

# **Mallee Sustainable Farming incorporated under the Associations Incorporation Act 1981**

## **Constitution**

**Dated 13<sup>th</sup> October 2006**

2/152 Pine Avenue, Mildura, Victoria 3500  
P0 Box 5093, Mildura, Victoria 3502  
Telephone (03) 5021 9105 Facsimile: (03) 5022 0579

**Inclusive of 28 October 2008 amendments**

## 1. Name

The name of the association is Mallee Sustainable Farming Inc (MSF Inc.)

## 2. Preliminary

### 2.1 Definitions

(a) In this constitution, unless the contrary intention appears:

“**Association**” means Mallee Sustainable Farming Inc;

“**Act**” means the Associations Incorporation Act 1981 (Victoria);

“**Board**” means board of management of the Association

“**Department**” means the Department of the Environment and Heritage or its successor;

“**Financial year**” means the year ending on 30 June;

“**ITAA-97**” means *Income Tax Assessment Act 1997*;

“**Member**” means a member of the Association;

“**Director**” means a Director of the Board;

“**Register of Environmental Organisations**” means that register established by the Secretary of the Department under section 30-255 of the ITAA97;

“**Regulations**” means regulations under the Act;

“**Relevant documents**” has the same meaning as in the Act.

“**Responsible person**” means an individual who:

- (i) performs a significant public function;
- (ii) is a member of a professional body having a code of ethics or rules of conduct;
- (iii) is officially charged with spiritual functions by a religious institution;
- (iv) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (v) has received formal recognition from government for services to the community; or
- (vi) is approved as a Responsible Person by the Commissioner of Taxation, and
- (vii) who, unless the Commissioner of Taxation otherwise agrees, is not an Associate of the Founder or the Association or a Donor or the directors or Directors or other controlling committee of the Association other than:
  - (A) in a professional capacity;

(B) as a Director or other controlling committee of the Association; or

(C) as a member of the Association.

**"Rules"** means the terms covered by this constitution.

**"Specialist Directors"** means those persons invited onto the Board who have qualifications and expertise which will advance the purposes of the Association.

**"State Committees"** means the unincorporated self-managed farming groups in the Mallee regions of Victoria, New South Wales and South Australia operating as accepted by the Board as a State Reference committee whose stated objectives are to adopt the best practices in farming.

(b) In this constitution, a reference to the Secretary of an Association is a reference:

(i) if a person holds office under these Rules as Secretary of the Association to that person; and

(ii) in any other case, to the public officer of the Association.

### **3. Principal Purpose**

3.1 The Principal Purpose of the Association is to protect and enhance the natural environment by the encouragement of sustainable dry-land farming practices.

3.2 Solely in furtherance of carrying out the Principal Purpose, the Association may undertake the following activities:

(a) the carrying out of research into protection of soil, water and air quality;

(b) provision of information and education;

(c) undertaking soil conservation works;

(d) undertaking works to protect and enhance biodiversity;

(e) undertaking works to improve air and water quality;

(f) promoting the principles of ecologically sustainable development; and

(g) establish a Public Fund that may be placed on the Register of Environmental Organisations.

#### **4. Alteration of the rules**

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act and subject to the requirements of section 40.3 of this Constitution.

#### **5. Membership, entry fees and subscriptions**

5.1 Membership of the Association must consist of no less than;

- (a) 50 individual persons; or
- (b) 5 bodies corporate.

5.2 Under these rules, a person who applies and is approved for membership is eligible to be a member of the Association on payment of an entrance fee and annual subscription as determined from year to year at the Annual General Meeting.

5.3 Categories of Members shall be as follows:

- (a) Individual Members being persons who supports Association principals as defined in the Constitution;
- (b) Farm Members being persons who are the principal operators of a farming enterprise or his or her nominated representatives and which shall include corporate farming entities;
- (c) Farm Associate Members being persons who is involved in dry land farming in association with a Farm Member;
- (d) Student Members being tertiary students enrolled and currently undertaking studies of 12 months or longer;
- (e) Corporate Members which may include associations, corporations, incorporated or unincorporated bodies, societies, co-operatives or any combined thereof; and
- (f) Corporate Associate Members who may comprise employees, agents, delegates or nominated representatives of a Corporate Member.

