable Growers.

(f) Kevin Parr

Kevin's business is one of the largest citrus growing operations in Australia and the largest in Queensland. He has 30 years of experience in citrus growing, packing, exporting and marketing. Kevin has extensive experience in industry leadership roles, and is a current director of ACG and a board member and treasurer of Queensland Citrus Growers Inc. He is also chairman of Sweetee Citrus and managing director of Central Fruit Packers, a horticultural packing enterprise in the Central Burnett.

(g) Michele Phillips

Michele will join the Board as an independent Director and brings strong marketing and board expertise. She has 20 years experience working in Australia and Asia in both strategic and operational marketing roles for major firms including Electrolux Asia Pacific, Nestle Australia/NZ, Kellogg Australia and Kimberly-Clark Asia Pacific. Michele is the president and chair of a company that manufactures and markets a range of branded consumer food products and is executive director of a private equity firm. Her family owns a fruit farm in the Tweed Valley. She holds a bachelor of business degree and an MBA and is a member of the Australian Institute of Company Directors.

Two of these Directors shall retire at Citrus Australia's first AGM (in 2009), by agreement or by lot, and shall be eligible for re-election.

9.4 Appointment Process

Subsequent Directors will be appointed by Grower Members at AGMs in accordance with the following process:

- the two longest serving Directors will resign at each AGM, but will be eligible for re-appointment;
- a Director Selection Committee, comprising four Grower Members (or persons nominated by or associated with Grower Members) who are not also Directors, and the Chair, will be appointed by the Board from time to time. The initial Director Selection Committee will comprise:
 - Mark Chown;
 - Peter Davidson;
 - Nick Ulcoq;
 - Leonie Burrows; and
 - Brian Ramsay;
- nominations for Directors may be made by any three Grower Members or the Director Selection Committee;
- the Director Selection Committee may make non-binding recommendations to Grower Members in respect of the nominees for the vacant seats;
- each Grower Member may vote for no more than three nominees on a "3, 2, 1" basis; and
- the nominees with the highest number of votes cast in their favour will be declared elected.

9.5 Casual Vacancies

If the office of a Director becomes vacant between AGMs, the casual vacancy will be filled by the Director Selection Committee and the appointee will hold office until the next AGM, when they will be eligible for re-election.

9.6 Remuneration

The Directors will be remunerated by Citrus Australia at rates determined by the Board having regard to market rates, but subject to the maximum aggregate remuneration determined by the Grower Members at each AGM. They will also be reimbursed their reasonable expenses.

9.7 Board Committees

The Board is likely to establish a number of committees to undertake a number of functions, including:

- assisting the Board to comply with its legal and corporate obligations;
- ensuring appropriate representation, by providing Grower Members with an opportunity to raise and progress issues specific to their region or fruit variety;
- developing and recommending policy for approval by the Board;
- identifying, assessing and reporting on the comparative merit of candidates for re-election or election to the office of Director at AGMs;
- making recommendations to the Board on remuneration packages and policies applicable to Directors, officers and employees of Citrus Australia; and
- advising the Board on issues specific to citrus growers in various citrus growing regions of Australia.

At a minimum, there shall be:

- a director selection committee;
- an audit committee; and
- citrus industry issues and/or citrus fruit variety committees.

The Board may delegate any of its powers to a committee provided that it includes at least one Director. The appointment of persons to a committee with power must be confirmed by Grower Members at the next AGM.

At this stage, it is envisaged that the regional advisory committees will be merely advisory in nature.

9.8 Indemnity

Citrus Australia will indemnify each Director and the secretary of Citrus Australia against any liability incurred by them, arising out of the conduct of the business of Citrus Australia, to the extent permitted by law.

10. Constitution

10.1 Other Key Features

- **Company Limited by Guarantee**

Citrus Australia is a company limited by guarantee, incorporated under the *Corporations Act 2001 (Commonwealth)*.

- **Not for Profit**

Citrus Australia is a “not for profit” company, which means that the assets and income of Citrus Australia must be applied solely in furtherance of its objects (which are set out in Annexure A to this document). In effect, Citrus Australia is prohibited from distributing assets or income to its Members, except as bona fide compensation for services rendered or expenses incurred on behalf of Citrus Australia.

If Citrus Australia is wound up in the future, any surplus assets upon winding up must be transferred to another not for profit organisation with similar objects to Citrus Australia.

