



# Constitution

NSW Farmers Association  
ABN 31 000 004 651

## Incorporating amendments passed:

**AGM 2008**  
**AGM 2009**  
**AGM 2011**  
**AGM 2012**  
**AGM 2013**  
**AGM 2014**  
**AGM 2015**  
**AGM 2017**

The table of contents and notes are not part of the Constitution,  
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# NSWFA Constitution

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## Constitution

### Preliminary

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#### 1. Definitions

In this Constitution:

**"Additional Personal Member"** means a person nominated by a Proprietary Member to hold an Additional Personal Membership under Article 8.4.

**"Alternate Councillor"** means a Member who is an alternate member of the Executive Council in accordance with Article 25.

**"Annual Conference"** means the body of the Association constituted from time to time in accordance with Article 23.

**"Annual General Meeting"** means the annual general meeting of the Members.

**"Association"** means the NSW Farmers' Association ABN 31 000 004 651.

**"Board"** means the Directors of the Association from time to time.

**"Branch"** means each branch established in a Region under Article 20.1.

**"Branch Chair"** means the Chair of a Branch.

**"Branch Committee"** means the representative body of the Branch referred to under Article 20.

**"Branch Delegate"** means a delegate entitled to represent a Branch at the Annual Conference under Article 23.7.

**"Business Day"** means a day except a Saturday, Sunday or public holiday in the state or territory in which the Association is taken to be registered for the purposes of the Corporations Act.

**"Code of Conduct"** means the Association's code of conduct which governs Members' conduct, as determined by the Board from time to time.

**"Committee"** means any committee or subcommittee of the Board, Executive Council or the Association, including, any committee, advisory committee, section committee, subcommittee or group of Members contemplated by or authorised under the Constitution or the law.

**"Constitution"** means the Association's Constitution as amended from time to time.

**"Corporations Act"** means the Corporations Act 2001 (Commonwealth).

**"Director"** means a person who is, for the time being, a director of the Association.

**"District Council"** means each pastoral and agricultural district council and specialist commodity section district council of the Association, previously referred to in earlier versions of this Constitution as a "District Council", formed by the Association prior to 16 July 2015.

**"Executive Council"** means the Members' representative body referred to under Article 25.

**"Executive Councillor"** means a Member who is a member of the Executive Council in accordance with Article 25.

**"Extraordinary General Meeting"** means an extraordinary general meeting of the Members.

**"Farm Enterprise"** means a business in New South Wales or the Australian Capital Territory, carried out for profit making purposes, with respect to the primary production of agriculture, food, fibre, fishing, forestry, horticulture and any other business that falls within the definition of "Primary Producer Business" under Commonwealth taxation legislation.

*History Added 17<sup>th</sup> July 2014 Resolution AGM 2*

**"Full Producer Member"** means a member under Article 8.2.

**"General Meeting"** means any general meeting of the Members whether an Extraordinary General Meeting or an Annual General Meeting.

**"Governance"** means the action, manner, or system of governing.

**"Governance Policies"** means actions, rules, practices and processes for the direction and control of the Association to be determined by the Board from time to time.

**"Income Interest"** means a right to receive income derived directly from the profit of the Farm Enterprise.

**"Incoming Executive Councillor"** means a Member who has been elected at Annual Conference to serve as an Executive Councillor from the conclusion of that Annual Conference but whose term of office has yet to commence.

**"Industrial Association"** means the associated entity of the Association registered to represent the industrial interests of Members in accordance with relevant industrial laws.

**"Legal Costs"** of a person means legal costs incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

**"Liability"** of a person means any liability (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Association or in or arising out of the conduct of the business of the Association, including as a result of appointment or nomination by the Association or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

**"Member"** means a person whose name is entered in the Register as a member of the Association.

**"Notice"** means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.

**"Pastoral and Agricultural Councillor"** means an Executive Councillor referred to in Article 25.1(b)(v).

**"Pastoral and Agricultural Section Branch"** means a Branch in which some of its Members are not affiliated with a Specialist Commodity Section or which does not have sufficient Members affiliated with the same Specialist Commodity Section to create their own Branch or has sufficient Members affiliated with the same Specialist Commodity Section to create their own Branch but have chosen not to do so.

**"Personal Representative"** means the legal personal representative, executor or administrator of the estate of a deceased person.

**"President"** means the president of the Association.

**"Proprietary Member"** means a Full Producer Member that is a corporate entity or partnership.

**"Proprietorial Interest"** means a legal interest in a Farm Enterprise.

**"Region"** means each region established by the Board under Article 22.1. Regions have no function other than maintaining equity of membership as much as possible throughout the membership base and as a mechanism for the appointment of Executive Councillors under Article 25.

**"Register"** means the register of Members kept under the Corporations Act and, where appropriate, includes any branch register.

**"Returning Officer"** means a staff member of the Association overseeing the election of the Executive Council and the Board.

**"Second Proprietary Member"** means a person nominated by a Proprietary Member to hold a Second Proprietary Membership under Article 8.3.

**"Special Qualifications"** has the meaning given to it in Article 25.1(b)(vi).

**"Specialist Commodity Section"** means a section of the Association in respect of commodities specific to that section as determined from time to time in accordance with Article 29.

**"Specialist Commodity Section Branch"** means a Branch whose Members are all affiliated with the same Specialist Commodity Section.

**"Treasurer"** means the treasurer of the Association.

**"Vice-President"** means the vice-president of the Association.

**“Young Farmers’ Council”** means the Young Farmer Members representative body of the Association in accordance with Article 32.

*History Added 30 July 2009 Resolution AGM 2*

**“Young Farmer Member”** means a Member under Article 8.5.

*History Added 30 July 2009 Resolution AGM 1*

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## 2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word **"includes"** in any form is not a word of limitation;
- (e) a reference to something being **"written"** or **"in writing"** includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

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## 3. Application of Corporations Act

- (a) Unless the context indicates a contrary intention, in this Constitution:
  - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Association after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Association; and
  - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.
- (b) The replaceable rules in the Corporations Act do not apply to the Association.

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## 4. Enforcement

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of the state or territory in which the Association is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, then that does not affect or impair:
  - (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
  - (ii) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

## Objects

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### 5. Objects of the Association

- (a) The objects of the Association are:
  - (i) To unite and represent pastoral and agricultural producers in New South Wales and



the Australian Capital Territory in one Association.

- (ii) To encourage and promote the development of the pastoral and agricultural industries and all matters relating to pastoral and agricultural production.
- (iii) To make representations to or arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to achieving the Association's objects or any of them.
- (iv) To provide technical advice to members and to inform, counsel and advise members of the public and members of the Association in all matters relating to pastoral and agricultural production.
- (v) To hold or arrange meetings and conferences in order to determine the policy of the Association from time to time and in order to inform members and others on matters related to the Association's objectives.
- (vi) To subscribe to, become a member of, and cooperate with any other association or organisation, whether incorporated under the Corporations Act or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Article 6.
- (vii) To advance, promote and protect the interests of the Association as a corporate body and the interests of the industries in which the members are engaged in all matters, including political, economic, legal and social matters and matters incidental thereto, provided that the Association shall not determine any policy in industrial matters which shall be the sole responsibility of the Industrial Association.
- (viii) To acquire, purchase, take on lease or in exchange hire, hold, sell, lease, mortgage, charge, exchange and otherwise own, possess and deal with any real or personal property of whatever nature and wherever situated which may be requisite for the purposes of, or capable of, being used in connection with, any of the objects of the Association.
- (ix) Provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall deal with the same only in such manner as is allowed by law having regard to such trusts.
- (x) To appoint, employ and subject to law enter into any agreement with or remove or suspend any employee or servant of the Association as may be necessary or convenient for the purpose of the Association.
- (xi) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (xii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any buildings, works or conveniences, which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (xiii) To invest and manage the money of the Association.
- (xiv) To borrow or raise or secure the payment of money in such manner as the Association may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the mortgage of or the issue of debentures, perpetual or otherwise, charged upon, all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.
- (xv) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.

- (xvi) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (xvii) To take or hold mortgages, liens and charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (xviii) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association but subject always to the proviso in subparagraph (viii) of this Article 5.
- (xix) To collect and receive funds and property by voluntary contributions, gifts and legacies or otherwise for the objects of the Association or any of them and to hold, invest and deal with the same.
- (xx) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (xxi) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Article 6.
- (xxii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (xxiii) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (xxiv) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (xxv) To create, manage, contribute to, act as trustee of, be a beneficiary of, or otherwise be involved in a trust.

*History Added 17<sup>th</sup> July 2014 Resolution AGM 3*

- (xxvi) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

- (b) The Association shall be non party political and the name of the Association shall not be used in any way which may be construed as party political provided that nothing shall be done to infringe the ordinary civil rights of members or officials acting in a private capacity. This shall not prevent the Association participating actively in the resolution of all political issues affecting the pastoral and agricultural industries generally.

## **Income and property**

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### **6. Application of income and property**

- (a) Subject to Articles 6(b), the Association must apply the profits (if any) or other income and property of the Association solely towards the promotion of the objects of the Association set out in Article 5 and no portion of it may be paid or transferred, directly or indirectly, to any Member whether by way of dividend, bonus or otherwise.
- (b) Nothing in Article 6(a) prevents the Association making any payment in good faith of:
  - (i) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Association in the ordinary and usual course of business of the Association;
  - (ii) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Association where the amount payable does not exceed an amount previously approved by the Board;
  - (iii) reasonable and proper rent or fees to a Member for premises leased or licensed by any

Member to the Association;

- (iv) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
- (v) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by the Association from the Member; or
- (vi) an amount under Article 43.

