

CORPORATIONS ACT 2001

A Public Company Limited by Guarantee

CONSTITUTION

OF

AUSTRALIAN FODDER INDUSTRY ASSOCIATION LIMITED

ACN 131 678 727

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Constitution

1. Name

- (a) The Company is **Australian Fodder Industry Association Limited** (ACN 131 678 727)..
- (b) The Company is a public company limited by guarantee.

2. Interpretation

In this Constitution:

- (a) **Act** means the *Corporations Act* 2001;
- (b) **Association** means the Company.;
- (c) **Auditor** means the auditor of the Association appointed pursuant to clause 14.2;
- (d) **Chairman** means the person appointed to perform the duties of a chairman of the Association pursuant to clause 11.4(d);
- (e) **Board** means the board of directors of the Association including the members of the Executive and Ordinary Board Members, as referred to in clause 11;
- (f) **Board Member** means a director of the Association appointed pursuant to clause 11.4 and includes the Executive and Ordinary Board Members;
- (g) **Business Day** means any day except a Saturday or Sunday or other public holiday in Melbourne, Victoria;
- (h) **Constitution** means this constitution as amended from time to time;
- (i) **Directors** means those members of the Executive who are appointed as directors of the Association in accordance with clause 12;
- (j) **Executive** means the office bearers of the Board appointed pursuant to clause 11.4(d);
- (k) **Financial Year** means the period defined in clause 14.3;
- (l) **Life Member** means a person admitted to life membership of the Association in accordance with clause 7.3;
- (m) **Member** means a member of the Association who is admitted pursuant to clause 7;
- (n) **Membership** means membership of the Association;
- (o) **Ordinary Board Member** means a member of the Board who is not an office-bearer under clause 11.4(a);
- (p) **Register** means the register of Members established and maintained in accordance with clause 8.5;

- (q) **Seal** means the common seal of the Association;
- (r) **Secretary** means the person appointed to perform the duties of company secretary of the Association pursuant to clause 11.4(d);
- (s) **Treasurer** means any person appointed to perform the duties of a treasurer of the Association pursuant to clause 11.4(d);
- (t) **Vice-Chairman** means any person appointed to perform the duties of a vice-chairman of the Association pursuant to clause 11.4(d) ;
- (u) **Year** means the Financial Year;
- (v) In this Constitution, unless the context otherwise requires:
 - (i) Section 46 of the *Acts Interpretation Act* 1901 (Cth) applies in relation to this Constitution as if it were an instrument made by an authority under a power conferred by the *Corporations Act* 2001 (Cth) as in force on the day on which this Constitution becomes binding on the Association;
 - (ii) Unless the contrary intention appears, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as in that provision of the Act;
 - (iii) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act as in force at the date on which this Constitution becomes binding on the Association;
 - (iv) Words importing one gender include the other gender and vice versa. Words importing the singular number include the plural number and vice versa;
- (w) Reference to a person includes a corporation, a firm and any other entity.
- (x) The replaceable rules referred to in the Act are displaced by this Constitution;
- (y) Headings are for convenience and do not affect interpretation; and
- (z) The Association must not exercise any power in contravention of the Corporations Act.

3. Objects

- (a) The objects for which the Association is established are:
 - (i) Represent the fodder industry as the peak body;
 - (ii) Encourage the investment of funds towards research development and extension in the fodder industry;
 - (iii) Advance the accuracy and precision of meaningful performance criteria of fodder; and

- (iv) Facilitate industry networking within all sectors of the fodder supply chain.
 - (v) To undertake any activity that assists its members or advances the interests of its members or the Association generally.
- (b) Nothing herein contained shall prevent the payment in good faith:
- (i) for goods or services supplied by any Member at arms length on normal commercial terms in the ordinary course of business; or
 - (ii) of interest at a rate not exceeding the rate for the time being charged by bankers in Melbourne for overdrawn accounts, upon money lent by any Member to the Association; or
 - (iii) of a reasonable and proper rent for premises demised or let by any Member to the Association.

4. Powers

Solely for the purpose of carrying out the aforesaid objects, the Association shall have the power to do all such lawful things that a natural person may do as are incidental or conducive to the attainment of any or all of the objects.

5. Non-profit company limited by guarantee

5.1 Not for profit

The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or income to the Members (including Board Members), provided that nothing in this clause shall prevent the payment in good faith:

- (a) of remuneration to any officers or servants of the Association or to a Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business;
- (b) of out-of-pocket expenses incurred by any Board Member in carrying out his or her duties as a Board Member.

