



AGRICULTURE
KANGAROO ISLAND

Constitution

Agriculture Kangaroo Island Inc.

Registration Number: A23101

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1. NAME OF ASSOCIATION

The name of the incorporated association is Agriculture Kangaroo Island.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

Act means the *Associations Incorporation Act 1985 (SA)*.

Ad Hoc Committee means a committee referred to in clause 29.2.

Annual General Meeting means an annual general meeting of Members held in accordance with the Act.

Association means Agriculture Kangaroo Island.

Board means the board of management of the Association.

Board Meeting means a meeting of the Board.

Board Member means an Elected Board Member or a Board Appointed Board Member.

Board Appointed Board Member means a member of the Board appointed by the Board under clause 14.

Chairperson means:

- (a) in respect of the conduct or proceedings of any General Meeting (other than a determination about who will preside), the person presiding at that meeting;
- (b) in all other respects, the person elected chairperson of the Board under clause 17.1 from time to time.

Executive Officer means the person appointed executive officer of the Association by the Board from time to time.

Committee means an Ad Hoc or a Standing Committee.

Constitution means this constitution as amended from time to time.

Corporate Representative means a person appointed to represent a corporate Member under clause 6.1 from time to time or as decided by the Board.

Deputy Chairperson means the person elected deputy chairperson of the Board under clause 17.1 from time to time.

Elected Board Member means a member of the Board elected by the Association under clause 13.

Financial Year means:

- (a) any 12 month period commencing on 1 July and ending on 30 June the following year;

- (b) the period commencing on the date of registration of the Association and ending on the following 30 June; and
- (c) the period commencing on 1 July preceding the date the Association is deregistered and ending on the date the Association is deregistered.

General Meeting means an Annual General Meeting or a Special General Meeting.

Liabilities means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

Member means a member of the Association and **Membership** has a corresponding meaning.

Office Bearer means a person elected office bearer under clause 17.1 from time to time.

Officer means an officer of the Association within the meaning of the Act.

Public Officer means the Executive Officer or other person, being a resident of South Australia appointed as public officer of the Association by the Board from time to time.

Registered Address means in respect of a Member, the address of the Member stated in the Register of Members or the last address for notices given to the Association by the Member.

Register of Members means the register of Members maintained under clause 10.

Returning Officer means a person appointed by the Board as returning officer under clause 13.2.

Special General Meeting means a general meeting of Members other than an Annual General Meeting.

Special Resolution means a resolution of Members passed:

- (a) at a duly convened General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution has been given to all Members; and
- (b) by a majority of not less than three quarters of the Members who, being present, and entitled to do so vote at such General Meeting (in person, by Corporate Representative or by proxy).

Standing Committee means a committee referred to in clause 29.3.

Trademarks means the "AgKI" trademarks and any other trademark owned by the Association from time to time.

2.2 In this Constitution, unless the context otherwise requires:

2.2.1 headings do not affect interpretation;

- 2.2.2 singular includes plural and plural includes singular;
- 2.2.3 words of one gender include any gender;
- 2.2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 2.2.6 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

3. **OBJECTS AND PURPOSES**

- 3.1 The objects of the Association are to:
 - 3.1.1 collaborate and build networks with other industry associations, agencies and government bodies on Kangaroo Island, and representative associations on the mainland in order to further the interests of Members and the Kangaroo Island agricultural economy;
 - 3.1.2 facilitate the development and improvement of Kangaroo Island agricultural industry and businesses through information, networking, training and support programs;
 - 3.1.3 represent the voice of industries and the business community of Kangaroo Island as a positive advocate to all spheres of Government;
 - 3.1.4 encourage economic, environmental and social sustainability of the industry sector.
 - 3.1.5 facilitate the development and recognition of a dynamic and diverse primary industries on Kangaroo Island.
 - 3.1.6 Support members build on best practice, innovate with an outcome of resilient, responsive and successful farming systems.
 - 3.1.7 manage financial resources, guide strategy and implement initiatives of the Association to support economic growth and sustainability for Kangaroo Island's agricultural industry.

4. **POWERS**

- 4.1 The Association has, subject to the Act and other applicable laws:
 - 4.1.1 the legal capacity and powers of an individual and all the powers of a body corporate;
 - 4.1.2 the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its objects and purposes;
 - 4.1.3 all of the powers conferred by section 25 of the Act.
- 4.2 The assets and income of the Association must be applied exclusively to the

promotion of its objects and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

5. MEMBERSHIP

- 5.1 Membership is open to any individual, incorporated association or corporation associated with Kangaroo Island South Australia that supports the objects of the Association.
- 5.2 The Board may from time to time:
 - 5.2.1 establish different categories of Membership;
 - 5.2.2 determine the rights and privileges for each category of Membership; and
 - 5.2.3 determine the Membership fees payable in respect of each category of Membership.
- 5.3 An application for Membership must be:
 - 5.3.1 in writing and in the form determined by the Board;
 - 5.3.2 accompanied by any initial fee determined by the Board; and
 - 5.3.3 given to the Executive Officer.
- 5.4 The Board determines whether an applicant may become a Member.
- 5.5 The Board is not required to give any reason for the rejection of an application for Membership.
- 5.6 If an application for Membership is accepted, the Association must:
 - 5.6.1 give written notice of the acceptance to the applicant;
 - 5.6.2 request payment of any amount owing for the initial fee and annual Membership fees under clause 7 (being a pro rata sum if so determined by the Board); and
 - 5.6.3 upon payment of that amount, enter the applicant's name in the Register of Members under clause 10.
- 5.7 If an application for Membership is rejected, the Association must:
 - 5.7.1 give written notice of the rejection to the applicant; and
 - 5.7.2 refund in full any fees paid by the applicant.