*History Amended 30 July 2009 Resolution AGM 2*

## **Liability and Obligations of Members**

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### **7. Liability and Obligations**

#### **7.1 Extent of Liability**

- (a) The liability of the Members is limited.
- (b) Each Member undertakes to contribute an amount not exceeding \$20.00 to the property of the Association if the Association is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:
  - (i) payment of the Association's debts and liabilities contracted before that person ceased to be a Member;
  - (ii) payment of the costs, charges and expenses of winding up the Association; and
  - (iii) adjustment of the rights of the contributories among themselves.

#### **7.2 Obligations of Members**

- (a) Each member agrees that, while they are a Member:
  - (i) in their capacity as Member, they will comply with the Association's Governance Policies and act in good faith toward each other and the Association, its' officers and staff; and
  - (ii) they will not act in a manner likely to bring the Association into disrepute.

*History Added 17<sup>th</sup> July 2014 Resolution AGM 4*

## **Membership**

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### **8. Eligibility and Classes of Membership**

#### **8.1 Membership Rights**

Subject to the provisions in this Constitution, the Board shall from time to time and at its discretion determine the benefits and service rights flowing to Members in each membership category.

#### **8.2 Full Producer Membership**

- (a) The following are eligible for Full Producer Membership of the Association:
  - (i) a person with a Proprietorial Interest in a Farm Enterprise;
  - (ii) a partnership or corporate entity with a Proprietorial Interest in a Farm Enterprise ("**Proprietary Member**");
  - (iii) a person employed in the management of a Farm Enterprise nominated by and representing their Farm Enterprise, providing such person does not have any Proprietary Interest which would otherwise qualify the person for Full Producer Membership.
- (b) However, only one Full Producer Membership can be held with respect to each Farm Enterprise at any one time.
- (c) A Full Producer Member is entitled to vote at meetings and stand for elected office.

- (d) The membership contribution is payable by the relevant Full Producer Member as determined in accordance with Article 16.

### **8.3 Second Proprietary Membership**

- (a) A Proprietary Member is entitled to nominate one person to hold a Second Proprietary Membership, provided that the Proprietary Member has fully paid its membership contributions in accordance with Article 16.
- (b) A person can only hold a Second Proprietary Membership if the person holds a Proprietary Interest in the relevant Farm Enterprise.
- (c) A Second Proprietary Member is entitled to vote at meetings and stand for elected office.
- (d) The membership contribution for Second Proprietary Membership will be in addition to the annual Full Producer Membership contribution.

### **8.4 Additional Personal Membership**

- (a) A Proprietary Member is entitled to nominate additional persons, up to a maximum of 50 persons, to hold Additional Personal Membership, provided that the Full Producer Member has fully paid its membership contributions in accordance with Article 16.
- (b) A person can only hold Additional Personal Membership if the person:
  - (i) holds a Proprietorial or Income Interest in the relevant Proprietary Member; or
  - (ii) is employed exclusively by the Proprietary Member as a manager of a property, and does not have any Proprietorial Interest which would otherwise qualify the person for Full Producer Membership.
- (c) An Additional Personal Member is entitled to vote at meetings and stand for elected office.
- (d) The membership contribution for Additional Personal Membership is payable by the relevant Full Producer Member in addition to the annual Full Producer Membership contribution.

### **8.5 Young Farmer Membership**

- (a) A person who is eligible for Association Membership in accordance with Articles 8.2, 8.3, 8.4, 8.6, and 8.7 and who is aged between 18 and 35 years is eligible for Young Farmer Membership by indicating on their Membership form, or otherwise by advising the Chief Executive Officer in writing, of their wish to be called a Young Farmer Member.
- (b) A Young Farmer Member is entitled to vote at Young Farmer meetings (including Young Farmers' Annual General Meeting) and stand for elected Young Farmers' Council office.
- (c) A Young Farmer Member eligible for Association Membership in accordance with Articles 8.2, 8.3, and 8.4 is entitled to vote at Association Meetings and stand for Association elected office.
- (d) A Young Farmer Member eligible for Association Membership in accordance with Article 8.6 and 8.7 is not entitled to vote at Association meetings (including General Meetings and Annual Conference) or stand for Association elected office.
- (e) Young Farmer Members are entitled to the Membership rights and benefits of the Association as determined by the Board from time to time in accordance with Article 8.1.
- (f) The Membership contribution is payable annually by the Young Farmer Member as determined in accordance with Article 16.
- (g) A Young Farmer Member must be registered as a Member of either one Pastoral and Agricultural Branch or one Specialist Commodity Section Branch on the basis of their own nomination in accordance with Article 20.3

*History Added 30 July 2009 Resolution AGM 1*

### **8.6 Associate and Retired Membership**

- (a) Any person who has a general interest in the pastoral and agricultural industries, including retired farmers, but who does not have a Proprietorial Interest in a Farm Enterprise may join the Association as an Associate Member.
- (b) Associate Members are entitled to the Membership rights and benefits of the Association as

determined by the Board from time to time. Such rights will not include the right to vote at meetings (including General Meetings and Annual Conference) or stand for elected office however, notwithstanding the above, they can be nominated and elected to fulfil the duties of one or more of the following roles: Branch Secretary, Branch treasurer or Branch Publicity Officer.

*History Amended 30 July 2009 Resolution AGM 3  
History Amended 18 July 2013 Resolution AGM 4*

## **8.7 Student Membership**

- (a) Subject to the approval of the Board from time to time, students, while enrolled in a recognised post-secondary or tertiary course, are eligible for Student Membership on payment of an annual membership contribution.
- (b) Student Members are entitled to the membership rights and benefits of the Association as determined by the Board from time to time. Such rights will not include the right to vote at meetings (including General Meetings and Annual Conferences) or stand for elected office.

*History Amended 30 July 2009 Resolution AGM 2*

## **8.8 Honorary Life Membership**

- (a) The Executive Council may on the recommendation of the Board admit any person to Honorary Life Membership of the Association in recognition of distinguished services rendered to the Association.
- (b) For this purpose, the Board may make such a recommendation to the Executive Council either on its own initiative or at the instance of any member or members of the Association provided that:
  - (i) such Member or Members desiring to propose a person for admission to Honorary Life Membership shall do so to the Board by writing addressed to the President, setting out an account of the distinguished services rendered to the Association by the person proposed; and
  - (ii) no such proposal will be entertained by the Board if it appears to the Board that the proposal has been permitted to come to the knowledge of the person proposed.

*History Amended 30 July 2009 Resolution AGM 2*

## **8.9 Affiliate Membership**

- (a) Any person, partnership or corporate entity that has a commercial interest related to pastoral and agricultural industries, but does not have a Proprietorial Interest in a Farm Enterprise may join the Association as an Affiliate Member.
- (b) Affiliate Members are entitled to membership rights and benefits of the Association as determined by the Board from time to time. Such rights will not include the right to vote at meetings (including General Meetings and Annual Conference) or stand for elected office.

*History Amended 30 July 2011 Resolution AGM 1*

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## **9. Applications**

- (a) Each applicant to become a Member must:
  - (i) sign and deliver to the Association an application in the form which the Board determines; and
  - (ii) upon applying for membership, pay the relevant annual membership contribution prescribed under Article 16.
- (b) The Board determines the criteria as to whether an applicant may become a Member, and an application to become a Member may be refused by the Board in its absolute discretion if any of the following grounds apply in the Board's opinion:
  - (i) the applicant is not eligible for membership under the current criteria for membership;

- (ii) the applicant is not of good fame and character or may bring the Association into disrepute;
- (iii) the applicant has failed to observe the requirements of the membership application;
- (iv) the applicant's membership of the Association would be contrary to the interests of the Association; or
- (v) the applicant has previously been expelled as a Member.

*History Amended 18 July 2013 Resolution AGM 5*

- (c) If an application to become a Member is accepted by the Board, the Association must give written notice of the acceptance to the applicant and enter the applicant's name in the Register.
- (d) If an application to become a Member is rejected by the Board, the Association must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
- (e) Failure by the Association to comply with any notice requirement in Article 9(c) or 9(d) does not invalidate the decision regarding an application. The Board's decision to refuse membership is final and binding and not subject to review.

## **10. No transfers**

The rights of being a Member are not transferable whether by operation of law or otherwise.

## **11. Medal of Honour, Certificate of Honour and Certificate of Merit**

- (a) The Executive Council may on the recommendation of the Board make an award of Medal of Honour, Certificate of Honour or Certificate of Merit in recognition of distinguished services rendered to the Association.
- (b) For this purpose, the Board may make its recommendation to the Executive Council for any such award either on its own initiative or at the instance of any member or members of the Association provided that:
  - (i) such Member or Members desiring to propose a person for an award shall do so to the Board by writing addressed to the President, setting out an account of the distinguished services rendered to the Association by the person proposed; and
  - (ii) no such proposal will be entertained by the Board if it appears to the Board that the proposal has been permitted to come to the knowledge of the person proposed.

## **Cessation of Membership**

### **12. Resignation of a Member**

- (a) A Member may resign from the Association by giving three months' written notice addressed and delivered to the Chief Executive Officer. The Member will cease to be a Member upon the expiry of the notice period.
- (b) The Chief Executive Officer will cause the receipt of notice of resignation to be acknowledged in writing.
- (c) A notice of resignation that has been received by the organisation is not invalidated by reason of the fact that it has not been addressed and delivered in accordance with (a) above.
- (d) A resignation from membership will not be invalidated for procedural defect if the Member has been informed in writing by or on behalf of the Association that the resignation has been accepted.
- (e) If a Member resigns, the Association must remove the Member's name from the Register following expiry of the notice period.