5.4 The Board may from time to time determine the benefits which may accrue to each category recited in section 5.3.

5.5 Despite section 5.2, the Board may grant honorary life membership to any person who in the opinion of the Board is worthy of recognition for service or financial contribution to the Association or its objectives.

- 5.6 A person granted honorary life membership under section 5.5 has all rights of membership and is entitled to have any entrance fee and annual subscription waived.
- 5.7 A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
- (a) he or she applies for membership in accordance with section 5.2; and
  - (b) the admission as a member is approved by the Board.
- 5.8 An application of a person for membership of the Association must:
- (a) be made in writing in the form set out in Appendix 1;
  - (b) be lodged with the Secretary of the Association.
- 5.9 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 5.10 The Board must determine whether to approve or reject the application.
- 5.11 If the Board approves an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing of the approval for membership.
- 5.12 The Secretary must, within 28 days after receipt of the amounts referred to in section 4.2 enter the applicant's name in the register of members.
- 5.13 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 5.14 If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.15 A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

## **6. Register of members**

- 6.1 The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each member; and
  - (b) the date on which each member 's name was entered in the register.
- 6.2 The register is available for inspection free of charge by any member upon request.
- 6.3 A member may make a copy of entries in the register.

## **7. Discipline, suspension and expulsion of members**

- 7.1 Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Board may by resolution:
- (a) suspend that member from membership of the Association for a specified period; or
  - (b) expel that member from the Association.
- 7.2 A resolution of the Board under section 7.1 does not take effect unless:
- (a) at a meeting held in accordance with section 7.3, the Board confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 7.3 A decision by the Board to confirm or revoke a resolution passed under section 7.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with section 7.4.
- 7.4 For the purposes of giving notice in accordance with section 7.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the resolution of the Board and the grounds on which it is based; and

- (b) stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that he or she may do one or both of the following:
  - (i) attend that meeting;
  - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) informing the member that, if at that meeting, the Board confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in the next Board or special general meeting against the resolution.

7.5 At a meeting of the Board to confirm or revoke a resolution passed under section 7.1 the Board must:

- (a) give the member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

7.6 If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in the next Board or special general meeting against the resolution.

7.7 If the Secretary receives a notice under section 7.6, he or she must notify the Board and the Board must convene a Board or special general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

7.8 At the next Board or special general meeting of the Association convened under section 7.7:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7.9 A resolution is confirmed if, at the next Board or special general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **8. Disputes and mediation**

8.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Association.

8.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

8.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

8.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 8.5 A member of the Association can be a mediator.
- 8.6 The mediator cannot be a member who is a party to the dispute.
- 8.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process,
- 8.9 The mediator must not determine the dispute.
- 8.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.
- 8.11 The Directors shall be entitled to be indemnified out of the assets of the Association in respect of any loss incurred in accordance with the proper execution of their duties and obligations as Directors in accordance with these Rules.

## **9. Ceasing membership**

- 9.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 9.2 After the expiry of the period referred to in section 9.1:
- (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## **10. Board of Management**

- 10.1 The affairs of the Association shall be managed by the Board.
- 10.2 The Board must comprise a majority of Responsible Persons.
- 10.3 If the requirement in section 10.2 is at any time not met the Board must not exercise any discretion or power until the requirement is met except:
- (a) for the purpose of exercising a statutory power to appoint a new Director; or
  - (b) in the case of urgency.
- 10.4 The Board:
- (a) shall control and manage the business and affairs of the Association; and
  - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by Board or special general meetings of the members of the Association; and
  - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- 10.5 Subject to section 24 of the Act, the Board shall consist of:
- (a) the officers of the Association; and
  - (b) up to six (6) ordinary members-each of whom shall be elected at the annual general meeting of the Association in each year.
  - (c) up to four (4) invited Specialist Directors – each of whom shall be invited by a majority vote of elected Directors.