6. CORPORATE OR INCORPORATED ASSOCIATION REPRESENTATIVES

- 6.1 A corporate or incorporated association Member may appoint one individual (who need not be a Member) as its Representative to represent it at a particular General Meeting or at all General Meetings.

- 6.2 A corporate or incorporated association Member must appoint its Representative by a resolution of its board.
- 6.3 An appointment of a Corporate Representative is valid if:
- 6.3.1 it is in the form of Schedule 2 or any other form determined by the Board;
 - 6.3.2 it is signed by the chairperson, secretary or other director of the corporate Member making the appointment;
 - 6.3.3 it contains the corporate Member's name, address, the Corporate Representative's name and the General Meetings at which the appointment may be used; and
 - 6.3.4 it is provided to the Executive Officer at least 48 hours before the commencement of the General Meeting or resumed General Meeting.
- 6.4 A corporate or incorporated association Representative is treated as a Member for all purposes until:
- 6.4.1 the corporate or incorporated association Member's board resolves to revoke the appointment and an officer holder or director of the Member notifies the Executive Officer in writing at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting;
 - 6.4.2 the corporate Member's board appoints a new Corporate Representative and notifies the Executive Officer in accordance with clause 6.3; or
 - 6.4.3 the Chairperson believes on reasonable grounds that the corporate or incorporated association Member's board has resolved to revoke the appointment.

7. MEMBERSHIP FEES

- 7.1 The fees payable for Membership are determined by the Board from time to time.
- 7.2 The Membership fees are payable annually on 1 July or any other time determined by the Board from time to time.
- 7.3 Any Member whose Membership fees are outstanding for more than three months after their due date ceases to be a Member. However the Board may reinstate such a person's Membership on any terms it thinks fit.

8. RESIGNATION

- 8.1 A Member may resign from Membership by giving written notice to the Executive Officer.
- 8.2 A resigning Member is liable for any outstanding Membership Fees. The Association may recover them as a debt due to the Association.
- 8.3 A resigning Member will not be refunded in full or in part any Membership

fees.

9. EXPULSION OF A MEMBER

- 9.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 9.2 Particulars of the charge must be communicated to the Member at least one calendar month before the Board Meeting at which the matter will be determined.
- 9.3 The Board must communicate its determination to the Member. In the event of an adverse determination, subject to clause 9.4, Membership ceases 14 days after the Board does so.
- 9.4 The Member may appeal to the Association in General Meeting against the expulsion. The Member must communicate to the Executive Officer the intention to appeal within 14 days after the Board communicates its determination to the Member.
- 9.5 In the event of an appeal against the expulsion:
 - 9.5.1 the Member must be given an opportunity to put their case to the General Meeting by giving the Executive Officer a written statement for circulation to the Members (providing that the statement is under 1,000 words and in the opinion of the Executive Officer is not defamatory) and/or speaking to the motion at the meeting;
 - 9.5.2 the appellant's Membership is terminated only if the General Meeting upholds the determination of the Board, and in that event, Membership is terminated on the date of the General Meeting.

10. REGISTER OF MEMBERS

- 10.1 The Association must at all times keep an up to date register of its Members listing in relation to each Member at least:
 - 10.1.1 the Member's name and address; and
 - 10.1.2 the date on which the Member's name is entered in the register.
- 10.2 The Register of Members must also show:
 - 10.2.1 the name and details of each person who ceased being a Member within the last two years; and
 - 10.2.2 the date on which the person ceased being a Member.
- 10.3 It is the responsibility of the Executive Officer to maintain or cause to be maintained the Register of Members in accordance with this clause.

11. FUNCTIONS AND POWERS OF BOARD

- 11.1 Subject to clauses 28 and 29, the affairs of the Association are governed exclusively by the Board. In addition to the powers and authorities conferred by this Constitution, the Board may exercise all powers and do all things that are

within the objects of the Association, and are not by the Act or by this Constitution, required to be done by the Association in General Meeting.

- 11.2 The Board may determine the manner in which its meetings and its business and proceedings are conducted and regulated.
- 11.3 The Board may interpret this Constitution and determine any matter relating to the affairs of the Association on which this Constitution is silent.