### **13. Expulsion of a Member**

- (a) Subject to Article 13(b), the Association may expel a Member by a resolution of the Board and remove the Member's name from the Register if:

- (i) a Member is in substantial breach of a provision of this Constitution, including a failure to pay the prescribed membership contribution for a period of not less than one year;
  - (ii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, or prejudicial to the interests or reputation of the Association;
  - (iii) the Member engages in persistent and/or vexatious litigation against the Association;
  - (iv) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or
  - (v) there is succession by another body corporate or entity to the assets and liabilities of the Member,
- (b) The Association must not expel a Member under Article 13(a) unless:
- (i) at least five (5) Business Days Notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of alleged event giving rise to the expulsion; and
  - (ii) the affected Member is given the opportunity of explaining to the Board or Executive Council, orally or in writing, why the Member should not be expelled.

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## 14. Other cessation events

If a Member:

- (a) being an individual, dies or becomes bankrupt, becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health; or
- (b) being a body corporate, is deregistered under the laws of the jurisdiction in which the Member is incorporated,

the Member ceases to be a Member of the Association and the Association may remove the Member's name from the Register.

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## 15. Effect of cessation

- (a) A person who ceases to be a Member:
  - (i) remains liable to pay, and must immediately pay, to the Association all amounts that at the date of cessation were payable by the person to the Association as a Member; and
  - (ii) must pay to the Association interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts.
- (b) The Association may by resolution of the Board waive any or all of its rights under this Article 15.

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## Membership Contributions and other payments

### 16. Setting of Membership Contributions

- (a) The membership contributions payable by Members will be as determined from time to time by an Annual General Meeting or an Extraordinary General Meeting on the recommendation of the Board.
- (b) Determination of membership contribution for Full Producer Members will be based upon a flat rate or tiered payment system calculated on all of their total Farm Enterprise sales or turn over regardless of commodity, recognising the different size of Farm Enterprises.
- (c) Membership contributions in respect of share farmers that are eligible for membership shall be calculated according to a flat rate or tiered membership fee.

*History Amended 18 July 2013 Resolution AGM 3*

- (d) Any Member who has disposed of their Farm Enterprise may continue in membership and, for so long as they remain a non-stock owner or non-agriculture producer, shall pay the minimum contribution in accordance with Article 8.6.
- (e) Any Member upon sale of a Farm Enterprise registered with the Association shall be liable for membership contribution and other sums due by him to the Association in respect of the enterprise up to the date of completion of the sale.
- (f) Despite anything to the contrary in this Constitution, the Association may by resolution of the Board set the terms of payment for, provide a discount in respect of, revoke or postpone a membership contribution or extend the time for payment of a membership contribution, at any time prior to the date payment of that membership contribution is due.  
*History Amended 18 July 2013 Resolution AGM 3*
- (g) Determination of Membership contribution for Young Farmer Members will be based on the Membership category they are eligible to first join, recognising the different backgrounds of the Young Farmers. The Board at its discretion may determine introductory incentive Membership benefits in accordance with Article 8.1.  
*History Added 30 July 2009 Resolution AGM 1*
- (h) Membership contributions for Affiliate Members will be determined by the Board from time to time.  
*History Amended 30 July 2011 Resolution AGM 1*

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## 17. Notice of Membership Contributions

- (a) The Association must give Notice of membership contributions to the Members who are required to pay the membership contributions at least 10 Business Days before the due date for payment. The Notice must specify the time or times and place of payment and any other information as the Board resolves.
- (b) The non-receipt of a Notice of a membership contribution by, or the accidental omission to give Notice of a membership contribution to any Member does not invalidate the membership contribution.

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## 18. Payment of Membership Contributions

- (a) Each Member must pay to the Association the amount of each membership contribution payable by the Member in the manner, at the time and at the place specified in the Notice of the membership contribution.
- (b) If the terms of membership of a class of Members require an amount to be paid as a fee or levy on a fixed date, each Member in that class of Members must pay that amount to the Association at that time and that amount is treated under this Constitution as if a membership contribution for that amount had been properly determined by the Board of which appropriate Notice has been given.
- (c) In a proceeding to recover a membership contribution, or an amount payable due to the failure to pay or late payment of a membership contribution, proof that:
  - (i) the name of the person is entered in the Register as a Member;
  - (ii) the person is in the class of Members liable to pay the membership contribution;
  - (iii) there is a record in the minute books of the Association of the resolution determining the membership contribution or the terms of membership of a class of Members requiring the payment of the membership contribution; and
  - (iv) Notice of the membership contribution was given or taken to be given to the person in accordance with this Constitution,
 is conclusive evidence of the obligation of that person to pay the membership contribution.



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## **19. Structure of Association**

- (a) The Association will consist of a general section known as the Pastoral and Agricultural Section consisting of a number of Regions, as determined from time to time in accordance with Article 22 and a number of Specialist Commodity Sections as determined from time to time in accordance with Article 29.
  - (b) Members of each section in accordance with Article 19(a) shall be regarded as equal Members of the Association.
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## **20. Branches**

### **20.1 Branches - Establishment**

- (a) Subject to the approval of the Board, a Branch of members may be established and maintained. A Branch may be classified as a Pastoral and Agricultural Section Branch or a Specialist Commodity Section Branch.
- (b) Unless the Board otherwise determines in a particular case, a new Branch of the Association may be formed by not less than twenty (20) financial Members.

### **20.2 Branches - Merging**

Where more than one Branch usually meets in the same town, those Branches will be allowed to merge if agreed to by a simple majority vote of the members of the relevant Branches at a meeting or combined meeting called for that purpose. In other situations the merging of Branches in different towns will be determined in the same manner. Voting will be by a show of hands unless the majority of those present call for a secret ballot.

### **20.3 Branches - Membership**

- (a) A Member of the Association must be registered as a member of one Branch on the basis of their own nomination.
- (b) A Member may speak at, vote and hold office in their nominated Branch.
- (c) A Member may only be registered as a member of one Branch at any time.

### **20.4 Branches - Objects**

The objects of each Branch are to:

- (a) promote the Association;
- (b) secure to its members the advantage of unity of action in matters of a local nature affecting their welfare and/or the welfare of the Association and the progress of their Branch and their Region;
- (c) cooperate with other Branches and the Association generally in securing united action in all matters concerning the Association or any other Branch or Region; and
- (d) discharge all duties in good faith and in the best interests of the members of the Branch and the Association.

### **20.5 Branches - Autonomy**

Subject to compliance with the Constitution of the Association, Branches are autonomous in all matters specific to the Branch local area.

### **20.6 Branches - Finance**

Until the Board or a General Meeting otherwise determines, up to seven and a half (7.5) per cent of each annual membership contribution received from a member of a Branch in any year will be payable as a "capitation fee" to the Branch of which he or she is a member upon written request to the Association by the Branch following a Branch meeting in that year.

### **20.7 Branches - Financial Autonomy**

- (a) Branches are autonomous in the expenditure of any funds received under Article 20.6 for purposes consistent with the Association's objectives and policies.
- (b) Branches may give financial assistance to any other Branch or receive such assistance from

the Association or any one or more Branches at the absolute discretion of the parties concerned.

## **20.8 Branches - Annual Conference and Executive Council Meetings**

- (a) Matters for Annual Conference consideration or Executive Council consideration arising at a Branch must be moved by any Member at a Branch meeting and must be carried at that meeting to enable submission of the matter for inclusion in the Annual Conference agenda or Executive Council meeting agenda (as applicable).
- (b) Notwithstanding (a) above, Branches in the Western Division may submit matters directly to Annual Conference.
- (c) All Branch members are entitled to speak and vote equally at their respective Branch meetings (except that any Member who does not have voting rights is not entitled to vote).

## **20.9 Branches - Office Bearers**

Each Branch must be governed by a committee elected annually, consisting of not less than a Branch Chair, a Branch Vice-Chair and a person or persons to act as Branch Secretary, Branch treasurer and Branch Publicity Officer, together with any other elected members of the committee at the discretion of the Branch.

## **20.10 Branches - Election of Officers**

Branch office bearers together with Branch delegates to the Annual Conference and/or Specialist Commodity Section Annual Meetings must be elected at the Annual Meeting of the Branch from those eligible to vote. In the event of any vacancy occurring during the year, the Branch Committee may fill such vacancy from among the members of the Branch.

## **20.11 Branches - Chair's Term of Office**

- (a) The term of office of any Branch Chair is one year.
- (b) A Branch Chair is not eligible for election as a Branch Chair after four (4) consecutive terms in that office.

## **20.12 Branches – Treasurer's Duties**

Subject to the directions of the Board from time to time, the duties of the Branch treasurer are to:

- (a) hold in trust all money collected and received by the Branch;
- (b) pay out of such funds all accounts duly passed by the committee or Branch meeting and certified correct by the Chair of such meeting at which the accounts were passed for payment; and
- (c) keep a just account and submit to the Annual Meetings or whenever called upon by the committee to do so, a statement showing the receipts and expenditure for the year.

## **20.13 Branches - Secretary's Duties**

The duties of the Branch Secretary are to:

- (a) keep the minutes and records of all meetings;
- (b) conduct the correspondence;
- (c) summon all meetings of the committee and members; and
- (d) prepare the business paper for the guidance of the Chair of all meetings.

## **20.14 Branches - Chair's Duties**

- (a) At all meetings the Branch Chair or, in his absence a Branch Vice-Chair, or in their absence any Member chosen from the members then present, will be Chair of the meeting.
- (b) The Branch Chair in case of an equality of votes has a deliberative and a casting vote.

## **20.15 Branches - Annual Meetings**

- (a) The Annual Meeting of Branches must be held prior to a date in each year, determined by the Board, at such time or place (including by use of any technology that allows Members to participate) as each Branch Committee may decide.