10.2 Consultation

A draft outline of the Constitution of Citrus Australia was circulated to key industry stakeholders (including ACG members, ACG associate members and ACG delegates) during the period of April–July 2008. The final version of the Constitution takes account of feedback received from the key industry stakeholders pursuant to this consultation process.

10.3 Access to Citrus Australia Constitution

The Citrus Australia Constitution contains much more detailed information concerning the governance of Citrus Australia, including the matters covered in sections 6 to 9 of this Information Memorandum. The Constitution can be accessed via the ACG website: www.australiancitrusgrowers.com. All ACG members and citrus growers are encouraged to read it.

11. Financial Viability

The forecast financial viability of Citrus Australia has been considered from financial modelling constructed and populated with the following inputs:

- current industry data;
- intent of Grower Bodies;
- data received from Grower Bodies; and
- the operations of ACG.

The opening pro forma balance sheet of Citrus Australia, as at 1 November 2008, is presented below:

<i>1 November 2008</i>	
<i>Current assets</i>	
Cash at bank	420,000
Debtors	-
<i>Total current assets</i>	<i>420,000</i>
<i>Non-current assets</i>	
Property, plant and equipment	5,527
<i>Total non-current assets</i>	<i>5,527</i>
<i>Total assets</i>	<i>425,527</i>
<i>Current liabilities</i>	
Creditors	-
Employee benefits payable	1,170
<i>Total current liabilities</i>	<i>1,170</i>
<i>Non-current liabilities</i>	
Employee benefits payables	3,015
<i>Total non-current liabilities</i>	<i>3,015</i>
<i>Total liabilities</i>	<i>4,185</i>
<i>Net Assets</i>	<i>421,342</i>

The balance sheet comprises:

- Cash at bank
- Debtors (to be settled before incorporation)
- Property, plant and equipment
- Creditors (to be settled before incorporation)
- Provision for short and long term employee benefits payable.

The forecast financial viability of the projected operations for Citrus Australia, in its initial two years of business activity, is illustrated by the income statement presented below.

	<i>Year 1</i>	<i>Year 2</i>
Operating income	92,706	130,200
Membership fee income		130,200
Total operating income	92,706	130,200
Other income		
Horticulture Australia Ltd consultation funding	170,518	189,536
Project and consultancy income	227,633	245,685
Other income	111,888	115,804
Total other income	510,039	551,025
Total income	602,745	681,225
Operating expenses		
Employee benefits expense	305,969	391,986
Citrus Australia Board expenses	166,620	172,452
Citrus Australia committee expenses	29,158	30,178
Regional presence expenses	3,129	15,353
Operating expenses	120,040	112,947
Total operating expenses	624,916	722,915
Earnings before interest, tax, depreciation and amortisation	(22,171)	(41,690)
Depreciation	(815)	(3,682)
Earnings before interest and tax	(22,985)	(45,372)
Net interest income	30,884	53,633
Net profit after tax	7,899	8,261

This income statement incorporates the proposed amalgamation of Citrus Australia with Queensland Citrus Growers (QCG) and Citrus Growers South Australia (CGSA) in year two of operations. The proposed amalgamation with these current Grower Bodies is based on the current intent of these respective bodies.

The Citrus Australia income statement provides funding for:

- three citrus industry issues or citrus fruit variety committees;
- regional committees in Queensland and South Australia upon amalgamation with the respective Grower Bodies in these states;
- two additional part time employees and one additional full time employee. These part time employees will commence work upon amalgamation of Citrus Australia with CGSA and QCG to help service the requirements of Queensland and South Australia. The one additional full time employee will commence work in the first year to help service the extra operational requirements for Citrus Australia; and
- three Board sub-committees (audit, remuneration and director selection).

Only the first two years have been considered in depth because they are expected to be the most challenging years for Citrus Australia financially and forecasting further ahead is quite speculative, especially considering the changes the industry is likely to go through during that time-frame.

12. Application for Membership

Citrus Australia will be seeking applications for membership, from both potential Grower Members and potential Affiliates, from 14 October 2008 onwards (subject to ACG delegates resolving, at the ACG general meeting on that day, to transfer the undertaking of ACG to Citrus Australia).

A copy of the membership application form is attached as Annexure B to this Information Memorandum. Please complete and lodge it if you wish to join Citrus Australia as a Member.