12. COMPOSITION OF BOARD

- 12.1 The Board shall be comprised of:
 - 12.1.1 not less than five and not more than seven Elected Board Members, comprising Members in such categories as the Board determines from time to time; and
 - 12.1.2 not more than four Board Appointed Board Members.
 - 12.1.3 Corporate Representatives as decided by the Board as per clause 6.
- 12.2 Notwithstanding clause 12.1, while the number of Elected Board Members is below the minimum, the Board will use its best endeavors to fill the vacancies pursuant to clause 16 and may still convene Board Meetings and carry out the affairs of the Association.
- 12.3 A person may be appointed or elected a Board Member only if such person:
 - 12.3.1 is an individual over 18 years of age and otherwise qualified to hold office in accordance with the Act;
 - 12.3.2 has consented in writing to being a Board Member; and
 - 12.3.3 in the case of an Elected Board Member, is a Member or a Corporate Representative of a Member.
- 12.4 The Board upon incorporation of the Association comprises the persons listed in a table document held by the Executive Officer each of whom is deemed to be elected as an Elected Board Member or appointed as a Board Appointed Board Member as specified in the table document.
- 12.5 Subject to clause 12.6, at the conclusion of each Annual General Meeting, Board Members who have served their required term must retire from office.
- 12.6 The Elected Board Members to retire are those listed according to term tenure dated from current election ie 2 years, and as between persons who became Elected Board Members same day, are determined by lot (unless otherwise agreed amongst themselves).
- 12.7 If at the time of the retirement of any Elected Board Members under clause 12.5 the number of Elected Board Members is not a multiple of two, then the number of Elected Board Members to retire is rounded down to the nearest whole number.

- 12.8 An Elected Board Member retiring under clause 12.5 is eligible for re-election under clause 13.
- 12.9 A Board Member may serve up to but no more than 5 consecutive terms.

13. ELECTION OF ELECTED BOARD MEMBERS

- 13.1 Subject to clauses 12.1 and 12.3, at each Annual General Meeting, the Association may elect Board Members under this clause.
- 13.2 The Board must appoint a returning officer in respect of each election of Board Members under this clause.
- 13.3 A candidate not being a retired Elected Board Member is not eligible for election under this clause unless a Member has proposed the candidate's nomination by delivering the nomination of the candidate to the Executive Officer of the Association. The nomination must be in a form approved by the Board and must be signed by the proposer and by the candidate to signify a willingness to stand for election.
- 13.4 The Association must give Members notice calling for Members to nominate candidates for election as an Elected Board Member not less than 35 days before the Annual General Meeting.
- 13.5 Subject to clause 13.9, nominations for election close 21 days before the Annual General Meeting.
- 13.6 A retiring Elected Board Member is deemed to nominate for election unless he or she advise the Returning Officer to the contrary in writing before nominations close.
- 13.7 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for election. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposer and the Board.
- 13.8 With the exception of clause 13.9, notice of all accepted candidates seeking election must be given to all Members on or with the notice of the Annual General Meeting at which the election is to take place.
- 13.9 If the number of candidates is less than the minimum number of positions which could be filled, nominations from the floor of the Annual General meeting will be accepted.
 - 13.9.1 If the number of candidates for election is equal to or less than the maximum number of positions which could be filled, the Annual General Meeting must appoint each nominated candidate as an Elected Board Member by passing separate resolutions approving the appointment at the Annual General Meeting;
 - 13.9.2 the election process set out in clause 13.11 is discontinued; and
 - 13.9.3 the Association must include on or with the notice of the Annual General Meeting a notice:

- 13.9.3.1 stating that the election process is discontinued;
- 13.9.3.2 setting out the name of each candidate;
- 13.9.3.3 stating that the Annual General Meeting will vote on the appointment of each candidate as an Elected Board Member by separate ordinary resolutions.

13.10 Unless clause 13.10 applies, the election of Elected Board Members is held at the Annual General Meeting and the Returning Officer must:

- 13.10.1 prepare ballot papers for the election;
- 13.10.2 determine the order in which candidates appear on the ballot paper.

13.11 The Returning Officer is responsible for the conduct of the ballot in accordance with this clause and any requirements determined by the Board from time to time.

13.12 The Chairperson must announce the results of the ballot at the Annual General Meeting.

14. APPOINTMENT OF BOARD APPOINTED BOARD MEMBERS

14.1 Subject to clauses and 12.1 and 12.3, the Board may at any time appoint Board Members under this clause for a term of up to two years.

14.2 A Board Appointed Board Member retiring under this clause is eligible for reappointment.

14.3 In appointing or re appointing any person as a Director, the Board must have proper regard to:

- 14.3.1 the qualifications, skills, expertise and experience of that person;
- 14.3.2 the qualifications, skills, expertise and experience of the incumbent Board Members;
- 14.3.3 the desired mix of qualifications, skills, expertise and experience amongst Board Members as determined by the Board in light of the Association's objects and activities; and
- 14.3.4 any other criteria or matter the Board determines relevant.

15. VACATION OF OFFICE OF BOARD MEMBERS

The office of a Board Member becomes vacant if the Board Member: reaches the end of his or her term of office;

- 15.1 dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;
- 15.2 becomes disqualified from holding office under the Act;
- 15.3 resigns from office by notice in writing to the Chairperson or Executive Officer; or

- 15.4 is absent from three consecutive Board Meetings without the leave of the Board;
- 15.5 being an Elected Board Member
 - 15.5.1 is removed by a resolution of a meeting of Members;
 - 15.5.2 ceases to be a Member or a Corporate Representative of a Member;
or
- 15.6 being a Board Appointed Board Member, is removed from office by a resolution of the Board.