- (b) The quorum for Annual Meetings of Branches with:
  - (i) Up to twenty five (25) Members is five (5) Members present;
  - (ii) From twenty-six (26) to fifty (50) Members is seven (7) Members present; and
  - (iii) Over fifty (50) Members is ten (10) Members present.
- (c) The business to be transacted at the Annual Meeting will be:
  - (i) Submission of Annual Report;
  - (ii) Branch treasurer's Balance Sheet;
  - (iii) Election of Officers and Branch delegates to the Annual Conference and/or Specialist Commodity Section Annual Meeting; and
  - (iv) any general business.
- (d) At least fourteen (14) days' Notice of a Branch Annual Meeting must be given in a local newspaper or by Notice to Members of the relevant Branch.

*History Amended 30 July 2009 Resolution AGM 4*

## **20.16 Branches - Meetings**

The Branch Secretary must convene a meeting of the members of such Branch when directed to do so by the Branch Chair (or a Branch Vice-Chair in the absence of the Branch Chair) or any five (5) members of the Branch. Not less than seven (7) days' Notice (exclusive of the day on which Notice is given but inclusive of the day for which Notice is given) of such meeting shall be given.

## **20.17 Branches - Business at Meetings**

- (a) Branch meetings must be conducted in accordance with the customary rules of debate or rules of debate as circulated by the Association from time to time.
- (b) All questions must be decided by a majority of votes in the first instance on the voices. Provided always that a division may be called for and taken by a show of hands or if a person present at any meeting so desires any question will be decided by secret ballot.

## **20.18 Branches - Disbandment**

If and when any Branch is disbanded for any reason by the Board or the Branch itself, all money standing to the credit of the Branch or any person or persons in trust for the Branch must be remitted to the registered office of the Association and all other property including books of all kinds in the possession of such Branch or person or persons must be immediately delivered to the Association at its registered office or otherwise disposed of as the Board may direct, except that where any Branch merges with another Branch all property and funds of the merging Branches shall automatically become the property and funds of the new Branch established.

## **21. District Councils**

### **21.1 District Councils - Disbandment**

- (a) District Councils are disbanded and no longer have any role in the Association.
- (b) At the direction of the Board and by no later than 30 June 2016, all money standing to the credit of each District Council or held by any person or persons in trust for that District Council must be transferred in as close to practicable equal proportions to each new or continuing Branch affiliated with that District Council (for the avoidance of doubt this may include transfers to a new Branch which is established before the transfer date).
- (c) All other property of each District Council including books of all kinds in the possession of the District Council must, by no later than the transfer date be delivered to the registered office of the Association or to such place(s) as the Board may otherwise direct.

## **22. Regions**

### **22.1 Regions - Boundaries**

- (a) The Board will establish thirteen (13) Regions in such areas and upon such basis as it shall determine from time to time.

- (b) Each Region will contain approximately equal numbers of financial Members.
- (c) The Board may alter the boundaries of Regions from time to time for the purpose of ensuring that there is a proportional number of Members in each Region, except in the case of the Western Division Region, which must not be changed. In respect of any proposed changes to a Region by the Board, the Board must publish the proposed changes and receive submissions for a period of approximately three (3) months before reaching the Board's final determination. When new Branches are formed, or regional boundaries are altered, existing Region account balances will be divided proportionally amongst members to be taken as a credit to their new or existing Branch. In the case of any dispute in respect of this, the Treasurer will determine the dispute and such determination is final and binding on the parties.
- (d) The Region Council for the Western Division shall be the "Western Division Council" and shall operate in accordance with Article 31.

## **23. Annual Conference**

### **23.1 Annual Conference - Time and Place**

- (a) Annual Conference will be convened at such time and place as the Board or Annual Conference shall from time to time appoint.
- (b) Unless the Board otherwise determines, the Annual Conference will commence on Monday morning of the week for which it is convened.

### **23.2 Annual Conference - Order of Events**

- (a) The business of the Annual Conference may include general business and business items relating to any Advisory Committee.
- (b) Elections of Board and Executive Councillors will be held during Annual Conference at times and places determined by the Board and in accordance with these Articles.
- (c) The Annual General Meeting will be held on the last day upon which the Annual Conference is convened.

### **23.3 Annual Conference - Those Entitled to Vote**

- (a) The Annual Conference will consist of the following Members each of whom will be eligible to attend and eligible to exercise one vote:
  - (i) all members of the Executive Council at the commencement of the Annual Conference; and
  - (ii) all Branch Delegates.
- (b) A Member cannot hold more than one delegate position at any one time.

### **23.4 Annual Conference - Young Farmers' Council**

Two (2) Young Farmer Members elected by the Young Farmers' Council will be entitled to attend Annual Conference and participate in debate but will not be entitled to vote in their role as a Young Farmer Member.

*History Amended 30 July 2009 Resolution AGM 2*

### **23.5 Annual Conference - Eligibility to attend but not to vote or to speak**

Any Member of the Association together with other invited visitors may attend the Conference as an observer, subject to any qualification which the Chair or the Annual Conference may from time to time impose, but such invitees may not vote and shall not speak unless invited to do so by the Chair, having advised the Chair that they are not delegates.

### **23.6 Annual Conference - Votes recorded personally**

Votes at Annual Conference will only be recorded for Members qualified to vote in accordance with and personally present at Annual Conference, except that Branch delegates have the full voting power of their respective Branch for the election of office bearers of the Association.

### **23.7 Annual Conference - Branch Authorised Delegates**

- (a) Each Branch will be entitled to be represented at the Annual Conference by:
  - (i) two delegates; and
  - (ii) if there are more than twenty (20) Members of that Branch, one (1) additional delegate for every additional twenty (20) Members, or part thereof, of that Branch after the first twenty (20) Members.
- (b) Each Branch must notify the Chief Executive Officer at least one (1) week prior to the date of Annual Conference the names of the Branch Delegates. If such notice is not received by the Chief Executive Officer, any Branch Delegate must, if so required, present a letter authenticating his or her appointment as a Branch Delegate signed by the Branch Chair or Branch Secretary of the Branch he or she represents.

### **23.8 Annual Conference - Chair**

- (a) The President, or in the President's absence the Vice-President, will take the Chair at Annual Conference.
- (b) In absence of the President and the Vice-President, the Annual Conference will elect a Chair from amongst the Board.

### **23.9 Annual Conference - Agenda and Business**

- (a) The matters for discussion, consideration or decision by Annual Conference will be those that appear on the business paper submitted to the Annual Conference by the Board, together with such other matters as Annual Conference resolves are of an urgent or important nature.
- (b) Matters for the agenda may be submitted to the Board:
  - (i) by any committee or Council established in accordance with these Articles; or
  - (ii) as provided in Article 20.8.

### **23.10 Annual Conference - Quorum**

Thirty (30) Members present and entitled to vote at Annual Conference will form a quorum.

### **23.11 Annual Conference - Delegates' Expenses**

- (a) The Board will annually determine the amount of expenses which shall be subscribed from the general funds of the Association to Branch Delegates and Executive Councillors attending Annual Conference.
- (b) A Branch may assist with the expenses of its Branch Delegates attending Annual Conference if it thinks fit to do so.

### **23.12 Annual Conference - Rules of Debate**

The proceedings of Annual Conference will be governed by rules of debate as determined by the Board from time to time which may be varied by majority decision of Annual Conference to meet special circumstances.

### **23.13 Annual Conference - Powers**

- (a) Subject to Article 29, the Annual Conference generally has the power to determine all matters of industry policy on behalf of the Association.
- (b) The Annual Conference will make industry policy decisions and may make recommendations to the Board in matters related to implementation of industry policy and general organisation.

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## **24. Special Conference**

- (a) A Special Conference may be convened by the Board at any time and the provisions of these Articles applying to Annual Conference will apply to any such Special Conference with any changes reasonably required by the circumstances.

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## **25. Executive Council**

### **25.1 Executive Council - Structure**

- (a) There will be an Executive Council of no less than forty-five (45) financial Members, each of whom will be entitled to attend and exercise one vote at meetings of Executive Council.
- (b) The Executive Council will consist of:
  - (i) the President elected in accordance with Article 27.4 and who will thereafter automatically be an Executive Councillor;
  - (ii) the Vice-President elected in accordance with Article 27.5 and who will thereafter automatically be an Executive Councillor;
  - (iii) the Treasurer elected in accordance with Article 27.6 and who will thereafter automatically be an Executive Councillor;
  - (iv) two (2) Directors elected in accordance with Article 27.7 and who will thereafter automatically be Executive Councillors;
  - (v) Pastoral and Agricultural Councillors comprising:
    - A. three (3) Executive Councillors representing each Region excluding the Western Division; and
    - B. four (4) Executive Councillors representing the Western Division;
  - (vi) up to six (6) Executive Councillors with Special Qualifications. To be an Executive Councillor with Special Qualifications, a person must be considered by the Pastoral and Agricultural Councillors to offer special qualification whether by virtue of current membership of a marketing board or corporation or a government or semi-government authority, or the individual's specific special qualification they will bring to Executive Council;
  - (vii) any Member of the Association holding the elected position of president of a federal commodity council, who will be an Executive Councillor if they are not already an Executive Councillor;
  - (viii) the Chair from each Advisory Committee elected in accordance with Article 30.1(b), who will be an Executive Councillor if they are not already an Executive Councillor;
  - (ix) the Chair from each Specialist Commodity Section elected in accordance with Article 29.2(b), who will be an Executive Councillor if they are not already an Executive Councillor; and
  - (x) the immediate past President of the Association, if he or she elects to retain office as an Executive Councillor and they are not already an Executive Councillor.
- (c) A Member cannot hold more than one position on the Executive Council at any one time.
- (d) If not less than two (2) Business Days before an Executive Council meeting or Annual Conference, an Executive Councillor has notified the Chair of the Executive Council or the Chair otherwise becomes aware that the Executive Councillor will not be able to attend the Executive Council meeting or Annual Conference then:
  - (i) in the first instance the Alternate Councillor for that Region, Specialist Commodity Section or Western Division may attend, or if that person is also unavailable to attend, then the Chair of the Executive Council will appoint a Member to be an Alternate Councillor to attend;
  - (ii) the Alternate Councillor may exercise all of the powers that the Executive Councillor would have been able to exercise had the relevant Executive Councillor attended, and the exercise of the powers by that Alternate Councillor is just as effective as if the powers have been exercised by the relevant Executive Councillor;
  - (iii) the Alternate Councillor, whilst exercising the powers of the Executive Councillor they are replacing will be provided with the same information in relation to the business of the relevant Executive Council meeting or Annual Conference as had been provided to the Executive Councillor as the case may be; and

- (iv) for the avoidance of doubt the rights and obligations of the Alternate Councillor under this Article 25.1(d) ends automatically at the conclusion of the relevant Executive Council meeting or Annual Conference as the case may be.