By completing and lodging the application form, you will agree to pay the membership fees as determined by the Board under the Constitution.

You can lodge your application form:

- at the 2008 Australian Citrus Industry Conference being held in Griffith, NSW on 13-15 October 2008 (application forms being accepted on or after 14 October 2008) by handing it to any ACG director or staff member present; or
- by post, fax or email to the following address:

Citrus Australia Ltd
Attention: Subscription Officer
Address: PO Box 5091 MILDURA VIC 3502
Facsimile: 03 5023 3877
Email: citrus2015@australiancitrusgrowers.com

13. Corporate Information

13.2 Name and address and contact details of:

- Australian Citrus Growers Inc

Level 1, 51 Deakin Ave MILDURA VIC 3500
PO Box 5091 MILDURA VIC 3502
Tel (03) 5023 6333
Fax (03) 5023 3877
Email admin@australiancitrusgrowers.com
Website www.australiancitrusgrowers.com

and

- Citrus Australia (to be incorporated after the ACG general meeting on 14 October 2008).

Level 1, 51 Deakin Ave MILDURA VIC 3500
PO Box 5091 MILDURA VIC 3502
Tel (03) 5023 6333
Fax (03) 5023 3877
Email: to be advised
Website: to be advised.

13.2 Existing directors of ACG:

- Mark Chown
- Kevin Cock
- Kent Andrew
- Peter Davidson
- Louis Sartor
- Kevin Parr
- Nick Ulcoq
- Mark Scott

14. Call to Action

The ACG board is urging all members of ACG to vote in favour of Stage 1 at the general meeting on 14 October 2008.

Stage 1 involves the establishment of and transition to the new company called Citrus Australia Limited. This new organisation will acquire the undertaking of ACG and conduct operations as the peak body for Australian citrus growers.

As well, the ACG board is urging all growers to subscribe for membership of the new organisation, Citrus Australia.

A copy of the membership application form is attached as Annexure B to this Memorandum.

You can lodge your application form:

- at the 2008 Australian Citrus Industry Conference being held in Griffith, NSW on 13-15 October 2008 (application forms being accepted on or after 14 October 2008) by handing it to any ACG director or staff member present; or
- by post, fax or email to the following address:

Citrus Australia Ltd
Attention: Subscription Officer
Address: PO Box 5091 MILDURA VIC 3502
Facsimile: 03 5023 3877
Email: citrus2015@australiancitrusgrowers.com

ANNEXURE A

Objects of Citrus Australia

The Objects of the Company are to:

- be the peak body for the Australian citrus industry, representing and furthering the interests of Australian citrus growers on regional, national and international issues affecting the citrus industry;
- execute the strategic plan, from time to time, of the Australian citrus industry;
- advocate the Australian citrus industry's position and make representations to Government;
- actively promote the good reputation of the Australian citrus industry;
- encourage good practice and high standards in Australian citrus production;
- source, collate and distribute statistical data, market intelligence and other industry or general information to Members or other participants in the Australian citrus industry;
- develop effective relationships with the citrus industry and other relevant rural and commercial organisations;
- develop effective relationships within the Australian citrus industry supply chain;
- plan, fund, facilitate and undertake market development and promotion initiatives to support domestic and export sales of citrus fruits and citrus products from Australia and advise and assist Australian citrus participants in relation to marketing issues;
- plan, fund, facilitate and coordinate citrus research and development, complemented by effective extension of research information to citrus growers and other citrus industry participants in Australia and facilitate the adoption and commercialisation of that research and development;
- advise and assist Australian citrus industry participants in relation to food safety, pests and diseases, biosecurity and other production issues and plan, fund and facilitate the conduct of citrus pest and disease management and control measures;
- undertake commercial activities incidental or ancillary to the above objects; and
- undertake other incidental or ancillary activities.

ANNEXURE B: Membership Application Form

PIN CHEQUE HERE
(DO NOT STAPLE)

2008-09 APPLICATION FORM Citrus Australia Ltd

Company use only

**For Sections A to I, refer to Guide attached.
Please use BLOCK LETTERS AND A BLACK PEN.**

A. The Applicant named below applies for Membership of Citrus Australia Limited (**Citrus Australia**) in the following Membership Class: (*tick applicable box*)

- Grower Member (go to section B)
- Affiliate (go to section C)

B. If the Applicant applies to be a Grower Member, the Applicant declares that:

- (a) they own, lease or both occupy and manage a Farm or Farms comprising _____ ha of citrus trees as at 1 July 2008; and
- (b) no other person is a Member of Citrus Australia in respect of that Farm or any of those Farms.