16. CASUAL AND OTHER VACANCIES IN ELECTED BOARD MEMBERS

- 16.1 Subject to clauses 12.1 and 12.3, the Board may fill any casual vacancy or other vacancy in the number of Elected Board Members by appointing a Member to fill such vacancy at any time. Any person so appointed:
 - 16.1.1 may only hold office until the expiry of the term they are filling; and
 - 16.1.2 shall for all other purposes be treated as an Elected Board Member elected under clause 13.
- 16.2 A Board Member retiring under clause 16.1 is eligible for election under clause 13.

17. ELECTION OF OFFICE BEARERS

- 17.1 At the first Board Meeting after each Annual General Meeting the Board must appoint a chairperson and deputy chairperson from among their number. Subject to this Constitution, those Office Bearers hold office until the conclusion of the election of Office Bearers at the first Board Meeting after the next Annual General Meeting.
- 17.2 A retiring Office Bearer is eligible for re-election.
- 17.3 Nominations for office of an Office Bearer are made in the manner determined by the Board.
- 17.4 If there is only one nomination for the office of an Office Bearer, the nominee stands elected to such office.
- 17.5 If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.
- 17.6 The office of any Office Bearer becomes vacant if the Office Bearer:
 - 17.6.1 reaches the end of their term of such office;
 - 17.6.2 resigns from such office by notice in writing to the Board or Executive Officer;
 - 17.6.3 is removed from such office by resolution of the Board; or
 - 17.6.4 ceases to be a Board Member.

- 17.7 Should a vacancy occur in the office of any Office Bearer, the Board must promptly fill such vacancy by appointment from among their number.

18. PROCEEDINGS OF THE BOARD

18.1 Ordinary meetings

The Board must meet at least six times a year or more often as determined by the Board at a time, date and place fixed by the Chairperson from time to time.

18.2 Notice

Except in the case of an emergency, at least seven days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally, by letter, by email, or telephone or by any other means consented to by all the Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

18.3 Quorum

The presence of more than half the Board Members constitutes a quorum at a Board Meeting and no business may be transacted unless a quorum is present.

18.4 Voting

All matters before the Board for decision at any Board Meeting must be decided by a majority of votes of the Board Members present. Subject to this Constitution, each Board Member present at a Board Meeting is entitled to one vote only except for the Board Member chairing the Board Meeting who has a deliberative, and in case of equality of voting, a casting vote.

18.5 Special meetings

Special Board Meetings may be convened by the Chairperson, or by direction of the Chairperson, or at the requisition in writing of two or more Board Members.

18.6 Chairing of meetings

18.6.1 Subject to clauses 18.6.2 and 18.6.3, the Chairperson must preside at all Board Meetings.

18.6.2 If the Chairperson is absent or is unable or unwilling to preside at any Board Meeting, the Deputy Chairperson must preside at that Board Meeting.

18.6.3 If the Chairperson and the Deputy Chairperson are absent or are unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.

18.7 Attendance other than Board Members

18.7.1 The Executive Officer must attend all Board Meetings unless the Board resolves otherwise, and the resolution is recorded in the minutes of the Board Meeting.

18.7.2 Others may attend Board Meetings with the approval of the Board, and

the resolution is recorded in the minutes of the Board Meeting.

18.8 Meetings using technology

- 18.8.1 A Board Meeting may be held with one or more of the Board Members taking part by telephone or video link. Such Board Members are regarded as present at the Board Meeting if such Board Members are able to hear the proceedings of the entire Board Meeting and to be heard by all others attending the Board Meeting.
- 18.8.2 Without limiting clause 18.8.1, a Board Meeting may be called or held using any technology consented to by all Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.
- 18.8.3 A Board Meeting conducted in accordance with clauses 18.8.1 or 18.8.2 is deemed to be held at a place determined by the Board Members, provided that at least one of the Board Members present at the Board Meeting was at such place for the duration of that Board Meeting.

18.9 Circulating resolutions

- 18.9.1 The Board Members may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution have received the resolution and a majority have signed a document containing a statement that they are in favour of the resolution set out in the document.
- 18.9.2 Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.
- 18.9.3 The resolution may be distributed to the Board Members by email or electronic transmission.

18.10 Conflict of Interest

- 18.10.1 A Board Member who has a direct or indirect pecuniary interest, or other interest, in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, must, as soon as the Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest.
- 18.10.2 Where a Board Member has a direct or indirect pecuniary interest, or other interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, that Board Member must not vote with respect to that contract or matter and, may not take part in the deliberations or discussions of the Board with respect to that contract or matter unless the remaining non-conflicted Board Members determine otherwise.
- 18.10.3 Clauses 18.10.1 and 18.10.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Association is established.