## **25.2 Executive Council - Electoral Procedure**

- (a) In those years in which the term of the Pastoral and Agricultural Councillors representing the Regions will expire, this Article 25.2 will operate.
- (b) During the week in which Annual Conference is held, and prior to the election of the Pastoral and Agricultural Councillors referred to in Article 25.2(c) below:
  - (i) the President will be elected in accordance with Article 27.4;
  - (ii) the Vice-President will be elected in accordance with Article 27.5;
  - (iii) the Treasurer will be elected in accordance with Article 27.6; and
  - (iv) two (2) Directors will be elected in accordance with Article 27.7.
- (c) Following the elections as referred to in Article 25.2(b), the Pastoral and Agricultural Councillors representing the Regions referred to in Article 25.1(b)(v) will be separately nominated and elected in thirteen (13) regional elections and at each such regional election, the Pastoral and Agricultural Councillors for that Region will be elected by those Annual Conference delegates representing that Region at the Annual Conference. The nominee with the next highest number of votes to the persons elected in their Region or Western Division will become the Alternate Councillor for any one of the elected Executive Councillors for the Region or Western Division if that Executive Councillor is unable to attend the Executive Council meeting or Annual Conference.
- (d) Following the elections referred to in Article 25.2(c), up to six (6) Executive Councillors with Special Qualifications referred to in Article 25.1(b)(vi) may be nominated and elected as follows:
  - (i) The President-elect, Vice-President-elect, Treasurer-elect and the Pastoral and Agricultural Councillors-elect may nominate and elect up to six (6) Executive Councillors with Special Qualifications during the week in which Annual Conference is held.
  - (ii) To be considered for election, an Executive Councillor with Special Qualifications must be nominated by five (5) Pastoral and Agricultural Councillors-elect. The nominations must be lodged in writing and include relevant biographical details of the nominee setting out their Special Qualifications on a standard form prepared by the Board for this purpose and allowing sufficient time prior to the ballot for circulation to Pastoral and Agricultural Councillors-elect at Annual Conference.
- (e) The Executive Councillor(s) for each Specialist Commodity Section referred to in Article 25.1(b)(ix) will be elected at the respective Specialist Commodity Section Annual Meeting in accordance with Article 29.4.

## **25.3 Executive Council - Term of Office of Executive Councillors**

- (a) Except as otherwise provided in these Articles, the following Executive Councillors are to have a term of office which begins at the conclusion of the Annual Conference at which they were elected or appointed and expires at the conclusion of the second Annual Conference following the commencement of that Executive Councillor's last election or appointment at the Annual Conference:
  - (i) Pastoral and Agricultural Councillors referred to in Article 25.1(b)(v);
  - (ii) Executive Councillors with Special Qualifications referred to in Article 25.1(b)(vi); and
  - (iii) the immediate past President of the Association referred to in Article 25.1(b)(x).
- (b) Except as otherwise provided in these Articles, the following Directors will take office as members of the Executive Council immediately upon the conclusion of the Annual Conference at which they are elected and will terminate immediately upon the conclusion of the second Annual Conference following that Director's last appointment:

- (i) President referred to in Article 25.1(b)(i);
  - (ii) Vice-President referred to in Article 25.1(b)(ii);
  - (iii) Treasurer referred to in Article 25.1(b)(iii); and
  - (iv) two (2) Directors referred to in Article 25.1(b)(iv).
- (c) Except as otherwise provided in these Articles, the following Executive Councillors are to have a term of office as Executive Councillors that corresponds with the term of office of their respective positions:
- (i) a Member of the Association holding the elected position of president of a federal commodity council referred to in Article 25.1(b)(vii);
  - (ii) the Chair from each Advisory Committee referred to in Article 25.1(b)(viii); and
  - (iii) the Chair from each Specialist Commodity Section referred to in Article 25.1(b)(ix).
- (d) No Executive Councillor can exercise more than one vote in any election as a result of such newly assumed office.

#### **25.4 Executive Council - Casual Vacancy**

At the discretion of Executive Council, any casual vacancy on Executive Council can be filled by Executive Council or remain vacant until the next Executive Council election.

#### **25.5 Executive Council - Powers and Responsibilities**

- (a) Subject to the power of Annual Conference in determination of all industry policy on behalf of the Association, the Executive Council will have the power to:
- (i) determine new industry policy relating to new matters which have not been determined by Annual Conference; and
  - (ii) determine questions of existing industry policy where there is new matter or there are altered conditions for consideration which were not before Annual Conference.
- (b) The Executive Council may elect various Advisory Committees in accordance with Article 30.1.
- (c) Executive Councillors are responsible for informing their respective Regions and Branches on the operations of the Association generally.

#### **25.6 Executive Council - Submission of Business**

Business may be submitted to Executive Council by the Board, Executive Council, Young Farmers' Council, or by any Advisory Committee, Specialist Commodity Section or any Branch.

*History Amended 30 July 2009 Resolution AGM 2*

#### **25.7 Executive Council - Meetings**

- (a) The Executive Council will meet:
- (i) at such times and places (including by use of any technology that allows the Executive Councillors to participate) as determined by the Board or the Executive Council; or
  - (ii) upon the request of any twenty (20) members of the Executive Council acting jointly, in which case the President must call a meeting of the Executive Council within six (6) weeks from the date of that request.
- (b) Executive Council meetings will be conducted in accordance with the rules of debate as determined by the Executive Council from time to time.
- (c) All questions will be decided by a majority of votes in the first instance on the voices. Provided always that a division may be called for and taken by a show of hands or if an Executive Councillor at any meeting so desires any question shall be decided by secret ballot.

#### **25.8 Executive Council - Chair's Duties**

- (a) The President, or in the President's absence the Vice-President, will take the Chair at



meetings of Executive Council. In their absence the Executive Council will elect a Chair for the meeting from amongst the Board.

- (b) The Chair in case of an equality of votes has a deliberate and casting vote.

## **25.9 Executive Council - Quorum**

Twenty Three (23) Executive Councillors will constitute a quorum of the Executive Council.

*History Amended 19 July 2017 Special Resolution AGM 1*

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## **26. General Meetings**

### **26.1 Annual General Meetings**

An Annual General Meeting of the Association will be held once at least in every year at such time and place as may be prescribed by the Association in General Meeting. If no other time or place is prescribed the Annual General Meeting will be held on, or immediately following, the last day on which the Annual Conference will be sitting in every year, at such time and place as may be determined and duly notified by the Board.

### **26.2 Extraordinary General Meetings**

All general meetings not being the Annual General Meeting will be called Extraordinary General Meetings. All business transacted at an Extraordinary General Meeting will be deemed special.

### **26.3 Annual General Meetings - Business**

The business of the Annual General Meeting will include:

- (a) the receipt and consideration of the accounts and balance sheet;
- (b) the receipt and consideration of reports of the Board and of the Auditors;
- (c) any proposals to amend the Constitution; and
- (d) transaction of any other business which ought to be transacted at an Annual General Meeting.

### **26.4 Extraordinary General Meetings - Convening and Requisition**

- (a) The Board may, whenever it thinks fit, and must, upon a requisition in writing signed by the President of the Association or any two (2) Directors or by Members in accordance with the Corporations Act, convene an Extraordinary General Meeting.
- (b) Any such requisition must state the general nature of the business for which the meeting is to be called and must be delivered to the Chief Executive Officer or the Chief Executive Officer's delegate from time to time at the registered office of the Association.
- (c) Members may otherwise call or arrange to hold an Extraordinary General Meeting in accordance with the provisions of the Corporations Act.

### **26.5 General Meetings - Notice**

- (a) At least twenty-one (21) days' Notice (exclusive of the day on which the notice is given but inclusive of the day for which the notice is given) must be given to Members entitled to vote at a General Meeting.
- (b) The Notice of a General Meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements of the Corporations Act.
- (c) A person may waive notice of any General Meeting by written notice to the Association.
- (d) A person who has not duly received notice of a General Meeting may, before or after the meeting, notify the Association of the person's agreement to anything done or resolution passed at the meeting.
- (e) A person's attendance at a General Meeting waives any objection that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.
- (f) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of

the meeting or a proxy form, or the Association accidentally does not give notice of the meeting or a proxy form to a person.

## **26.6 General Meetings - Quorum**

- (a) No business may be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Thirty (30) Members personally present will be a quorum.
- (b) If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting if convened by requisition will be dissolved. In other cases, it will stand adjourned to such other time and place as the Chair may determine, and if at such adjourned meeting a quorum of Members is not present within half an hour of the time appointed for the meeting the Members present will be a quorum.

## **26.7 General Meetings - Chair**

- (a) The President will be Chair of a General Meeting.
- (b) In absence of the President, the Vice-President will be Chair of a General Meeting.
- (c) In absence of the President and the Vice-President, the General Meeting will elect a Chair from amongst the Board.