5.2 Limited liability

The liability of the Members is limited.

5.3 Members' guarantee

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership as required by clause 9 and \$10.00.

6. Distribution of assets on winding up

If upon the winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any property whatsoever, such property shall not be paid to or distributed among the Members, but shall be given or transferred to some institution having objects similar to the objects of the Association and which shall prohibit the distribution of its income and property among Members to an extent at least as great as is imposed on the Association under or by virtue of sub-clause 5.1 of this Constitution, such institution to be determined by the Members at or before the time of the dissolution and in default thereof by the Supreme Court of Victoria, and if and so far as effect cannot be given to the aforesaid provision to some charitable object.

7. Types of Membership

7.1 Prerequisite to Membership

A person is qualified to be a Member if:

- (a) the person is a natural person or
- (b) a company who or which
 - (i) has applied for Membership as provided by this clause 7; and
 - (ii) has been approved for Membership by the Board.

7.2 Ordinary Member

Without limiting this Constitution, and in particular clause 7.4 hereof, there shall be a category of Membership known as “Ordinary Member”. An Ordinary Member is any person who:

- (a) contributes to the Association such sum per annum as the Association may from time to time determine; and
- (b) who is elected to Membership by the Board.

An Ordinary Member shall be a Member with the right to vote at all meetings of the Association.

7.3 Life Member

There shall be a category of Membership known as “Life Member”. A Life Member is any person (including natural persons, partnerships and incorporations) who:

- (a) is approved by the Board; and
- (b) whose membership as a Life Member is approved at an annual general meeting of the Association.

Nominations, accompanied by an outline of the case supporting life membership, shall be submitted to the Board by a person nominating the proposed Life Member and a person, not being the nominee, who supports the nomination.

7.4 **Other Categories of Membership**

The Board may create different categories of Membership and entitlements and make recommendations to the Membership at an annual general meeting for approval by Members.

8. Membership

8.1 **Application for Membership**

- (a) An application of a person for Membership:
 - (i) must be in writing listing details as set out by the Board; and
 - (ii) must be lodged with the Secretary or at the office of the Association together with all relevant fees.
- (b) As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Board, which is to determine whether to approve or to reject the application.
- (c) As soon as practicable after the Board makes that determination, the Secretary must notify the applicant, in writing, that the Board approved or rejected the application (whichever is applicable).
- (d) The Secretary must, on payment by the applicant of the relevant amounts, enter the applicant's name in the Register and, on the name being so entered, the applicant becomes a Member.
- (e) A Member is not eligible to be nominated to become an Ordinary Board Member during their first two (2) years of Membership (except if to fill a casual vacancy of the Board in accordance with clause 11.4).
- (f) A Member, once admitted to Membership, is immediately eligible for membership of a sub-committee or special interest group but cannot become chair of that sub-committee or special interest group until two (2) years of Membership have passed.

8.2 **Cessation of Membership**

A person ceases to be a Member if the person:

- (a) dies or (if a company) becomes insolvent or under external management; or
- (b) resigns Membership in accordance with clause 8.4; or
- (c) is expelled from the Association in accordance with clause 10.1.

8.3 **Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

8.4 Resignation of Membership

- (a) A Member is not entitled to resign that Membership except in accordance with this clause 8.4.
- (b) A Member who has paid all amounts payable by the Member in respect of the Member's Membership may resign from Membership by first giving to the Secretary written notice of at least one (1) month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (c) If a Member ceases to be a Member under sub-clause 8.4(b) of this Constitution, and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.

8.5 Register of Members

- (a) The Association shall establish and maintain a Register specifying the name and address of each person who is a Member together with the date on which the person became a Member.
- (b) The Register must be kept at the principal place of administration of the Association and must be open for inspection free of charge, by any Member at any reasonable hour and with reasonable notice.

8.6 Corporate Members

For avoidance of doubt, corporate Members are entitled to one (1) vote at meetings of Members.

9. Fees and Subscriptions

9.1 Joining fee

- (a) Subject to clause 9.1(b), a Member must, on admission to Membership, pay to the Association a joining fee in such amount as determined by the Board.
- (b) A Life Member is not required to pay a joining fee.