19. BOARD HONORARIUM AND EXPENSES

- 19.1 The Association may pay the Board Members a maximum total honorarium for Board Members determined by the General Meeting.
- 19.2 The Board may determine the allocation of the total honorarium among the Board Members. If the Board does not determine the allocation, the total amount of the honorarium must be allocated equally among the Board Members.
- 19.3 In addition to any honorarium, the Association may also pay any extraordinary travelling and other expenses Board Members properly incur:
 - 19.3.1 in attending Board Meetings or meetings of any committee of the Board;
 - 19.3.2 in attending any General Meeting; and
 - 19.3.3 otherwise in connection with the business of the Association.

20. CONVENING GENERAL MEETINGS

- 20.1 The Board may call a Special General Meeting at any time, and must call an Annual General Meeting in accordance with the Act.
- 20.2 The first Annual General Meeting must be held within 18 months after the incorporation of the Association, and thereafter an Annual General Meeting must be held within five months after the end of each Financial Year.
- 20.3 Within one month of the receipt of a requisition in writing of not less than 10% of the number of Members, the Board must convene a Special General Meeting for the purpose specified in the requisition.
- 20.4 Every requisition for a Special General Meeting must be signed by the Members making it and must state the purpose of the meeting.
- 20.5 If the Board does not convene the Special General Meeting as required by this clause, the requisitionists may convene it. It must be convened in the same manner as a meeting convened by the Board, and for this purpose the Board must ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

21. NOTICE OF GENERAL MEETINGS

- 21.1 At least 21 days' notice of each General Meeting must be given to Members. The notice must set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- 21.2 For an Annual General Meeting, the order of business is the consideration of the accounts and reports of the Board and the auditors (if applicable), the appointment of auditors (if applicable), the election of Board Members and any other business requiring consideration by the Association in General Meeting.

- 21.3 The accidental failure to give notice of a General Meeting to a Member, or the non-receipt of notice, does not invalidate the proceedings of the meeting.

22. QUORUM AT GENERAL MEETINGS

- 22.1 No business may be transacted at a General Meeting unless a quorum is present.
- 22.2 The quorum for a General Meeting is 5% of Members who are present in person or by corporate or incorporated association Representative or proxy.
- 22.3 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- 22.3.1 if the meeting was convened upon the requisition of Members, it is dissolved;
- 22.3.2 in any other case, it is adjourned to the following day at the same time and place or to any other day time and place determined by the Chairperson in consultation with the Executive Officer. If a quorum is not present within 30 minutes after the time appointed for the resumed meeting, the meeting is dissolved.

23. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

- 23.1 Subject to clause 23.2 the Chairperson must preside at all General Meetings.
- 23.2 If the Chairperson is not present within 10 minutes after the time appointed for the General Meeting or is unable or unwilling to preside at the meeting, the following may preside at the meeting (in order of precedence): the Deputy Chairperson, a Board Member chosen by a majority of the Board Members present, the only Board Member present, a Member chosen by a majority of the Members present in person or by Corporate Representative or proxy.
- 23.3 The Chairperson:
- 23.3.1 has charge of the general conduct of the General Meeting and of the procedures to be adopted at the meeting;
- 23.3.2 may determine any dispute about the admission or rejection of a vote (including a vote recorded in a form of proxy);
- 23.3.3 may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
- 23.3.4 may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting, and a decision by the Chairperson under this clause is final.
- 23.4 The Chairperson may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:
- 23.4.1 the person refuses to permit examination of an article in the person's

possession;

23.4.2 the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or

23.4.3 the Chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.

23.5 The Chairperson may require a person to establish to the satisfaction of a General Meeting that the person is the corporate or incorporated association Representative or proxy of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting either upon a show of hands or upon a poll.

24. **ADJOURNMENTS**

24.1 The Chairperson may adjourn a General Meeting to any place, date and time.

24.2 The Chairperson must adjourn a General Meeting if a majority of Members present at the meeting agree or direct the Chairperson to do so. The Chairperson may adjourn the meeting to any place, date and time.

24.3 If the meeting is adjourned for more than one month, notice of the resumed meeting must be given as for the original meeting.

24.4 Only unfinished business may be transacted at a resumed meeting.

25. **PROXIES AT GENERAL MEETINGS**

25.1 A Member may appoint a proxy to vote in place of the Member at a General Meeting.

25.2 An appointment of a proxy is valid if:

25.2.1 it is in the form of Schedule 1 or any other form determined by the Board;

25.2.2 it is signed by the Member making the appointment;

25.2.3 it contains the Member's name and address, the proxy's name or the name of the office held by the proxy, and the General Meetings at which the appointment may be used; and

25.2.4 it is provided to the Executive Officer at least 48 hours before the commencement of the meeting or resumed meeting.

25.3 An appointment of a proxy may be a standing one.

25.4 An undated appointment of a proxy is to be taken to have been dated on the day it is given to the Executive Officer.

25.5 A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.

- 25.6 Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a General Meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person, including the right to demand or join in demanding a poll and to vote on a show of hands or a poll.
- 25.7 An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. In that event:
 - 25.7.1 the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - 25.7.2 if the proxy is the Chairperson, the proxy must vote on a poll, and must vote that way; and
 - 25.7.3 if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- 25.8 If a proxy is also a Member, this clause does not affect the way that the person can cast any voting rights that person has as a Member.