## **26.8 General Meetings - Adjournment**

The Chair may, with the consent of the majority present at any General Meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **26.9 General Meetings - Voting**

Subject to Articles 43 and 44, and subject to the provisions of the Corporations Act requiring special resolutions for certain acts of companies, all questions will be decided by majority votes taken on the voices, provided always that a division may be called for and taken by a show of hands. Every Member present will be entitled to one vote but on an equality of votes the Chair has a second or casting vote.

*History Amended 30 July 2009 Resolution AGM 2*

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## **27. Board of Directors**

### **27.1 Board of Directors - Number**

There will be nine (9) Directors, all of whom must be Members and entitled to hold office and vote.

### **27.2 Board of Directors - Term of Office**

- (a) A Director will take office immediately upon the conclusion of the Annual Conference at which they are elected, and their term of office will terminate immediately upon the conclusion of the second Annual Conference following that Director's last appointment. If the President, Vice-President or Treasurer ceases to be a member of the Board for whatever reason, they also automatically cease to be President, Vice-President or Treasurer as the case requires.
- (b) Subject to Articles 27.2 (c) – (g), all retiring Directors of the Association are eligible for re-election.
- (c) A person may not hold office as President for more than two (2) consecutive periods of office or four (4) consecutive years after that President's initial election to that position, whichever is the longer.
- (d) A person may not hold office as Vice-President for more than two (2) consecutive periods of office or four (4) consecutive years after that Vice President's initial election to that position, whichever is the longer.
- (e) There is no maximum term that a person may hold office as Treasurer. For the avoidance of doubt, the Treasurer will be re-elected every two (2) years in accordance with Article 27.2(a).
- (f) Vice-Presidential office is not a condition precedent to Presidential office.
- (g) Any period for which a person was elected to fill a casual vacancy in the relevant office is not

counted for the purpose of Article 27.2(a) above.

### **27.3 Board of Directors - Electoral Procedure**

- (a) The President, Vice President, and Treasurer are members of the Board, and are elected in accordance with Articles 27.4, 27.5, and 27.6 respectively.
- (b) The President, Vice- President, and Treasurer need not have been Annual Conference delegates or Executive Councillors prior to their election.
- (c) Two (2) Annual Conference delegates will be elected as members of the Board in accordance with Article 27.7.
- (d) Four (4) Incoming Executive Councillors will be elected as members of the Board in accordance with Article 27.8.
- (e) The elections will be conducted during Annual Conference and the President, Vice President, Treasurer and two (2) Directors referred to in Article 27.3(c) will be elected prior to the election of Executive Council and will automatically become Executive Councillors, by virtue of their election to these offices and, will take office as members of the Executive Council immediately upon the conclusion of the Annual Conference at which they are elected. Their term of office as Executive Councillors will terminate immediately upon the conclusion of the second Annual Conference following that Director's last appointment or their ceasing to be a member of the Board for whatever reason (whichever is the earlier).
- (f) Nominations for each position of Director of the Board must be in writing, signed by the nominator together with the signed consent of the person nominated and lodged with the Chief Executive Officer before the time when the election is to be held.
- (g) Where a ballot is to be held, ballot papers must be prepared in a way that, in the opinion of the Returning Officer, shows the names of the candidates in a random order.

### **27.4 President**

The President will be elected by all Annual Conference delegates from nominations submitted by those Members who are delegates by virtue of Article 23.3(a)(i).

### **27.5 Vice-President**

The Vice-President will be elected in a separate election by all Annual Conference delegates from nominations submitted by those Members who are delegates by virtue of Article 23.3(a)(i).

### **27.6 Treasurer**

The Treasurer will be elected by all Annual Conference delegates from nominations submitted by those Members who are delegates by virtue of Article 23.3(a)(i).

### **27.7 Two (2) Directors from Annual Conference delegates**

- (a) Following the elections of the President, Vice-President and Treasurer, up to two (2) Annual Conference delegates will be elected as Directors in a separate election by all Annual Conference delegates from nominations submitted by those Members who are delegates by virtue of Article 23.3(a)(i).
- (b) If, following the holding of the relevant election, there is a tie in respect of any of the two (2) Directors the subject of Article 27.7(a), that tie will be resolved by a further vote by all Annual Conference delegates.

### **27.8 Four (4) Directors from Incoming Executive Councillors**

- (a) Following the elections outlined in Article 27.7, up to four (4) Incoming Executive Councillors will be elected as Directors in a separate election by all Annual Conference delegates from nominations received from and by the Incoming Executive Councillors.
- (b) Executive Councillors with Special Qualification are not eligible to be nominated, nominate, or otherwise be elected as a Director under this Article 27.8. If, following the holding of the relevant election, there is a tie in respect of any of the four (4) Directors the subject of Article 27.8(a), that tie will be resolved by a further vote by all Annual Conference delegates.

### **27.9 Casual Vacancy - President, Vice-President, Treasurer and Board**

Casual vacancies on the Board are to be filled as follows:

- (a) A casual vacancy in the office of President will be filled by the Vice-President.
- (b) A casual vacancy in the office of President which is not cured by operation of Article 27.9(a), or in the office of Vice-President, will be filled by one (1) of the two (2) Directors elected in accordance with Article 27.7(a) following a separate election to be decided by ballot by the Executive Council.
- (c) In the event of a casual vacancy in the office of Treasurer, an acting Treasurer may be appointed by the Board for the unexpired portion of the term.
- (d) The Board may appoint a person to the position of Director to fill any other casual vacancy, and the person to fill such casual vacancy will be an Executive Councillor and be elected in a separate election by the Executive Council from nominations submitted by Executive Councillors. A Director appointed under this Article 27.9(d) will hold office until the conclusion of the Annual Conference immediately following the election of that director to office by Executive Council. That Director may be re-elected by all Annual Conference delegates and any period during which that Director fills the casual vacancy will not be counted for the purpose of Article 27.2(a).

### **27.10 Board of Directors - Removal of any Director**

Provided that two (2) months' Notice has been given to all Members entitled to vote for any proposal to remove a Director, the Association in General Meeting may by ordinary resolution remove any director before the expiration of their period of office, and may at such meeting by an ordinary resolution, appoint another director in their place.

### **27.11 Board of Directors - Cause for Vacation of Office**

The office of a Director will become vacant if the Director:

- (a) ceases to be a director by virtue of the Corporations Act;
- (b) becomes bankrupt;
- (c) becomes prohibited from being a director by reason of any order made under the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns from his or her office by notice in writing to the Association;
- (f) for more than six (6) months is absent without permission of the Directors from meetings of the Directors held during that period;
- (g) holds any salaried office under the Association;
- (h) ceases to be a Member of the Association;
- (i) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act; or
- (j) is directly or indirectly interested in any contract or proposed contract with the Association, except that a Director is not required to vacate his or her office by reason of being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Association if such corporation, society or association is among the class of companies referred to in Article 5(a)(vi) and if they have declared the nature of their interest in a manner required by the Corporations Act.

### **27.12 Board of Directors - Powers and Duties**

- (a) The business of the Association will be managed by the Board which may exercise all powers of the Association which are not, by law or this Constitution otherwise proscribed.
- (b) The Board's functions include:
  - (i) setting the overall strategic direction of the Association;
  - (ii) delivering strategic priorities for the implementation of industry policy decisions of Annual Conference and the Executive Council;
  - (iii) in co-operation with the Executive Council, making representations to any government or authority, supreme, municipal, local or otherwise, to promote and give effect to Association policy resolved by Annual Conference or the Executive Council;

- (iv) dealing, in a manner responsible to Annual Conference and the Executive Council, with industry policy matters arising from time to time;
- (v) reporting to Annual Conference and the Executive Council the outcomes of actions taken by the Association to implement Association policy resolved by Annual Conference or the Executive Council;
- (vi) managing the Association's assets and investments;
- (vii) overseeing the allocation of the Association's resources; and
- (viii) formulate and implement policies relating to disciplinary measures to facilitate compliance with codes, rules and legal requirements.

*History Amended 30 July 2011 Resolution AGM 2*

- (c) No resolution made by the Association in General Meeting will invalidate any prior act of the Directors which would have been valid if that resolution had not been made. The duties of Directors shall include compliance with the provisions of Chapter 2M of the Corporations Act relating to directors' reports.
- (d) All powers, authorities, discretions and autonomy conferred, granted or vested in Annual Conference, Executive Council, Regions and Branches are subject to the powers and authorities and discretions vested in the Board of the Association by the Corporations Act and this Constitution. This Constitution must be read and construed accordingly.

### **27.13 Board of Directors - Minutes of Meetings**

The Board will cause Minutes to be recorded of all proceedings at all meetings of the Board and such Minutes shall be signed by the Chair of the next succeeding meeting after circulation to all Directors and approved by them at such meeting.

### **27.14 Board of Directors - Out of Session Resolutions**

- (a) Subject to 27.14(c) below, the Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A resolution under 27.14(a) above may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of 27.14(a) above and is taken to be signed when received by the Association in legible form.
- (c) If any Director requests a meeting with respect to any resolution proposed under 27.14(a), then the resolution must not proceed and the Chair or Chief Executive Officer must initiate a meeting in accordance with Article 27.15.

### **27.15 Board of Directors - Meetings**

- (a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate their meetings as it thinks fit.
- (b) The Chair of the Board may at any time and the Chief Executive Officer must upon the request of any two (2) Directors call a meeting of the Board which shall be held as soon as practicable after the receipt of such request.
- (c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (d) A Director may waive notice of a Board meeting by giving notice to that effect to the Association in person or by post or by telephone, fax or other electronic means.
- (e) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Association accidentally does not give notice of the meeting to a person.
- (f) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by

reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:

- (i) telephone;
- (ii) video;
- (iii) any other technology which permits each Director to communicate with every other participating Director; or
- (iv) any combination of these technologies.