9.2 Annual membership fee

- (a) Subject to clause 9.2(b), all Members must pay to the Association, in addition to the amount payable by new Members under clause 9.1, an annual membership fee in such amount as determined by the Board in accordance with clause 9.2(c).
- (b) A Life Member is not required to pay an annual membership fee referred to in clause 9.2(a).
- (c) The annual membership fee shall be determined by the Membership at an annual general meeting based on recommendations of the Board.

9.3 **Membership & subscription year**

The membership and subscription year shall be from 1 September to 31 August.

9.4 **Timely payment of fees**

Membership fees are due on 1 September in each Membership year. A Member who is more than three (3) months in arrears of the payment of fees under this clause 9 shall lose all Membership rights.

10. Complaints and Disputes

10.1 **Disciplining of Members**

- (a) A complaint may be made to the Board in writing by any person that a Member:
 - (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (b) On receiving a complaint under clause 10.1(a), the Board:
 - (i) must cause a copy of the complaint to be served on the Member concerned;
 - (ii) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (iii) must take into account any submissions made by the Member in connection with the complaint.
- (c) The Board may, by resolution, expel the Member from the Association or suspend the Member from Membership if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (d) If the Board expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under clause 10.2.
- (e) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - (ii) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 10.2(e).

whichever is the later.

10.2 **Right of appeal of disciplined Member**

- (a) A Member may appeal to the Association in a general meeting against a resolution of the Board under clause 10.1 within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which that Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under clause 10.2(a), the Secretary must notify the Board which is to convene a general meeting of the Association to be held at the next general meeting but not less than six (6) months in which case a special general meeting will be called.
- (d) At a general meeting of the Association convened under clause 10.2(c):
 - (i) no business other than the question of the appeal is to be transacted; and
 - (ii) the Board and the relevant Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

11. **The Board**

11.1 **Managerial functions**

There shall exist a Board. The Board is to act as the committee of management of the Association and, subject to the Act and this Constitution and to any resolution passed by the Association in a general meeting:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by the Constitution to be exercised by a general meeting of Members; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- (d) the Executive of the Board shall conduct the day to day affairs of the Association .
- (e) The Board may delegate one or more of the tasks or functions of the Board to a sub-committee of the Board, to an employee or officer of the Association or may contract such tasks or functions to an external provider.

11.2 **Power to borrow money**

The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether

outright or as security for any debt, liability, or obligation of the Association provided at the time it acts prudently and in accordance with good commercial practice.

11.3 **Cheques, etc**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board from time to time determines. Electronic fund transfers of any kind and any other method or system of payment shall be effected in such manner as the Board from time to time determines.

11.4 **Board Constitution and Membership**

- (a) The Board is to consist of:
 - (i) Five (5) to seven (7) Board Members to be elected at the annual general meeting of the Association under clause 11.5 (including those persons occupying the positions referred to in clause 11.4 (d); and
 - (ii) for the period of twelve (12) months following the election of a new Chairman, the immediate past Chairman, who shall be entitled to vote at meetings of the Board.
 - (iii) Such other Board Members as the Board may determine to fill any casual vacancies on the Board.
- (b) Board Members are elected for a term of three (3) years with rolling terms so that a minimum of two (2) and a maximum of (3) Board Members must either re-nominate or leave the Board each year.
- (c) The Board may second any Member to advise it in relation to any such matter as the Board shall deem appropriate. Such seconded Members shall not be entitled to vote at Board meetings.
- (d) As soon as practicable following each annual general meeting, the Board will elect the office-bearers of the Board (the **Executive**). These positions are the:
 - (i) Chairman;
 - (ii) Vice-Chairman;
 - (iii) Treasurer; and
 - (iv) Secretary.
- (e) Each member of the Board:
 - (i) is subject to this Constitution;
 - (ii) is to hold office until the conclusion of the annual general meeting at the end of their term; and
 - (iii) is eligible for re-election at this next annual general meeting.

- (f) Subject to clause 11.4 (g), any person appointed to fill a casual vacancy of the Board may hold office and shall be entitled to vote at meetings of the Board, until the conclusion of the annual general meeting immediately following the casual appointment.
- (g) A Board Member is not eligible to hold the position of Chairman unless and until the person has been a Board Member for at least one (1) year.
- (h) The roles of the members of the Executive shall be (in addition to any obligations imposed pursuant to clause 12):
 - (i) The Chairman shall regulate all the proceedings of the Association and the Board. The Chairman shall sign the minutes of Board meetings and of all general meetings of members. In the absence of the Chairman, these duties shall be devolved to the Vice-Chairman.
 - (ii) The Vice-Chairman is to assist the Chairman as directed by the Chairman.
 - (iii) The Treasurer shall oversee the receipt of all moneys due to the Association, all payments ordered by the Board, account of all such receipts and payments, and shall present to the annual general meeting a written report of the financial state of the Association, signed by him/herself and audited by a registered accountant. The Board may delegate such tasks and functions in accordance with clause 11.1(e) of this Constitution.
 - (iv) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address. Except as otherwise provided by this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