26. **VOTING AT GENERAL MEETINGS**

- 26.1 Subject to clause 26.2:
 - 26.1.1 only Members, their corporate or incorporated association Representatives, or their properly appointed proxies, may vote at General Meetings;
 - 26.1.2 at a General Meeting, each Member has one vote in relation to each resolution.
- 26.2 A challenge to the right of a person to vote at a General Meeting may only be raised at the meeting and must be determined by the Chairperson, whose decision is final.
- 26.3 A proxy for a Member must not vote on behalf of the Member at a General Meeting while the Member is present at the meeting.
- 26.4 Before the first vote on any resolution is taken at a General Meeting, the Chairperson must inform the meeting whether proxy appointments have been received and if so how the proxy votes are to be cast.
- 26.5 At any General Meeting, each resolution must be decided on a show of hands unless a poll is demanded in accordance with this clause.
- 26.6 A person who represents more than one Member at a General meeting (in their own right or as proxy or Corporate Representative), has only one vote on a show of hands at the meeting.
- 26.7 In the event that there is an equality of votes in relation to any proposed resolution, the Chairperson has a deciding vote in addition to any vote that the Chairperson may also have as a Member, a Corporate Representative or proxy of a Member.
- 26.8 On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the

votes of the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.

- 26.9 A poll (by either public vote or secret ballot) may be demanded in relation to any proposed resolution by:
- 26.9.1 the Chairperson;
 - 26.9.2 not less than five Members entitled to vote on the resolution.
- 26.10 A poll may only be demanded:
- 26.10.1 before a vote is taken; or
 - 26.10.2 before the voting results on a show of hands are declared; or
 - 26.10.3 immediately after the voting result on a show of hands is declared.
- 26.11 A demand for a poll may be withdrawn.
- 26.12 A poll demanded on a matter other than the election of a Chairperson or the question of an adjournment at a General Meeting must be taken when and how the Chairperson directs. A poll on the election of a Chairperson or the question of an adjournment at a General Meeting must be taken immediately.
- 26.13 A demand for a poll does not prevent the General Meeting dealing with other business.

27. MINUTES

- 27.1 The Association must cause minutes of all proceedings of General Meetings and of Board Meetings to be distributed within one month after the relevant meeting and copies filed.
- 27.1.1 The Association must cause those minutes to be confirmed by the Members or Board Members present at a subsequent meeting;
 - 27.1.2 signed by the person chairing the meeting at which the proceedings took place or by the person chairing the meeting at which the minutes are confirmed.
- 27.2 A minute that is so entered, confirmed and signed is, in the absence of proof to the contrary, to be accepted as proof of the proceedings to which the minute relates.
- 27.3 Where minutes have been so entered, confirmed and signed, it is to be taken, in the absence of proof to the contrary, that:
- 27.3.1 the meeting to which the minutes relate was held; and
 - 27.3.2 the proceedings that are recorded in the minutes occurred; and
 - 27.3.3 all appointments of Officers or auditors that are recorded in the minutes were validly made.

28. **DELEGATIONS BY THE BOARD**

- 28.1 The Board may delegate any of its powers (including the power to delegate) to:
- 28.1.1 a Board Member;
 - 28.1.2 an ad hoc committee of Board Members and or other persons;
 - 28.1.3 a standing committee of Board Members and or other persons;
 - 28.1.4 an employee of the Association; or
 - 28.1.5 any other person.
- 28.2 A Standing Committee may be a board or management committee of another association or other entity which has objects which are the same or similar to the objects of the Association.
- 28.3 A delegation must be in writing.
- 28.4 The Board may revoke or vary a delegation.
- 28.5 A delegation does not derogate from the powers of the Board to act in any matter.
- 28.6 A Committee or other delegate must exercise their powers in accordance with any directions given by the Board.

29. **COMMITTEES**

- 29.1 A delegation to a Committee may be by way of written terms of reference for that Committee approved by the Board.
- 29.2 An Ad Hoc Committee may only operate for a period up of up to 12 months as determined by the Board. A Standing Committee will operate until the Board so determines.
- 29.3 All delegations to Standing Committees must be reviewed at the first Board Meeting held after each Annual General Meeting.
- 29.4 The Board may remove and appoint replacement or new members of a Committee at any time.
- 29.5 Unless otherwise determined by the Board, a Board Member must be the chairperson of a Committee.
- 29.6 Rules about proceedings of Board Meetings apply to meetings of all Committees, unless the Board otherwise determines.
- 29.7 All Committees must furnish regular reports of their activities to the Board.

30. **VALIDATION OF ACTS**

The acts of the Board, a Committee, an Officer or delegate of the Board are valid even if it is subsequently discovered that there was a defect in an appointment or any of

them was disqualified.