A Director may withdraw the consent given under this Article in accordance with the Corporations Act.

- (g) If a Board meeting is held in two (2) or more places linked together by any technology:
  - (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the Chair of the meeting that the Director is discontinuing his or her participation in the meeting; and
  - (ii) the Chair of that meeting may determine at which of those places the meeting will be taken to have been held.
- (h) Until otherwise determined by the Board, a quorum for a Board meeting is six (6) Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting. Each individual present may only be counted once towards a quorum.
- (i) The continuing Directors may act notwithstanding any vacancy on the Board but if and as long as their number is reduced below the number required by these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Association, but for no other purpose.

## **27.16 Board of Directors - Board Resolutions**

- (a) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (b) Subject to Article 27.17(b) and this Article 27.16, each Director present in person has one vote on a matter arising at a Board meeting.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a Board meeting, the Chair of that meeting has a casting vote on that resolution, in addition to any vote the Chair has in his or her capacity as a Director in respect of that resolution, provided that the Chair is entitled to vote on the resolution.

## **27.17 Board of Directors - Interest in Contracts**

- (a) A Director who holds any office, directorship, interest or possesses any property as a result of which duties or interest might be created that are directly or indirectly in conflict with that Director's duties or interest as a Director, must declare the nature and extent of the interest or conflict at the first Board meeting held after the Annual General Meeting, or the first Board meeting after the relevant facts come to the Director's knowledge.
- (b) A Director must not vote in respect of any contract or proposed contract with a company in which the Director is interested, or on any matter arising thereout, and if the Director does so vote his or her vote must not be counted.

## **27.18 Board of Directors - Chair**

- (a) The Chair of the Board must be elected by the Directors from amongst their number at the first meeting of the Board following the termination of each Annual General Meeting.
- (b) Subject to 27.18(c) below, the Chair of the Board must chair each Board meeting.
- (c) If at a Board meeting:
  - (i) a Chair has not been elected under 27.18(a) above; or
  - (ii) the Chair of the Board is not available to attend the Board Meeting,

the Directors present must elect one of their members to chair that meeting or part of the meeting.

## **27.19 Board of Directors - allowances etc**

- (a) The Directors are entitled to be paid, out of the funds of the Association, allowances that do not in any year exceed in aggregate the amount last fixed by a General Meeting of the Association.
- (b) The allowances are to be allocated among the Directors as determined by the Board.
- (c) The Board may determine, in addition to, or in substitution from any other amount to which a Director is entitled under this Article, to make facilities available to, and payments in kind to, a Director on terms it thinks appropriate.
- (d) If a Director, at the request of the Board and for the purposes of the Association, performs extra services or makes special exertions (including going or living away from the Director's usual residential address), the Association may pay the Director a fixed sum set by the Board for doing so. This payment may either be in addition to or in substitution for other amounts to which the Director is entitled under this Article. Any such amount paid may cause the aggregate amount last fixed by a General Meeting of the Association under 27.19(a) above to be exceeded.
- (e) The Association may pay a Director (in addition to remuneration) all reasonable expenses (including travelling and accommodation expenses) incurred by the Director:
  - (i) in attending Annual Conference, general meetings of the Association or meetings of the Board or a committee of the Board;
  - (ii) on the business of the Association; or
  - (iii) in carrying out duties as a Director.

### **Indemnity**

- (f) Subject to, and so far as permitted by, the Corporations Act:
  - (i) the Association must, to the extent the person is not otherwise indemnified, indemnify every officer of the Association and its wholly owned subsidiaries, and may indemnify its auditor, against a liability incurred as such an officer or auditor to a person (other than the Association or a related body corporate) including a liability incurred as a result of appointment or nomination by the Association or subsidiary as a trustee or as an officer of another corporation, unless the liability arises out of conduct involving a lack of good faith; and
  - (ii) the Association may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a liability incurred as such an officer, employee or auditor, or in resisting or responding to actions taken by a government agency or a liquidator.

### **Former officers**

- (g) The indemnity under 27.19(f) above is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Association or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

### **Interpretation**

- (h) In this Article 27.19:

**allowances** include amounts by way of fringe benefits and superannuation contributions provided by the Association, but does not include:

- (i) payment as compensation for loss of office or in connection with retirement from office (which includes resignation from office and death while in office); or
- (ii) an insurance premium paid by the Association, or an indemnity provided by the Association.

**liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a

liquidator.

**officer** means a Director, the Chief Executive Officer, the Secretary and other officers and employees of the Association or of a wholly owned subsidiary of the Association as determined by the Board.

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## **28. Chief Executive Officer**

### **28.1 Chief Executive Officer - Appointment and Removal from Office**

- (a) The Chief Executive Officer will be the senior Staff Officer and Chief of Staff of the Association in accordance with this Constitution.
- (b) The Chief Executive Officer will be appointed to office or removed from office or subject to law removed from the employ of the Association by the Board.

### **28.2 Chief Executive Officer - Responsibilities**

Subject to the instructions and control of the Board and the President, the responsibilities of the Chief Executive Officer include:

- (a) the right of attendance at any meeting of the Association and at times convenient to the Chair the right to speak at such meetings;
- (b) the execution of policy and general management of the Association;
- (c) maintaining liaison with federally constituted bodies;
- (d) promoting the public relations of the Association generally;
- (e) allocating staff duties;
- (f) executing returns and documents on the Association's behalf;
- (g) supervising the keeping of records and books of account; and
- (h) the convening of meetings within the Association.

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## **29. Specialist Commodity Sections**

### **29.1 Membership of Specialist Commodity Sections**

The Specialist Commodity Sections will represent those Members of the Association who indicate by nomination to the Chief Executive Officer, a wish to be affiliated with those sections.

### **29.2 Establishment of Specialist Commodity Sections**

- (a) The Board may create, support or dissolve Specialist Commodity Sections, in consultation with Specialist Commodity Section members, subject to terms and conditions which the Board may determine from time to time.
- (b) The Chair of each Specialist Commodity Section will be elected according to its by-laws. The Chair of each Specialist Commodity Section will be appointed as an Executive Councillor for their period of office as Chair of that Specialist Commodity Section. In the event the Chair of a Specialist Commodity Section is unable to attend the Executive Council meeting, the relevant Specialist Commodity Section can appoint an alternate to attend the Executive Council meeting.

### **29.3 Function of Specialist Commodity Sections**

- (a) A Specialist Commodity Section will:
  - (i) subject to Article 29.3(b), separately determine commodity policy in relation to issues specific to the commodity section; and
  - (ii) act in conjunction with the Association with respect to all submissions and public statements of policy.
- (b) The Specialist Commodity Section shall be autonomous in all commodity specific policy, unless any policy determination is in conflict with the policy of the Association as a whole, in which case, the policy of the Association as a whole prevails. The Specialist Commodity Section shall not have the power to incur expenditure on behalf of the Association without



approval of the Board.

## **29.4 Specialist Commodity Section Annual Meeting**

Each Specialist Commodity Section will conduct an Annual Meeting for the purpose of electing office bearers and delegates to the Association's Annual Conference.

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## **30. Advisory Committees**

### **30.1 Advisory Committees - Election**

- (a) There will be a number of Advisory Committees established from time to time at the discretion of the Executive Council each consisting of up to, but not exceeding, twelve (12) Members of the Association, which shall be elected annually by Executive Councillors from nominations submitted by Executive Councillors.
- (b) The Chair of each Advisory Committee will be elected annually by each Advisory Committee from its appointed members.
- (c) The Chair of each Advisory Committee will be appointed as an Executive Councillor for their period of office as Chair of that Advisory Committee if they are not already an elected Executive Councillor.

*History Amended 18 July 2013 Resolution AGM 2*

### **30.2 Advisory Committees - Co-Option**

Advisory Committees may co-opt Members not being Executive Councillors for a specific purpose subject to the approval of the Board. Co-opted members shall not vote at Committee Meetings.

### **30.3 Advisory Committees – Specialist Commodity Section Participation**

Subject to the approval of the Board, Members nominated by Specialist Commodity Sections may be entitled to sit and vote on Advisory Committees where the subject(s) of those sections are relevant to the sections' responsibilities.

### **30.4 Advisory Committees - Functions and Powers**

Advisory Committees of the Executive Council will be advisory only and shall assist in the formulation of policy to be submitted as recommendations to the Board and/or the Executive Council and/or Annual Conference. Advisory Committees shall have no other powers except that, on policy issues of urgency, the wool, grain and meat committees will be given autonomy in policy determination subject to the President's approval.

### **30.5 Advisory Committees - Names**

The Advisory Committees may from time to time include for example:

- (a) Wool Committee;
- (b) Grains Committee;
- (c) Cattle Committee;
- (d) Sheep Meat Committee;
- (e) Conservation and Resources Management Committee;
- (f) Business Economics and Trade Committee; and
- (g) Rural Affairs Committee.

### **30.6 Advisory Committees - President's right to attend**

The President will be a non-voting ex-officio member of all Advisory Committees.

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## **31. Western Division Council**

### **31.1 Western Division Council - Election.**

- (a) There will be a Western Division Council which shall consist of up to sixteen (16) Members made up of:
  - (i) one (1) Member from each Western Division Branch as elected by that Western

Division Branch; and

(ii) subject to Article 31.1(b), any further Members to fill the remaining positions as determined by the Western Division Council by-laws.

(b) Members of the Western Division Council will be elected at the Annual Meetings of Branches situated in the Western Division.

### **31.2 Western Division Council - Autonomy**

The Western Division Council is autonomous in all matters specific to the Western Division, until and unless, any policy determination is in conflict with the policy of the Association as a whole, and is empowered to act directly on behalf of Western Division Members in such matters, provided that the Council does not have power to incur expenditure without the approval of the Board. The Western Division Council is entitled to submit matters to Annual Conference.