It is the duty of the Secretary to keep minutes of all appointments of Board Members, the names of Board Members present at a Board meeting or a general meeting, and all proceedings at Board meetings and general meetings. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting. The Board may delegate or contract such tasks and functions in accordance with clause 11.1(e) of this Constitution.

11.5 Election of Ordinary Board Members

- (a) Nominations of candidates for election as Ordinary Board Members:
 - (i) must be made in writing, signed by two (2) Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (ii) must be delivered to the Secretary at least thirty (30) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- (c) If further insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the annual general meeting.

11.6 Removal of Ordinary Board Members

For the purposes of this Constitution, a Board Member will cease to hold office forthwith and a casual vacancy in the office will be deemed to have occurred if that person:

- (a) dies; or
- (b) ceases to be a Member (except if the person was appointed as an independent Board Member); or
- (c) becomes a bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office under clause 11.7; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months.

11.7 Removal of a Board Member by resolution

- (a) The Association, in a general meeting, may by resolution remove any Board Member from the Board before the expiration of the Board Member's term of appointment and may, by resolution, appoint another person to hold office until the expiration of the term of appointment of the Board Member so removed.
- (b) If a Board Member to whom a proposed resolution referred to in clause 11.7(a) relates, makes representations in writing to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representation be notified to the Members, the Secretary or the Chairman may send a copy of the representations to each Member or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

11.8 Meetings and quorum

- (a) The Board must meet at least two (2) times in each Year at such place and time as the Board may determine.
- (b) Additional meetings of the Board may be convened by the Chairman or by any Board Member.
- (c) Oral or written notice of a meeting of the Board must be given by the Secretary to each Member of the Board at least forty-eight (48) hours (or such other period as may

be unanimously agreed to by the Board Members) before the time appointed for the holding of the meeting.

- (d) Notice of a meeting given under clause 11.8(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- (e) Any four (4) Board Members constitute a quorum for the transaction of the business of a meeting of the Board unless the Board otherwise decide.
- (f) Subject to clause 11.8(h), no business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting (or such additional time as determined by the Chairman acting reasonably), a quorum is not present, the meeting is to stand adjourned to the same place at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) If there are not enough Board Members in office to form a quorum, the remaining Board Members may act only:
 - (i) to increase the number of Board Members to a quorum;
 - (ii) to call a general meeting of the Association; or
 - (iii) in an emergency.
- (i) At a meeting of the Board:
 - (i) the Chairman or, in the Chairman's absence, the Vice-Chairman is to preside; or
 - (ii) if the Chairman and the Vice-Chairman are absent or unwilling to act, one of the remaining Board Members may be chosen by the Members present at the meeting to preside.
- (j) A Meeting of the Board may be called or held using any technology consented to by all the Board Members. The consent may be a standing one. Board Members may only withdraw their consent within a reasonable period before a meeting.

11.9 Delegation

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Members as the Board thinks fit) or special interest groups (representing different industry sectors established for long term representation) or to any employee or officer of the Association the exercise of such of the powers and functions of the Board as are specified in the instrument, other than:
 - (i) the power of delegation; and
 - (ii) a function which is a duty imposed on the Board by the Act or by any other law.

- (b) The Chairman or a nominee is ex-officio on all sub-committees or special interest groups.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause, the Board may continue to exercise any function so delegated.
- (e) Any act or thing done or suffered by a sub-committee or special interest group acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-committee or special interest group may meet and adjourn as it thinks proper.
- (h) A quorum for sub-committees or special interest groups shall be five (5) Members.
- (i) Where practicable, all instruments of delegation shall include a sunset clause.
- (j) Actions inconsistent with this Constitution will result in dissolution of the sub-committee or special interest group.