## **11. Delegation of power**

- 11.1 The Board may delegate all or any of its powers to a committee or committees consisting of such Directors and other persons as it thinks fit, and may revoke all or any of the powers delegated. Any committee or committees so appointed under this Rule 11.1 shall, in the execution of the powers so delegated, conform to any requirements which may be imposed on them by the Board.

## **12. Office holders**

- 12.1 The Officers of the Association shall be:
- (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.
- 12.2 The provisions of section 12, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in section 12.1.
- 12.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

## **13. Election of Officers and ordinary Directors**

- 13.1 Subject to Rule 13.3, nominations of candidates for election will be called for immediately following the Annual General Meeting, and the Board shall elect the office bearers.
- 13.2 In each year there shall be an election by the members for one Board position from each of the Victorian, New South Wales and South Australian regions who shall hold office for two years.
- 13.3 Board positions shall be called for and advertised thirty (30) days prior to the Annual General Meeting. The nominations must be received fourteen (14) days prior to the Annual General Meeting in writing.
- 13.4 All nominations for Board positions will be divided into States and the names of nominees handed to the respective State Committees who will assess the quality and competency of each candidate. The MSF State Committees will then recommend to the Board those candidates who they consider could adequately represent the Association and such names being no greater than three (3) will be placed on the voting paper. If the number of applicants does not exceed three (3), all candidates will appear on the voting paper, unless a State Committee determines otherwise.
- 13.5 Where there is only one applicant nominated for a vacant position, the applicant shall be deemed to be the candidate, and elected.

13.6 The Board shall comprise no more than four (4) Specialist Directors. Such Specialist Directors shall be invited by a majority of elected Directors and their tenure shall be until the next Annual General Meeting. Following each Annual General Meeting, the new Board may at its discretion invite such Specialist Directors to remain on the Board.

#### **14. Vacancies**

14.1 A position of an elected Director becomes vacant if a Director:

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

14.2 In the event of a casual vacancy in any office referred to in section 12.1, the Board may appoint a Director to the vacant office and the Director appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

#### **15. Removal of a Director**

15.1 The Association, in a Board or special general meeting may, by resolution, remove any Director before the expiration of the Director's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

15.2 A Director who is the subject of a proposed resolution referred to in section 14.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Directors .

15.3 The Secretary or the President may give a copy of the representations to each Director of the Association or, if they are not so given, the Director may require that they be read out at the meeting.

#### **16. Annual general meetings**

16.1 The Board may determine the date, time and place of the annual general meeting of the Association.

16.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

- 16.3 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the previous annual general meeting and of any Board or special general meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect the ordinary Directors; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 16.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **17. Special general meetings**

- 17.1 In addition to the annual general meeting, any other special general meeting may be held in the same year.
- 17.2 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 17.3 If, but for this section, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 17.4 The Board must, on the request in writing of members representing not less than 3 members, convene a special general meeting of the Association.
- 17.5 The request for a special general meeting must:
- (a) state the objectives of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- 17.6 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 17.7 If a special general meeting is convened by members in accordance with this rule, it must be convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

**18. Special business**

18.1 All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

**19. Meetings of the Board**

19.1 The Board must meet face to face at least 3 times in each year at such place and such times as the Board may determine.

19.2 Special general meetings of the Board may be convened by the President or by any 4 elected Directors.

**20. Notice of Board meetings**

20.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a Board or special general meeting of the Association, must cause to be sent to each Director, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

20.2 Notice may be sent:

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

20.3 Items of general business, other than that set out in the notice convening the meeting, may be raised for consideration at the meeting subject to a majority agreement.

20.4 A Director intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next Board meeting.

**21. Quorum for Board meetings**

21.1 More than two-thirds of elected Directors constitute a quorum for the conduct of the business of a meeting of the Board.