### **31.3 Western Division Council - President's right to attend and speak**

The President will be a non-voting ex-officio member of the Western Division Council.

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## **32. Young Farmers**

### **32.1 Young Farmers' Annual General Meeting**

A Young Farmers' Annual General Meeting of the Young Farmer Members will be held each year at such time and place as prescribed by the Young Farmers' Council.

(a) The business of the Young Farmers' Annual General Meeting will include:

(i) report by the Young Farmers' Council;

(ii) election of the Young Farmers' Council Chair and Deputy Chair in separate elections;

(iii) election of the remaining Young Farmers' Council members; and

(iv) transaction of any other business.

(b) The quorum for a Young Farmers' Annual General Meeting will be ten (10) Young Farmer Members.

### **32.2 Young Farmers' Council – Establishment**

(a) There will be a Young Farmers' Council (YFC), which will consist of up to eight (8) Young Farmer Members, including the Chair and Deputy Chair.

(b) Young Farmers' Council Members will be elected annually at the Young Farmers' Annual General Meeting from nominations submitted by Young Farmer Members.

(c) The Young Farmers' Council will hold a Young Farmers' Annual General Meeting each year for the purpose of electing office bearers and conducting general business.

(d) The President and Chief Executive Officer will be non-voting ex-officio Members of the Council.

### **32.3 Young Farmers' Council – Objectives**

The objectives of the Young Farmers' Council will be to:

(a) Further the interests of young farmers generally and, in particular Young Farmer Members;

(b) Contribute to public discussion on matters of relevance to Young Farmer Members;

(c) Develop and review policies on matters of relevance to Young Farmer Members;

(d) Create opportunities to allow young farmers to interact and build lasting relationships of co-operation, respect and mentoring; and

(e) Promote participation of Young Farmer Members in the activities of the Association in general.

### **32.4 Young Farmers' Council – Autonomy**

The Young Farmers' Council is autonomous in all matters relating to its objectives, subject to the following:

- (a) Young Farmers' Council Policy must not be inconsistent with policy set by the Association from time to time; and
- (b) Young Farmers' Council is entitled to submit matters to Executive Council in accordance with Article 25.6 and Annual Conference in accordance with Article 23.9.

### **32.5 Young Farmers Council – Office Holders**

- (a) The two (2) office holders of the Young Farmers' Council will be the Chair and Deputy Chair (YFC Office Holders).
- (b) Elections for the YFC Office Holders will be held at the Young Farmers' Annual General Meeting prior to the election of the remaining Young Farmers' Council members in accordance with Article 32.1
- (c) The Chair and Deputy Chair of the Young Farmers' Council may not hold office in each of their respective positions for more than (4) consecutive periods of office.
- (d) Each YFC Office Holder will assume office at the adjournment of the Young Farmers' Annual General Meeting at which they are elected and will end their term at the termination of the next ensuing Young Farmers' Annual General Meeting.
- (e) A nominee for a position as a YFC Office Holder must be:
  - (i) A Young Farmer Member; and
  - (ii) eligible to be a Young Farmer Member at the time of nomination and throughout the entire term of their proposed appointment in accordance with Article 8.5.
- (f) A person may not hold more than one office within the Young Farmers' Council, but may hold other offices within the Association, subject to the other provisions of this Constitution.
- (g) If the position of any YFC Office Holder becomes vacant during the period between the Young Farmers' Annual General Meetings, the Young Farmers' Council may by majority vote fill a vacancy from one of the Young Farmers' Council Members for the portion of the term remaining until the next Young Farmers' Annual General Meeting.

### **32.6 Young Farmers' Council – Meetings**

- (a) The Young Farmers' Council will meet at such times and places (including use of technology that allows the Young Farmer Councillors to participate) as determined by the Board or the Young Farmers' Council.
- (b) A Young Farmer Councillor is entitled to one vote unless in accordance with Article 32.6(f).
- (c) Young Farmer Members are entitled to attend Young Farmers' Council meetings and if approved by the Young Farmers' Council may participate, but they are not entitled to vote.
- (d) Five (5) Young Farmer Councillors constitutes a quorum for the transaction of business at any meeting of the Young Farmers' Council.
- (e) General business of a YFC meeting may include:
  - (i) Establishing YFC Policies;
  - (ii) Receiving reports from the YFC Office Bearers;
  - (iii) Passing resolutions and authorising any person to act on matters which pertain to the activities of the Young Farmers' Council; and
  - (iv) Electing two (2) Young Farmer Members to attend Annual Conference in accordance with Article 23.4.
- (f) All votes, unless otherwise specified, will be resolved by simple majority with the Chair having a casting vote if there is a tie.
- (g) If the YFC Chair and the YFC Deputy Chair are not available to attend a Young Farmers' Council Meeting, the meeting may elect a Chair, being a Young Farmer Councillor in attendance at the meeting.
- (h) Young Farmers' Council meetings must be conducted in accordance with the customary rules of debate or rules of debate circulated by the Association from time to time.

### **32.7 Young Farmers' Council - Executive Council Attendance**

The two (2) YFC Office Holders may attend and participate at Executive Council meetings but are not entitled to vote.

*History Added 30 July 2009 Resolution AGM 2*

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### **33. Banking Account**

The funds of the Association shall be paid into a Bank to its credit and the bank account shall be operated upon as the Board shall determine.

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### **34. Expenditure of Funds**

After payment of the current expenses of the office, the funds may be expended in the exercise of the powers of the Association as the Board may from time to time determine. Any money or funds not immediately required for the purposes of the Association may be invested either by way of establishment or continuance of a reserve fund, or otherwise in such manner as the Board may from time to time determine. However, no member of the Board is responsible for any loss that may arise from such investment unless such loss be caused by his wilful neglect or default.

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### **35. Financial Year**

The financial year of the Association will terminate on the thirty-first day of December.

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### **36. Books of Account**

Proper books of account will be kept as the Board shall direct and the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to the thirty-first day of December preceding that Annual General Meeting.

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### **37. Audit**

Yearly audit of the accounts of the Association will be made by an auditor who is a registered company auditor within the meaning of the Corporations Act. The auditor will be elected at the Annual General Meeting.

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### **38. Auditors' Duties**

The auditors will have access at all times to the books (including Minute Books), vouchers, documents and securities of the Association, and they will be furnished with such information and explanation as they may require for the purpose of their duties as auditors. The auditors will examine the Annual Accounts of the Association and their report will be presented to members present at each Annual General Meeting.

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### **39. Notices to Members**

- (a) The Association may give Notice to a Member by any of the following means in the Board's discretion:
  - (i) delivering it to that Member;
  - (ii) leaving it at, or sending it by post to, the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
  - (iii) sending it to the fax number or electronic address (if any) nominated by that Member for that purpose;
  - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
  - (v) any other means permitted by the Corporations Act.
- (b) A Notice:
  - (i) sent by post is taken to be given three (3) days after it is posted;
  - (ii) under Article 39(a)(iv) is taken to be given on the business day after the day on which the Member is notified that the Notice is available; and

- (iii) sent by fax or other electronic means, is taken to be given on the Business Day after it is sent.

*History Added 17<sup>th</sup> July 2014 Resolution AGM 5*

- (c) Where a Member does not have an address in the Register or where the Board believes that a Member is not at the address in the Register, the Association may give Notice to that Member by exhibiting the Notice at the registered office of the Association for a period of forty-eight (48) hours, unless and until the Member gives the Association written notice of an address for the giving of Notices.
- (d) The Association must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.

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## **40. Notice requirements**

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

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## **41. Inspection of Constitution**

- (a) The Constitution shall be available in the registered office of the Association.
- (b) Every Member upon application to the Chief Executive Officer shall be entitled to a copy of the Constitution.

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## **42. Rules of Debate**

Rules of debate to be observed at all meetings of the Association will be in accordance with a schedule circulated by the Board from time to time.

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## **43. Winding up**

On a winding up of the Association, any surplus assets of the Association remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to:

- (a) one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before the dissolution of the Company:
  - (i) having object similar to the objects of the Company; and
  - (ii) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Company under Article 6; or
- (b) if there are no bodies corporate, associations or institutions which meet the requirements of Article 43(a), to one or more bodies corporate, associations or institutions (whether or not a Member or Members) selected by the Members by resolution at or before dissolution of the Company, the objects of which are the promotion of charity and gifts to which are allowable deductions under the Income Tax Assessment Act 1997 (Cth); or
- (c) if the Members do not make a selection pursuant to Article 43(a) or 43(b) for any reason, to one or more bodies corporate, associations or institutions meeting the requirements of either Article 43(a) or 43(b) selected by the Board, subject to Board obtaining court approval under the Corporations Act to exercise this power.

*History Amended 30 July 2009 Resolution AGM 2*

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## **44. Alterations to Constitution**

- (a) Subject to the requirements of the Corporations Act, this Constitution may be altered, added to, varied or rescinded by special resolution of a General Meeting carried by at least three-fourths of the Members entitled to vote on such a resolution and present personally or represented by proxy or attorney.

- (b) The Board or any Branch, committee or council created pursuant to these Articles or any two hundred (200) financial Members have the right at any time to submit proposals for alteration, addition to, variation or rescission of the Constitution, but such proposals shall not constitute a requisition within the meaning of Article 26.4. Such proposals must be lodged in writing to the Chief Executive Officer at least sixty (60) days before the date of the General Meeting to which they are to be submitted and not less than twenty-one (21) days' Notice specifying the place, the day, the hour of the General Meeting and the intention to propose the resolution as a special resolution has been given to all Members eligible to vote. Notice of any alteration of the Constitution shall be filed with every requisite authority or department.