11.10 Voting and decisions

- (a) Questions arising at a meeting of the Board or of any sub-committee or special interest group appointed by the Board are to be determined by a majority of the votes of the Board Members or sub-committee or special interest group present at the meeting.
- (b) Each Member present at a meeting of the Board or of any sub-committee or special interest group appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote. A resolution of Board Members is passed by a majority of votes passed. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to clause 11.1, the Board may act despite any vacancy on the Board.
- (d) Unless contrary to or inconsistent with any law, any act or anything done or suffered, or purporting to have been done or suffered, by the Board, by a sub-committee(s) or special interest group(s) or other person appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in that appointment or qualification of any Board Member, sub-committee or special interest group or person.

12. Board Member appointments

12.1 Signed consent required by Executive

Before a person is appointed as a Board Member, that person must give the Association a signed consent to occupy the position on the Board to which that person has been appointed and the Association must retain that consent.

12.2 Removal of Directors or Secretary

A person appointed as a Board Member or Secretary pursuant to this Constitution will cease to hold office forthwith if that person:

- (a) becomes a bankrupt or makes any arrangement or composition with his or her creditors generally;
- (b) becomes prohibited from being a director or secretary of a company by reason of any order made under the Act;
- (c) ceases to be a director or Secretary by operation of 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 his or her office by notice in writing to the Association;
- (f) is absent without permission of the Board from three consecutive meetings of the Board; or
- (g) ceases to be a Board Member under clause 11.6 or 11.7.

12.3 Resignation by a Board Member

A Board Member may resign his or her position by giving a written notice of resignation to the Association at its registered office.

12.4 Notification of appointment or removal to be in writing

Any removal or appointment of any member of the Executive under this Constitution shall be made by notice in writing lodged with the Secretary.

12.5 Reasonable expenses of the Board

The Board shall be entitled to approve the payment or reimbursement to any Board Member of reasonable expenses, fees and outlays incurred by such members in performance of their obligations, duties and responsibilities for the Association. .

13. General Meeting

13.1 Annual general meeting – holding of

- (a) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of six (6) months after the expiration of each Financial Year of the Association, convene an annual general meeting of its Members.
- (b) An annual general meeting of the Association shall be held in accordance with the provisions of the Act.

13.2 Annual general meeting – calling of and business at

- (a) The annual general meeting of the Association is, subject to the Act and to clause 13.3, to be convened on such date and at such place and time as the Board thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting (including motions raised under clause 13.7), the business of an annual general meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (ii) to receive from the Board reports on the activities of the Association during the last preceding financial year and of planned future activities; and
 - (iii) to elect the Board.
- (c) An annual general meeting must be specified as such in the notice convening it.

13.3 Special General Meetings – calling of

- (a) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Board must, on the requisition in writing of at least five (5) per cent of the total number of Members, convene a special general meeting of the Association.
- (c) A requisition of Members for a special general meeting:
 - (i) must state the purpose or purposes of the meeting;
 - (ii) must be signed by the Members making the requisition;
 - (iii) must be lodged with the Secretary;
 - (iv) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition; and
 - (v) must comply with the requirements of the Act.
- (d) If the Board fails to convene a special general meeting to be held within thirty (30) days after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one (1) or more of the Members who made the requisition may convene a special general meeting to be held not later than ninety (90) days after that date.
- (e) A special general meeting convened by a Member or Members as referred to in sub-clause 13.3(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any expense incurred.

13.4 Notice

- (a) The Secretary must, at least twenty one (21) days before the date fixed for the holding of a general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must specify, in addition to the matter required under clause 13.4(a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 13.2(b).
- (d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

13.5 Quorum

- (a) No item of business is to be transacted at a general meeting or any other meeting of the Members unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Ten (10) per cent of Membership (being Members entitled under this Constitution to vote at a general meeting including, without limitation, a meeting convened under clause 13.3) constitutes a quorum for a meeting of Members unless a special resolution is to be considered at that meeting in which case the quorum shall be as specified in clause 13.10. .
- (c) In determining whether a quorum is present, the Chairman must count Members, proxies and any other person entitled to vote. If an individual is attending both as a Member and as a proxy or in any other capacity, the Chairman must count the individual only once.
- (d) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of Members, is to be dissolved; and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (e) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of that meeting, the meeting is dissolved.

13.6 Presiding Member

- (a) The Chairman or, in the Chairman's absence, the Vice-Chairman, is entitled to preside as chairperson at and chair each general meeting of the Members of the Association.

- (b) If the Chairman and the Vice-Chairman are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

13.7 Regulation of meetings

- (a) The chairman may regulate the meeting of members in any way consistent with this constitution (including without limitation, in determining if a motion called from the floor of a meeting is to be considered at that meeting or deferred to the next meeting).