21.2 No business may be conducted unless a quorum is present.

- 21.3 If within half of hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special general meeting—the meeting lapses;
  - (b) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 21.4 The Board may act despite any vacancy on the Board.
- 21.5 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 21.6 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 21.7 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- (a) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
  - (b) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 21.8 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

## **22. Presiding at Board meetings**

- 22.1 At meetings of the Board:
- (a) the President or, in the President 's absence, the Vice-President presides and can appoint another person to chair the meeting; or
  - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## **23. Voting at Board meetings**

23.1 A Director who has any direct or indirect pecuniary interest in a matter for discussion by the Board or the Association must:

- (a) as soon they become aware of their interest, disclose the nature and extent of their interest to the Board; and
- (b) disclose the nature and extent of their interest at the next Annual General Meeting..
- (c) Rule 23.1 does not apply in respect of a pecuniary interest that exists only by virtue of the fact that:
  - (i) the Director is an employee of the Association; or
  - (ii) the Director is a member of a class of persons for whose benefit the Association is established.
- (d) A Director who has any direct or indirect pecuniary interest in a matter for discussion by the Board or the Association must not take part in any decision of the Board with respect to that matter but may, subject to complying with Rule 23.1, take part in any deliberations with respect to that matter.

23.2 Questions arising at a meeting of the Board, or at a meeting of any sub-Board appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

23.3 Each Director is entitled to one (1) vote and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **24. Manner of determining whether resolution carried**

24.1 If a question arising at a Board or special general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and

- (b) 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.

## **25. Poll at Board meetings**

- 25.1 If at a Board meeting a poll on any question is demanded by not less than 3 Directors, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 25.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **26. Adjournment of meetings**

- 26.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 26.2 If a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given in accordance with rule 19.
- 26.3 Except as provided in rule 20, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **27. Proxies**

- 27.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 27.2 The notice appointing the proxy must be:
  - (a) for a meeting of the Association convened under rule 6, in the form set out in Appendix 2; or
  - (b) in any other case, in the form set out in Appendix 3.
- 27.3 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **28. Minutes of meetings**

28.1 The Secretary of the Association must ensure minutes of the resolutions and proceedings of each Annual General meeting, Board meeting or special general meeting, together with a record of the names of persons present at the meetings are kept.

## **29. Notice to members**

29.1 Except for the requirement in rule 19, any notice that is required to be given to a member, on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

## **30. Funds**

30.1 The Treasurer of the Association must ensure:

- (a) all moneys due to the Association are collected and payments are authorised by the Association; and
- (b) correct accounts and books showing the financial affairs of the Association are kept with full details of all receipts and expenditure connected with the activities of the Association.

30.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by either two Directors or one Director and one member of staff as authorised by the Board.

30.3 Electronic management of funds, including electronic banking can be undertaken by two staff members as authorised by the Board of Management.

30.4 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, grants and such sources as the Board determines.

### **31. Establishment and Operation of Public Fund**

#### **31.1 Maintaining Public Fund**

The Association must maintain for the Principal Purpose of the Association a fund to be known as the Mallee Sustainable Farming Public Fund ("the **Public Fund**"):

- (a) to which members of the public are invited to make gifts of money or property for that purpose;
- (b) to which any money received by the Trust because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

### **32. Public Fund Management Committee**

32.1 The Public Fund must be managed by a management committee ("The Public Fund Management Committee") appointed by the Association in general meeting.

32.2 The Public Fund Management Committee must comprise a majority of Responsible Persons. .

32.3 The Public Fund Management Committee must comprise no less than three persons who must be Australian citizens who live permanently in Australia.

32.4 To avoid doubt, the Board, or a committee delegated by the Board may be the Public Fund Management Committee.

### **33. Public to be invited to contribute to the Public Fund**

The Public must be invited to contribute to the Public Fund.

### **34. Rules of the Public Fund**

The Public Fund Management Committee must ensure that:

- (a) Money from interest in donations, income derive from donated property, and money from the realisation of such property is to be deposited into the Public Fund; and
- (b) The Public Fund is operated on a not for profit basis.

**35. Limits on use of Public Fund**

The Association must apply for no other purpose than the Principal Purpose:

- (a) gifts made to the Public Fund;
- (b) any money received because of those gifts.

**36. Receipts**

36.1 Receipts for donations to the Public Fund must be issued in the name of Mallee Sustainable Farming Public Fund.

**37. Bank Account**

- 37.1 The Association must maintain a separate bank account for the Public Fund;
- 37.2 Signatories to the bank account for the Public Fund must be Directors or members of the committee appointed to manage the Public Fund by the Board.