C. If the Applicant applies to be an Affiliate, the Applicant declares that they are a: (*tick applicable box*)

- citrus industry body
- marketer, distributor or retailer of citrus fruits or products of citrus fruits
- supplier of goods or services to citrus growers
- person closely associated with the citrus industry

D. The Applicant's details are:

NAME OF ENTITY: _____

ABN/ACN: _____

POSTAL ADDRESS: _____

FAX: _____ PHONE: _____

EMAIL: _____

CONTACT NAME: _____

E. The Membership Fee for the period until 30 June 2009 is:

- (a) Grower Members:
 - Either:
 - (i) \$20 x _____ ha (*from B(a)*) = **\$** _____
 - OR
 - (ii) minimum fee = **\$100.00**
 - (whichever is the greater).
- (b) Affiliates: **\$250.00**

F. The Applicant (Grower Member) has already contributed and/or will be contributing the following amount to ACG or for the benefit of ACG, through various means as outlined in section 7.2 of the Information Memorandum, for all or part of the year to 30 June 2009:

\$ _____

If the Applicant is a member of QCG, it consents to its Citrus Australia Membership Fee being paid by QCG out of its QCG membership fee.

G. The amount payable for the period to 30 June 2009 is:

Amount from section E	\$ _____
less	
Amount from section F	\$ _____
<i>Net amount payable</i>	\$ _____

H. Either:

(a) attached is a cheque or bank draft, for the full year amount specified in G, made payable to "Citrus Australia Ltd" and crossed "not negotiable", details of which are as follows:

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT
				\$ _____

OR

(b) the Applicant requests that Citrus Australia invoice it, for the amount specified in section G:
(tick applicable box)

for the full annual amount now
 in 4 quarterly instalments

I. By submitting this Application Form, the Applicant declares that:

- (a) they agree to be bound by the Constitution of Citrus Australia (as amended from time to time);
- (b) they agree to pay Membership Fees each Financial Year, in accordance with the Constitution;
- (c) they undertake to contribute to Citrus Australia's property, if the company is wound-up, up to a maximum amount of \$10, pursuant to the Constitution;
- (d) they agree to provide complete and accurate information to Citrus Australia, to enable it to calculate the Membership Fee payable by the Applicant each Financial Year;
- (e) they warrant that all information contained in this Application Form is complete and accurate;
- (f) they acknowledge that the Citrus Australia Board has a discretion whether or not to accept this Application;
- (g) they have read and understood the Information Memorandum dated 15 September 2008 issued by Australian Citrus Growers Inc; and
- (h) they have read and understood the disclaimers in section 1.2 of the Information Memorandum and accept that they apply to the Applicant.

Your Guide to the Application Form

Please complete all relevant sections of the Application Form using BLOCK LETTERS and a BLACK PEN. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable names to use on the Application Form are contained in the table below.

Terms defined in the Constitution, or proposed Constitution, of Citrus Australia, a copy of which is on ACG's website, have the same meanings in this Application Form.

If you have any queries concerning the completion of this Application Form, please contact ACG on Tel: 03 5023 6333 or e-mail: <citrus2015@australiancitrusgrowers.com>.

A Please tick the relevant box to indicate which class of Membership you are applying for. Eligibility criteria for each Membership Class are set out in clause 8.2 of the Constitution of Citrus Australia (and described in section 6 of the Information Memorandum dated 15 September 2008, issued by Australian Citrus Growers Inc).

B Please insert the number of hectares of citrus trees planted on your Farm or Farms on 1 July 2008. The statements in paragraphs (a) and (b) must be true for you to be accepted as a Grower Member.

C Please tick the relevant box. You need to fall within one of these categories to be eligible to be an Affiliate.

D Please enter the details of the proposed Member, including their full name. This must be the entity that owns, leases or both occupies and manages the Farm, in the case of a Grower Member, or the entity which is eligible to be an Affiliate. Please refer to the table below for the correct forms of registrable names.

Please enter your postal address for all correspondence and your contact name and telephone number in case we need to contact you in relation to this Application.