31. EXECUTIVE OFFICER

31.1 The Executive Officer shall be appointed by the Board and shall have the following functions:

- 31.1.1 co-ordinate the correspondence of the Association;
- 31.1.2 attend all meetings of the Board and the Association unless otherwise determined by the Board;
- 31.1.3 keep full and correct minutes of the proceedings of the Board and of the Association under clause 27 and in the event the Executive Officer is unable or unwilling to attend, the Board will appoint another Board Member to undertake these functions;
- 31.1.4 have custody of all books, documents, records and registers of the Association;
- 31.1.5 be responsible for the receipt of all moneys paid to or received by the Association under clause 33.2 and issue receipts for those moneys in the name of the Association;
- 31.1.6 ensure all moneys under clause 33.2 is paid into such account or accounts of the Association as the Board may from time to time direct;
- 31.1.7 arrange payments from the funds of the Association with the authority of the Board;
- 31.1.8 ensure the Association complies with the Act in respect of its financial obligations;
- 31.1.9 whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement for the Association in accordance with that direction;
- 31.1.10 perform such other duties as are imposed by this Constitution or the Board on the Executive Officer.
- 31.1.11 The Executive Officer is the Public Officer of the Association unless otherwise determined by the Board.

32. SPOKESPERSON

32.1 The Chairperson and Deputy Chairperson, or the Executive Officer at the direction of the Board (which direction may be made by delegation of authority to the Executive Officer) will act as spokesperson unless an alternative spokesperson has been appointed by the Board or a General Meeting.

32.2 The spokesperson must not make any statements to the media or otherwise make public statements except:

- 32.2.1 in accordance with the Association's policies; or

32.2.2 as otherwise directed by the Board.

33. FINANCE AND ACCOUNTS

- 33.1 The Association must keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- 33.2 All money received for the benefit of the Association is the property of the Association and must be deposited to the credit of the Association at a bank nominated from time to time by the Board.
- 33.3 Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by any persons appointed by the Board.

34. FINANCIAL REPORTS

The Association must prepare, distribute and lodge financial reports if required by the Act.

35. AUDITOR

- 35.1 The Association at the Annual General Meeting or the Board must appoint an auditor if required by the Act.
- 35.2 The auditor shall hold office from the time of appointment until the next Annual General Meeting.
- 35.3 A retiring auditor shall be eligible for re-appointment.
- 35.4 The remuneration of the auditor shall be fixed by the Board.
- 35.5 If required by the Act, the Board must cause the financial records of the Association to be audited in accordance with the Act.
- 35.6 The Board must place before the auditor all the books, records, accounts and receipts of the Association.
- 35.7 The Auditors report must be presented to the Association at the next Annual General Meeting held after the Board receives the report.

36. EXECUTION BY THE ASSOCIATION

All contracts and agreements entered into by the Association and all cheques drawn upon the Association's bank account and other negotiable instruments must be signed by a minimum of two Board Members, unless otherwise delegated by the Board.

37. THE SEAL

- 37.1 The Association may have a common seal upon which its corporate name appears in legible characters.
- 37.2 The seal must not be used without the express authorisation of the Board, and every use of the seal must be recorded in the minute book of the Association.
- 37.3 The affixing of the seal must be witnessed by at least one Board Member.

- 37.4 Any document to which the seal is affixed must be signed by the Board Member who witnessed the affixation of the seal, and countersigned by another Board Member or the Executive Officer.
- 37.5 A register listing the documents to which the seal has been affixed must be maintained.
- 37.6 The seal must be kept in the secure custody of the Executive Officer or any other person determined by the Board.

38. **AMENDMENT OF CONSTITUTION**

This Constitution may be amended, repealed or replaced by Special Resolution.

39. **WINDING UP**

- 39.1 The Association may be wound up by Special Resolution in accordance with the Act.
- 39.2 If, upon dissolution of the Association, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred to a fund, authority or institution determined by the General Meeting:
- 39.2.1 which has objects similar to those of the Association; and
- 39.2.2 whose rules prohibit the distribution of its income among its Members.

40. **INDEMNITY**

- 40.1 Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Association against any Liabilities incurred in connection with that person's position as an Officer except a Liability:
- 40.1.1 owed to the Association; or
- 40.1.2 that did not arise out of conduct in good faith; or
- 40.1.3 for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or
- 40.1.4 for legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- 40.2 For the purposes of clause 40.1:
- 40.2.1 **legal costs** means legal costs on a solicitor and own client basis; and
- 40.2.2 **proceedings** means any initial legal proceeding and any appeal proceeding.
- 40.3 The Association need not indemnify a person under clause 40.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of

that Liability under a contract of insurance.

- 40.4 Where a person seeks to rely on the indemnity contained in clause 40.1, that person must:
- 40.4.1 immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;
 - 40.4.2 permit the Association to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
 - 40.4.3 not make any admission without the prior written consent of the Association;
 - 40.4.4 promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 40.5 The Association must make available for inspection by any person who is or has been an Officer the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:
- 40.5.1 to which the person is a party; or
 - 40.5.2 that the person proposes in good faith to bring; or
 - 40.5.3 that the person has reason to believe will be brought against the person.
- 40.6 The obligations of the Association in respect of any person who is or has been an Officer under clause 40.5 cease on the expiry of seven years after that person ceases to be an Officer.