13.8 Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 13.8(a) and 13.8(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

13.9 Making of decisions

- (a) A resolution to be decided at a general meeting of the Association, with notice provided according to clause 13.4, is to be determined on a show of hands unless:
 - (i) before or on the declaration of the show of hands a poll is demanded; or
 - (ii) the Secretary has received any postal votes on the question (in which case, postal votes which have been properly served must be counted prior to the Chairman declaring the results of the resolution)

If a poll is demanded, the result of the poll (together with the result of any votes cast by post) is the resolution of that meeting.

A declaration by the chairperson that a resolution has been carried or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (b) Polls
 - (i) At a general meeting of the Association, a poll relating to a specified item according to clause 13.4 (c) may be demanded by the chairperson or by at least three (3) Members present in person or by proxy at the meeting.
 - (ii) If a poll is demanded at a general meeting, the poll must be taken:
 - (A) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

- (B) in any such case, in such manner and at such time before the close of the meeting as the chairperson directs.

13.10 **Special resolution**

A resolution of the Association is passed as a special resolution if:

- (a) the notice of meeting sets out an intention to propose the special resolution and states the resolution;
- (b) it is passed by at least 75 percent of the votes cast by Members entitled to vote on the resolution .

Thirty (30) percent of Membership (being Members entitled under this Constitution to vote) constitutes a quorum for a general meeting to which a notice to propose a special resolution is given.

13.11 **General resolution**

A resolution of the Association is passed as a general resolution if:

- (a) at least twenty one (21) days notice of the meeting specifying the intention to propose the resolution is given to each Member entitled to vote at the meeting and to each Board Member; and
- ; and
- (b) it is passed by more than 50% of the votes cast by the Members entitled to vote are in favour of the resolution.

13.12 **Voting**

- (a) On any question arising at any general meeting of the Association a Member has one (1) vote only.
- (b) Votes may be cast personally, by post (if postal voting is available for a resolution) or by proxy but no Member (other than the Chairman) may hold more than five (5) proxies.
- (c) The Board may permit a Member to cast a vote on a resolution by post. The Board may regulate the procedure for postal voting in any way consistent with this constitution . Postal votes must be lodged with the Secretary no later than seven (7) days prior to the date of the meeting.
- (d) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (e) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been

paid, other than the amount of the annual subscription payable in respect of the then current year.

14. Accounts

14.1 Keeping and distribution of records

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of any Auditor's report required by the Act provided, however, that 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 date not more than three (3) months before the date of the meeting.

14.2 Audit

Once at least in every Year, the accounts of the Association shall be examined by one (1) or more properly qualified auditor or auditors appointed each Year by the Association in general meeting who shall report to the Members in accordance with the provisions of the Act.

14.3 Financial year

The Financial Year of the Association will be from 1 April to 31 March.

15. Miscellaneous

15.1 Hay Transactions

The Association must not take a principal position in hay transactions.

15.2 Insurance

The Association at the direction of the Board may effect and maintain such insurances as the Board deems appropriate including (without limitation) Directors' and Officers' Insurance.

15.3 Funds - source

- (a) The funds of the Association are to be derived from entrance fees and annual subscription fees of Members, donations, sponsorships and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (b) All money received by the Association must be deposited as soon as practicable without deduction to the credit of the Association's bank account.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

15.4 Funds – management

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

15.5 **Alteration of objects and Constitution**

The statement of objectives and this Constitution may be altered, rescinded or added to by a Special Resolution of the Members of the Association in accordance with this Constitution and the Corporations Act. Any such Special Resolution, once passed, does not have any effect unless the Resolution is approved by a majority of not less than 30% of financial members.

15.6 **Common seal**

- (a) The common seal of the Association must be kept in the custody of the Board.
- (b) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two (2) Board Members or of one (1) Board Member and of the Secretary.

15.7 **Custody of books**

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept at the principal place of business of the Association.

15.8 **Inspection of books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a Member at any reasonable hour and with reasonable notice.

15.9 **Service of notices**

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally; or
 - (ii) by sending it by pre-paid post to the address of the person; or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

16. Secretary

The Secretary shall be a secretary of the Association within the meaning of, and having the rights and duties imposed by, the Act and be appointed by the Board for such term and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

17. Indemnity

Except to the extent prohibited by law, every Board Member, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution by him or her in good faith of the duties of his or her office which is incurred in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence default breach of duty or breach of trust.
