

# **Mallee Sustainable Farming Incorporated under the Associations Incorporation Reform Act 2012**

## **Constitution**

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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 Reform Act 2012** and includes any regulations made under that Act

**“absolute majority”**, of the Committee, means a majority of the committee members currently holding office (as distinct from a majority of committee members present at a committee meeting);

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

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

**“Director”** means a Director of the Board (2 of which are from each state – Victoria, New South Wales and South Australia);

**“Department”** means the Federal Department of the Environment 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;

**“Register of Environmental Organisations”** means that register established by the Secretary of the Federal Department of Environment or its successor; 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 satisfies the requirements of a responsible person in accordance with the guidelines to the Register of Environmental Organisations.

**“rules”** means the terms covered by this Constitution.

**“Mallee Sustainable Farming Region”** means the agricultural area of South Western New South Wales, North Western Victoria and South Eastern South Australia with less than 350mm annual rainfall and “Mallee” type soils as defined by the board.

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) Maintain a Public Fund 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 sub-rule 39.10(c) 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 To be eligible to become a member a person or business entity must support the purposes of the Association.
- 5.4 Categories of Members shall be as follows:
  - (a) Ordinary Members:
    - (i) Farm business entities who have farming operations in Mallee Sustainable Farming region.
    - (ii) Individual Members being persons who are owners or employees of farm business entities who have farming operations in Mallee Sustainable Farming region
  - (b) Associate Members:
    - (i) Being any person or organisation with an interest in dryland farming in the Mallee Sustainable Farming region.
    - (ii) Any members under the age of 15 years.
- 5.5 The Board may from time to time determine the benefits which may accrue to each category recited in sub-rule 5.4.
- 5.6 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. In this case sub-rules 5.4 and 5.2 need not apply.
- 5.7 A person granted honorary life membership under sub-rule 5.6 has all rights of membership and is entitled to have any entrance fee and annual subscription waived.
- 5.8 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 sub-rule 5.2; and
  - (b) the admission as a member is approved by the Board.
- 5.9 That an application for membership of the association will be in a form determined by the Board.

- 5.10 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 5.11 The Board must determine whether to approve or reject the application based on criteria set by the board.
- 5.12 If the Board approves an application for membership, the Board must, as soon as practicable, notify the applicant in writing of the approval for membership.
- 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. General rights of Members

- 6.1 A member of the Association has the right
  - (a) to vote at a general meeting if:
    - (i) the member is a member other than an associate member; and
    - (ii) more than 10 business days have passed since he or she became a member of the Association; and
    - (iii)** the member's membership rights are not suspended for any reason.
  - (b) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (c) to submit items of business for consideration at a general meeting; and to attend and be heard at general meetings; and

- (d) to have access to the minutes of general meetings and other documents of the Association as provided under sub-rule 43; and
- (e) to inspect the register of members.

#### 6.2 Associate members

- (a) May have other rights as determined by the Board or by resolution at a general meeting.
- (b) Do not have the right to vote

### 7. Register of members

7.1 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.

7.2 The register is available for inspection free of charge by any member upon request.

7.3 A member must make a request in writing to make a copy of entries in the register.

### 8. Discipline, suspension and expulsion of members

8.1 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.

8.2 A resolution of the Board under sub-rule 8.1 does not take effect unless:

- (a) at a meeting held in accordance with sub-rule 8.3, 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.

- 8.3 A decision by the Board to confirm or revoke a resolution passed under sub-rule 8.1 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 sub-rule 8.4.
- 8.4 For the purposes of giving notice in accordance with sub-rule 8.3, 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.
- 8.5 At a meeting of the Board to confirm or revoke a resolution passed under sub-rule 8.1 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.
- 8.6 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.

- 8.7 If the Secretary receives a notice under sub-rule 8.6, 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.
- 8.8 At the next Board or special general meeting of the Association convened under sub-rule 8.7:
- (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.
- 8.9 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.

## 9. Disputes and mediation

- 9.1 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.
- 9.2 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.
- 9.3 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.
- 9.4 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 (Victorian Department of Justice and Regulation).

9.5 A member of the Association can be a mediator.

9.6 The mediator cannot be a member who is a party to the dispute.

9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9.8 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,

9.9 The mediator must not determine the dispute.

9.10 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.

9.11 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.

## 10. Ceasing membership

10.1 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.

10.2 After the expiry of the period referred to in sub-rule 10.1:

- (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.