**38. Non Conduit Policy**

- 38.1 The Association must not be directed by a donor to the Public Fund to act as a conduit for passing a donation of money or property to another organisation, body or person.
- 38.2 The Association must not act as a collection agency for tax deductible donations intended by a donor to be passed on to another organisation or person.
- 38.3 Despite sections 38.1 and 38.2, the Association may pass funds to another entity for the purpose of fulfilling the Principal Purpose of the Association.

**39. Statistical Information**

39.1 The Association must agree to give the Secretary of the Department within a reasonable period after the end of the financial year, statistical information about gifts made to the Public Fund during the previous financial year, together with an audited financial statement of the Association and its Public Fund.

**40. Agreement to abide by Ministerial Rules**

40.1 The Association must comply with any Rules that the Assistant Treasurer and Minister responsible for the Department make to ensure that gifts made to the Public Fund are used only for the principal purpose of the Association.

40.2 The Association must answer all questions required by the Department stated on an annual statistical return form, including an audited and financial statement for the Association and its Public Fund which provides information on the expenditure of Public Fund monies and the management of Public Fund assets (if any).

40.3 The Association must inform the Department as soon as possible:

- (a) If it changes its name or the name of its Public Fund;
- (b) If there is any change to the membership of the Public Fund Management Committee; or
- (c) If there has been any departure from the Rules of the Public Fund.

#### **41. Winding up of Public Fund**

In the case of winding-up of the Public Fund, any surplus assets must be transferred to another fund or funds with similar objectives that is on the Register of Environmental Organisations.

#### **42. Winding up of Association**

42.1 If on the winding up of the Association any property remains after the satisfaction of all debts and liabilities of the Association the same shall not be paid to or distributed amongst members but must be transferred to one or more entities that are endorsed as Deductible Gift Recipients under item 6.1.1 of table 1 in section 30-15 of the ITAA-97 as the Association decides.

42.2 Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 97 are satisfied, the gift and transfer must be made in accordance with those conditions.

#### **43. Finance and Audit**

43.1 The income and property of the Association shall be applied or used in the conduct of the affairs of the Association and generally in carrying out its objectives and purposes and executing the rights and privileges of the Association in accordance with these Rules.

43.2 No portion of the income or assets of the Association may be transferred directly or indirectly by bonus, dividend, profit or otherwise to any Member except by way of payment for bona fide services rendered or expenses incurred on behalf of the Association.

43.3 The funds of the Association shall not be expended except on authority of the Board.

**44. Seal**

- 44.1 The common seal of the Association must be kept in the custody of the Public Officer.
- 44.2 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 Directors or, of one Director and of the Public Officer of the Association.

**45. Custody and inspection of books and records**

- 45.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 45.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 45.3 A Director may make a copy of any accounts, books, securities and any other relevant documents of the Association.

**APPENDIX I  
APPLICATION FOR MEMBERSHIP OF  
Mallee Sustainable Farming Inc**

I, \_\_\_\_\_ of  
\_\_\_\_\_ of  
*(name and occupation)* *(address)*

desire to become a member of:

**Mallee Sustainable Farming Inc**

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

\_\_\_\_\_  
Signature of Applicant  
Date \_\_\_\_\_

I, \_\_\_\_\_ a member of the  
\_\_\_\_\_ Association,  
*(name)*

nominate the applicant, who is personally known to me, for membership of the Association.

\_\_\_\_\_  
Signature of Proposer  
Date \_\_\_\_\_

I, \_\_\_\_\_ a member of the  
\_\_\_\_\_ Association,  
*(name)*

second the nomination of the applicant, who is personally know to me, for membership of the Association.

\_\_\_\_\_  
Signature of Secunder  
Date \_\_\_\_\_



**APPENDIX 3  
FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_  
(name)

of \_\_\_\_\_

being a member of *Mallee Sustainable Farming Inc*

appoint \_\_\_\_\_  
(name of proxy holder)

of \_\_\_\_\_  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on-

\_\_\_\_\_  
Date of meeting

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against\* following resolution  
(insert details of resolution.

\_\_\_\_\_  
Signed

Date \_\_\_\_\_

\*Delete if not applicable