41. **INSURANCE**

- 41.1 Subject to the Act, the Association must maintain at its cost a policy of insurance (Policy) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clauses 40.1.1 to 40.1.4.
- 41.2 The Policy must provide for an insurance payout to the person of at least \$5,000,000.00 per claim.
- 41.3 The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.
- 41.4 The Association must promptly upon request by each person who is or has been an Officer, produce to him or her, a copy of the insurance policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.

- 41.5 The obligations of the Association in respect of any person who is or has been an Officer of the Association under this clause ceases on the expiry of seven years after that person ceases to be an Officer.

42. NOTICE TO MEMBERS

- 42.1 Each Member must notify the Association in writing of the Member's address for notices and any change to that address.
- 42.2 The Association may give notice to a Member:
- 42.2.1 personally;
 - 42.2.2 by sending it by post to the Member's Registered Address;
 - 42.2.3 by sending it to the electronic address (if any) nominated by the Member;
 - 42.2.4 if it is a notice of meeting, by giving it in accordance with the Act;
 - 42.2.5 if it is a notice calling for Members to nominate candidates for election to the Board, by posting it on the Association's website or on a noticeboard at the Association's registered office; or
 - 42.2.6 if the Member's has no Registered Address, by posting it on the Association's website or on a noticeboard at the Association's registered office, or in any other way determined by the Board.
- 42.3 A notice is deemed to be received:
- 42.3.1 if hand delivered, on delivery;
 - 42.3.2 if sent by prepaid mail, four Business Days after posting within Australia (or seven business days after posting by airmail to or from a place outside Australia);
 - 42.3.3 if sent by facsimile, at the time and on the day shown in the sender's transmission report, if it shows that the entire notice was sent to the correct facsimile number;
 - 42.3.4 if sent by electronic transmission or by posting on the noticeboard, 24 hours after transmission or posting;

However if the notice is deemed to be received on a day that is not a Business Day or after 5:00pm at the Association's registered office, the notice is deemed to be received at 9:00am on the next Business Day at the Association's registered office.

- 42.4 A notice given to a Member in accordance with this clause is sufficient, even if the Member is dead, mentally incapacitated, an infant, bankrupt or an externally-administered body corporate, and even if the Association has notice of that event.

43. NOTICE TO THE ASSOCIATION

A Member or Board Member must give any document or notice required by the Act or this Constitution to the Association at its registered office.

Schedule 1 - Proxy

NAME OF ASSOCIATION

PROXY

I
Name of Member

of
Address

being a Member of the Association

appoint
Name of proxy or office held

or if no person is named, the chairperson of the meeting, as my proxy to vote on my behalf:

- at the General Meeting of the Association to be held at [date] and [time] and at any adjournment of that meeting;
- all General Meetings until revoked.

Direction to proxy

If you want to direct your proxy how to vote, mark one box only for each resolution. If you do not want to direct your proxy how to vote, do not mark any box for the resolution. If you wish not to vote on a particular resolution, mark the 'Abstain' box.

I direct my proxy to vote as follows:

Resolutions	For	Against	Abstain
<i>Descriptions</i>			

Date

If Member is an individual

Signed by in the presence of:

.....
Signature of witness

.....
Signature of Member

.....
Name of witness (print)

If Member is a company

Executed by
pursuant to section 127 of the
Corporations Act 2001

.....
Signature of Director

.....
Signature of Director/Company Secretary
(Please delete as applicable)

.....
Name of Director (print)
or

.....
Name of Director/Company Secretary (print)

.....
Signature of Sole Director and Sole Company Secretary

.....
Name of Sole Director and Sole Company Secretary (print)

If Member is an incorporated association

The common seal of)
was affixed in accordance with its)
Constitution and by the authority of its)
Board/ Committee:)

.....
Witness

.....
Witness

Or

.....
Signature of President/Chairperson

.....
Signature of Secretary/Officeholder
(Please delete as applicable)

.....
Name of President/Chairperson (print)

.....
Name of Secretary/Officeholder (print)

Schedule 2 – Corporate Representative

NAME OF ASSOCIATION

CORPORATE REPRESENTATIVE

I
Name of Member

of
Address

being an office holder or director of a Member of the Association

appoint
Name of Corporate Representative

as the Corporate Representative to vote on the corporate Member’s behalf:

- at the General Meeting of the Association to be held at [date] and [time] and at any adjournment of that meeting;
- all General Meetings until revoked.

Date

If Member is a company

Executed by
pursuant to section 127 of the
Corporations Act 2001

.....
Signature of Director

.....
Signature of Director/Company Secretary
(Please delete as applicable)

.....
Name of Director (print)
or

.....
Name of Director/Company Secretary (print)

.....
Signature of Sole Director and Sole Company Secretary

.....
Name of Sole Director and Sole Company Secretary (print)

If Member is an incorporated association

The common seal of)
was affixed in accordance with its)
Constitution and by the authority of its)
Board/ Committee:)

.....
Witness

.....
Witness
or

.....
Signature of President/Chairperson

.....
Signature of Secretary/Officeholder
(Please delete as applicable)

.....
Name of President/Chairperson (print)

.....
Name of Secretary/Officeholder (print)