## 11. Board of Management

- 11.1 The affairs of the Association shall be managed by the Board.
- 11.2 The Board must comprise a majority of Responsible Persons as defined by the Federal Department of the Environment for the register of environmental organisations.
- 11.3 If the requirement in sub-rule 11.2 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.
- 11.4 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.
- 11.5 The Board shall consist of:
- (a) up to six (6) individual members, two from each participating State; and
  - (b) invited Specialist Directors – each of whom shall be invited, for a term of two (2) years, by a majority vote of elected Directors.
  - (c) Officers of the association (refer to rule 13), being derived from Directors and Specialist Directors.

## 12. Delegation of power

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 12 shall, in the execution of the powers so delegated, conform to any requirements which may be imposed on them by the Board.

13. Office holders

13.1 The Officers of the Association shall be:

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Treasurer; and
- (d) a Secretary.
- (e) a Corporate Secretary

13.2 The provisions of rule 13, 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 sub-rule 13.1

13.3 Each officer of the Association shall hold office until the positions of the board are declared vacant at the next annual general meeting. but is eligible for re-election.

14. General Duties

14.1 As soon as practicable after being elected or appointed to the Board, each Director must become familiar with these Rules and the Act.

14.2 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.

14.3 Directors must exercise their powers and discharge their duties with reasonable care and diligence.

14.4 Directors must exercise their powers and discharge their duties

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

14.5 Directors and former Directors must not make improper use of

- (a) their position; or
- (b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

14.6 In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a general meeting.

15. Chairperson and Vice-Chairperson
- 15.1 Subject to sub-rule 15.2, the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any Board meetings.
- 15.2 If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be
- (a) in the case of a general meeting a member elected by the other members present; or
  - (b) in the case of a Board meeting a Director elected by the other Directors present.
16. Secretary
- 16.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.  
Example Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.
- 16.2 The Secretary must
- (a) maintain the register of members in accordance with rule 8; and
  - (b) keep custody of the common seal (if any) of the Association and, all books, documents and securities of the Association in accordance with rules 42 and 43; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- 16.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
17. Treasurer
- 17.1 The Treasurer must
- (a) receive all moneys paid to or received by the Association and
  - (b) issue receipts for those moneys in the name of the Association; and
  - (c) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

- (d) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
- (e) ensure cheques are signed by at least 2 Directors.
- (f) ensure that the financial records of the Association are kept in accordance with the Act; and
- (g) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (h) ensure that at least one other Director has access to the accounts and financial records of the Association.

18. Corporate secretary

18.1 The Corporate Secretary will assist the board with implementation of good governance practices by the organisation. This applies specifically to

- (a) Meeting practices and records, particularly the Annual General Meeting
- (b) Policy development
- (c) Employment practices

19. Election of Directors and Officers of the Board

19.1 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.

19.2 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.

19.3 Where there is only one eligible applicant nominated for a vacant position, the applicant shall be deemed to be the candidate, and elected.

19.4 The Board may comprise any number of invited 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. Specialist Directors have the same voting rights as Directors.

19.5 The immediate past Chairperson may remain on the board as a Specialist Director for up to two (2) years from the end of their term as Chairperson at the invitation of a majority of the elected Directors

19.6 Subject to Sub-rule 19.2, nominations of candidates for election of Officers of the Association will be called for immediately following the Annual General Meeting, and the Board shall elect the office bearers.

## 20. Vacancies

20.1 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.

20.2 In the event of a casual vacancy in any office referred to in sub-rule 13.1, 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.

## 21. Removal of a Director

21.1 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.

21.2 A Director who is the subject of a proposed resolution referred to in sub-rule 20.1 may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Directors.

21.3 The Secretary or the Chairperson 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.

## 22. Annual general meetings

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

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

22.3 The ordinary business of the annual general meeting shall be:

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(i) to receive and consider—

(A) the annual report of the Board on the activities of the Association during the preceding financial year; and

(B) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;

(b) to elect the members of the Board;

(c) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

22.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## 23. Special general meetings

23.1 In addition to the annual general meeting, any other special general meeting may be held in the same year.

23.2 The Board may, whenever it thinks fit, convene a special general meeting of the Association.

23.3 If, but for this rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

23.4 The Board must, on the request in writing of members representing not less than 3 members, convene a special general meeting of the Association.

23.5 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.

23.6 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.

23.7 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.

24. Special business

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.

25. Meetings of the Board

25.1 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.

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

26. Notice of Board meetings

26.1 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.

26.2 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.

26.3 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.

26.4 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.

27. Quorum for Board meetings

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

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

27.3 If within half an 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.

27.4 The Board may act despite any vacancy on the Board.

27.5 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.

27.6 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.

27.7 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.

27.8 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.

28. Presiding at Board meetings

At meetings of the Board:

- (a) the Chairperson or, in the Chairperson 's absence, the Vice-Chairperson presides and can appoint another person to chair the meeting; or
- (b) if the Chairperson and the Vice-Chairperson are absent, or are unable to preside, the Directors present must choose one of the Ordinary Directors to preside.

29. Pecuniary interest at Board meetings

29.1 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;
- (b) disclose the nature and extent of their interest at the next Annual General Meeting;
- (c) Sub-rule 29.1 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 Sub-rule 29.1, take part in any deliberations with respect to that matter.

30. Voting at Board Meetings

30.1 On any question arising at a Board meeting, each Director present at the meeting has one vote.

30.2 A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.

30.3 Sub-rule 30.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

30.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

30.5 Voting by proxy is not permitted.

31. Manner of determining whether resolution carried

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.

32. Poll at Board meetings

32.1 If at a 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.

32.2 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.

33. Quorum at general meetings

33.1 No business may be conducted at a general meeting unless a quorum of members is present.

33.2 The quorum for a general meeting is the presence of 10 members entitled to vote.

33.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- (a) in the case of a meeting convened by, or at the request of, members under sub-rule 23.4 the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under sub-rule 23.4.

- (b) in any other case—

- (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

33.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 33.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### 34. Adjournment of meetings

34.1 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.

34.2 If a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given in accordance with rule 19.

34.3 Except as provided in rule 26, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

#### 35. Proxies

35.1 Voting by proxy is not permitted.

#### 36. Minutes of meetings

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.

#### 37. Notice to members

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.

## 38. Funds

38.1 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.

38.2 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.

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

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

## 39. Establishment and Operation of Public Fund

39.1 Maintaining Public Fund

The Association must maintain for the Principal Purpose and in accordance with subdivision 30-E of the *Income Tax Assessment Act 1997*, 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 the Principal Purpose;
- (b) to which money received by the Public Fund because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

39.2 Public Fund Management Committee

- (a) The Public Fund must be managed by a management committee ("The Public Fund Management Committee") appointed by the Association in general meeting.
- (b) The Public Fund Management Committee must comprise a majority of Responsible Persons as approved by the Department

of the Environment for the register of environmental organisations.

- (c) The Public Fund Management Committee must comprise no less than three persons who must be Australian citizens who live permanently in Australia.
- (d) To avoid doubt, the Board, or a committee delegated by the Board may be the Public Fund Management Committee.

### 39.3 Public must be invited to contribute to the Public Fund

### 39.4 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.

### 39.5 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.

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

### 39.7 Bank Account

- (a) The Association must maintain a separate bank account for the Public Fund;
- (b) The Signatories to the bank account for the Public Fund shall be any two of the Fund Management Committee.

### 39.8 Non Conduit Policy

- (a) 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.
- (b) 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.

- (c) Despite sub rules (a) and (b) above, the Association may pass funds to another entity for the purpose of fulfilling the Principal Purpose of the Association.

#### 39.9 Statistical Information

The Association must agree to give the Secretary of the Department of the Environment 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.

#### 39.10 Agreement to abide by Ministerial Rules

- (a) 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.
- (b) 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).
- (c) The Association must inform the Department as soon as possible:
  - (i) If it changes its name or the name of its Public Fund;
  - (ii) If there is any change to the membership of the Public Fund Management Committee; or
  - (iii) If there has been any departure from the Rules of the Public Fund.

#### 39.11 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.

### 40. Winding up of Association

- 40.1 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.

40.2 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.

41. Finance and Audit

41.1 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.

41.2 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.

41.3 The funds (with the exception of the Public Fund, which shall be expended on authority of the Public Fund Management Committee) of the Association shall not be expended except on authority of the Board.

42. Seal

42.1 The common seal of the Association must be kept in the custody of the Secretary.

42.2 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 Secretary of the Association.

43. Custody and inspection of books and records

43.1 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.

43.2 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, subject to compliance with applicable privacy acts.

43.3 A Director may make a copy of any accounts, books, securities and any other relevant documents of the Association.