E For Grower Members, please insert the number of hectares from section B of the Application Form. Please complete the calculation and/or insert the dollar figure in this section.

Please note that the minimum Membership Fee is \$100. This is ***not*** payable in addition to the amount in section E(a)(i).

F In 2008-09, different transitional arrangements will apply to Members in different regions to reflect their different current financial arrangements with ACG. They are intended to recognise prior and/or continuing payment obligations and maintain contribution by Members at current levels. See section 7.2 of the Information Memorandum for the details of the arrangements.

If you have made or will make such a contribution for 2008-09, please insert the total amount in this section F. Note that you must have clear records to support this claim.

G Please complete this section to calculate the net amount payable by you.

H If you wish to pay in full now, please make your cheque or bank draft payable to "Citrus Australia Ltd" and cross it "not negotiable". It must be drawn on an Australian bank in Australian currency. Pin (do not staple) your cheque to the Application Form where indicated.

Please complete the cheque details in the spaces provided. The amount of the cheque must agree with the net amount in section G.

Sufficient cleared funds must be held in your account, as cheques returned unpaid may result in your Application being rejected. Receipt of payment will not be forwarded. Please do not provide cash.

Alternatively, if you wish to pay against an annual invoice or quarterly invoices, please tick the relevant box.

G Please read these declarations carefully before submitting the Application Form. You do not need to sign the form. By lodging the form with Citrus Australia, you will be making the declarations and agreeing to be bound by them.

Lodgement of Application Form

Application Forms may be lodged, with cheques or bank drafts attached, at the following address:

Citrus Australia Ltd
PO Box 5091
MILDURA VIC 3502
Tel (03) 5023 6333
Fax (03) 5023 3877
Email citrus2015@australiancitrusgrowers.com

Privacy Statement

Personal information (such as names, addresses and contact details) is collected on this Application Form by Citrus Australia (or by ACG on behalf of Citrus Australia) for the purpose of:

- determining whether you are eligible to be a Member;
- calculating your Membership Fee;
- keeping a register of members under the Constitution and the Act; and
- communicating with Members, which may include direct marketing information in relation to Citrus Australia's services to you or other material (including marketing material) approved by Citrus Australia. You may elect not to receive marketing information by contacting Citrus Australia.

Your personal information may be disclosed to employees or related entities of Citrus Australia or ACG, external service providers, government agencies or as otherwise required or permitted by law.

If you would like details of your personal information kept by Citrus Australia or you would like to correct such information that is out of date or otherwise incorrect, please contact Citrus Australia, using the contact details set out above.

It is anticipated that Citrus Australia will have a Privacy Policy. Please contact Citrus Australia to obtain a copy of it after the company has been incorporated and the policy adopted.

Correct Forms of Registrable Names

Only natural persons or other legal entities are entitled to be Members of Citrus Australia. Applications must be made in the name(s) of natural persons, companies or other legal entities. At least one full given name and the surname are required for each natural person.

The name of the beneficial owner or any other non-registrable name may be included by way of an account designation, if completed exactly as described in the examples of correct forms of registrable name shown below.

<i>Type of Member</i>	<i>Correct Form of Registrable Name</i>	<i>Incorrect Form of Registrable Name</i>
<i>Individual</i> Use given name(s) in full, not initials	Mr John Alfred Smith	J.A. Smith
<i>Company</i> Use company title, not abbreviation	ABC Pty Ltd ABN/ACN []	ABC P/L ABC Co
<i>Trusts</i> Use trustee(s) personal name(s), do not use the name of the trust.	Ms Janet Smith <Janet Smith Family A/C>	Janet Smith Family Trust
<i>Deceased Estates</i> Use executor(s) personal name(s), do not use the name of the deceased.	Mr Michael Smith <Estate of John Smith A/C>	Estate of Late John Smith
<i>Partnerships</i> Use partners' personal name(s), do not use the name of the partnership.	Mr John Smith and Mrs Janet Smith <John Smith & Son A/C>	John Smith & Son
<i>Unincorporated Bodies/ Business Names</i> Use office bearer(s) or proprietor(s) personal name(s), do not only use the name of the association or business	Mrs Janet Smith <ABC Citrus A/C>	ABC Citrus
<i>Superannuation Funds</i> Use name of trustee of fund, do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund