

**CONSTITUTION  
OF  
AGFORCE QUEENSLAND FARMERS  
LIMITED**

Australian **Company** Number (ACN) [611 736 700]  
Australian Business Number (ABN) [57 611 736 700]

A company limited by guarantee

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## Preliminary

### 1. Name of the Company

The name of the **Company** is AgForce Queensland Farmers Limited (the **Company**).

### 2. Type of company

The **Company** is a not-for-profit public **Company** limited by guarantee which is established for, and to continue for, a charitable purpose.

### 3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

### 4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **Company** if the **Company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Company** incurred before the member stopped being a member, or
- (b) costs of winding up.

### 5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 118 and 120.

## Charitable purposes and powers

### 6. Object

The **Company's** object is to pursue the charitable purpose of promoting and supporting agriculture across Australia and stewardship of the land by:

- (a) representing farmers and graziers on issues of common concern with other industry associations and commercial interests that may impact on sustainable agriculture;
- (b) liaising with and making representations to any government or authority, whether at federal, state or local authority level or otherwise to protect or further the interests of agriculture;
- (c) providing farmers and graziers with a range of training opportunities designed to improve business, environmental and production skills;
- (d) co-ordinating, disseminating and reporting on information which is of common interest to farmers and graziers and co-ordinating and reporting on specific information from the Commodity Councils on common issues;
- (e) identifying, co-ordinating and progressing research and development activities utilising funding and expertise from both government and private agencies on common issues; and
- (f) marketing and promoting rural industries and agriculture in particular across a wide spectrum of forums at state, national and international levels.

### 7. Powers

- 7.1 Subject to clause 8, the **Company** has the following powers, which may only be used to carry out its purposes set out in clause 6:

- (a) the powers of an individual, and  
(b) all the powers of a company limited by guarantee under the **Corporations Act**.
- 7.2 Without limiting clause 7.1, to further the purposes set out in clause 6, the **Company** will have the power to:
- (a) establish and maintain regions and/or local entities, **Commodity Councils** and their offices;  
(b) publish any document to provide information on the **Company's** policies and activities;  
(c) manage and control the services provided to members by the **Company** and other organisations;  
(d) raise funds for pursuing the object of the **Company** by subscriptions and charges from members or any other means deemed advisable by the directors;  
(e) accept, undertake or execute any trust, gift, bonus, discount or commission deemed to further the objects of the **Company**;  
(f) reimburse any member for expenditure incurred or to be incurred by the member in any manner which the directors consider would further the object and policies of the **Company**;  
(g) do all lawful acts and things as are incidental or conducive to the attainment of the **Company's** object.

#### **8. Use of Income and Assets**

- 8.1 All income and assets of the **Company** must be used solely for the purpose of promoting the object of the **Company** set out in clause 6.

#### **9. Not-for-profit**

- 9.1 The **Company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 117.
- 9.2 Clause 9.1 does not stop the **Company** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Company**, or  
(b) making a payment to a member in carrying out the **Company's** charitable purpose(s).

#### **10. Amending the constitution**

- 10.1 The members may amend this constitution by passing a **special resolution**.

## **Members**

#### **11. Membership and register of members**

- 11.1 The members of the **Company** are:
- (a) **initial members**, and  
(b) any other person that the directors allow to be a member, in accordance with this constitution.
- 11.2 The categories of membership are:
- (a) **full members**;  
(b) **joint members**;  
(c) **associate members**; and

- (d) **support members.**
- 11.3 The **company** must establish and maintain a register of members. The register of members must be kept by the **Secretary** and must contain:
- (a) for each current member:
    - i. name;
    - ii. for an individual, ordinary place of residence;
    - iii. for a partnership, trust or association of persons, the member's representative (appointed under clause 29) and the representative's ordinary place of residence;
    - iv. for a body corporate, the member's representative (appointed under clause 29) and registered office;
    - v. any alternative address nominated by the member for the service of notices;
    - vi. email address;
    - vii. date the member was entered on to the register;
    - viii. the **Region** and **Commodity Council(s)** of which the member is a member;
    - ix. the category of membership; and
    - x. any other information required by the **Board**, a **Commodity Council** or a **Regional Council** from time to time.
  - (b) for each person who stopped being a member in the last 7 years:
    - i. name;
    - ii. address;
    - iii. any alternative address nominated by the member for the service of notices;
    - iv. the **Region** and **Commodity Council(s)** of which the Member was a member; and
    - v. dates the membership started and ended.
- 11.4 The **Company** must give current members access to the register of members.
- 11.5 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

## 12. Who can be a member

- 12.1 In this clause 12, 'person' means an individual or incorporated body.
- 12.2 **Full member**
- (a) Any person with an **eligible business** is eligible to apply to be a **full member** under clause 14.
  - (b) A **full member** may be required to provide the name of each property, the number and type of livestock owned by the member and the acreage and nature of crop production carried on by the member.
  - (c) A member or their personal representative must notify the **Company** within 14 days of the whole or part of the **eligible business** of the member being assigned or transferred to a person who is not a member of the **Company**.
- 12.3 **Associate member**
- A person who:
- (a) is a family member of a **full member**, over 18 years of age and not be eligible for any other category of membership; or
  - (b) is a former **full member** who has retired and is no longer eligible for membership as a **full member**,

is eligible to apply to be an **associate member** under clause 14.

**12.4 Joint Member**

- (a) A person with an interest in the **eligible business** represented by a **full member** and who is nominated by the **full member** is eligible to apply to be a **joint member** under clause 14 and is not required to pay any prescribed entrance fee.
- (b) Any other person with an interest in an **eligible business** represented by a **full member** is eligible to apply to be a **joint member** under clause 14 provided that they are not otherwise eligible for membership as a **full member**.

**12.5 Support member**

A person who supports the purposes of the **Company** is eligible to apply to be a **support member** of the **Company** under clause 14.

**13. Membership fees, levies and other moneys**

- 13.1 The entrance fee (if any) determined by the **Board** for a particular category of membership will be payable on application for that category of membership.
- 13.2 The annual subscription of members will be determined by the **Board**, payable initially on admission, and afterwards in advance either annually or otherwise as determined by the **Board**.
- 13.3 The annual subscriptions payable under this constitution may be suspended by the **Board** for such periods as the Board decides.
- 13.4 The **Chief Executive Officer** may permit, upon request and subject to consideration of that member's financial position, any member to pay annual subscription of membership in a manner at the discretion of the **Chief Executive Officer**, subject to any contrary direction from the **Board**.
- 13.5 The **Board** may make levies annually or from time to time as required upon the members in order to meet the costs of:
  - (a) properly managing the **Company**; and
  - (b) pursuing the object of the **Company**.
- 13.6 Any moneys received by the **Regional Councils** or **Commodity Councils** due to the **Company** must be paid into an account of the **Company** or sent to the **Chief Executive Officer** within 7 days of being received.
- 13.7 Any member failing to pay the whole or part of any levy or call within 2 months after written notice has been given that the levy or call has been made, may be required to pay default interest on the amount unpaid from the end of the 2-month period until payment is made.
- 13.8 The rate of default interest may be determined by the **Board** from time to time.

**14. How to apply to become a member**

- 14.1 A person (as defined in clause 12.1) may apply to become a member of the **Company** by making written application to the **Secretary**:
  - (a) in the form required from time to time by the **Board**;
  - (b) stating the category of membership for which application is made and accompanied by details of the applicant's eligibility for that category of membership;
  - (c) accompanied by the entrance fee (if any) determined by the **Board** for the category of the membership;
  - (d) providing any other information as the **Board** may require from time to time;
  - (e) nominating the **Region** and any **Commodity Council(s)** the applicant wishes to join;



- (f) agreeing to comply with the **Company's** constitution, including paying the guarantee under clause 4 if required.
  - (g) where the applicant is a body corporate, partnership, trust or association of persons, nominating a representative (under clause 29); and
  - (h) signed by the applicant or the applicant's authorised representative.
- 14.2 The **Secretary** must, on receiving the application notify the **Regional Officer** of the **Region** in which the applicant is seeking membership.
- 14.3 An application for membership must be referred to the **Board** for consideration.

#### **15. Board decides whether to approve membership**

- 15.1 The **Board** must consider an application for membership within a reasonable time after the **Secretary** receives the application.
- 15.2 If the **Board** approves an application and the entrance fee has been paid, the **Secretary** must as soon as possible:
- (a) enter the new member on the register of members;
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 16).
- 15.3 If the **Board** rejects an application, the **Secretary** must write to the applicant as soon as possible to tell them that their application has been rejected and must refund the entrance fee paid, but does not have to give reasons.
- 15.4 For the avoidance of doubt, the **Board** may approve an application even if the application does not state the matters listed in clause 14.1. In that case, by applying to be a member, the applicant agrees to comply with the **Company's** constitution, including paying the guarantee under clause 4 if required.

#### **16. When a person becomes a member**

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

#### **17. When a person stops being a member**

A person immediately stops being a member if they:

- (a) die;
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member);
- (c) resign under clause 18, by writing to the **Secretary**; or
- (d) are expelled under clause 21.

#### **18. Resignation of membership**

- 18.1 A member may resign at any time by giving notice in writing to the **Secretary**.
- 18.2 The resignation takes effect on the later of:
- (a) the day on which the notice is received by the **Secretary**; or
  - (b) the date specified in the notice.

#### **19. Rights and obligations on resignation or termination of membership**

Any member who resigns or whose membership is terminated under this constitution has no claim or interest of any nature to or in the funds or assets of the **Company** or against any **officer** or employee of the **Company**. However, that member remains liable to the **Company** for any moneys due by the member at the time of cessation of membership.

## Dispute resolution and disciplinary procedures

### 20. Dispute resolution

- 20.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members;
  - (b) one or more directors; or
  - (c) the **Company**.
- 20.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 21 until the disciplinary procedure is completed.
- 20.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 20.4 If those involved in the dispute do not resolve it under clause 20.3, they must within 10 days:
- (a) tell the **Board** about the dispute in writing;
  - (b) agree or request that a mediator be appointed; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 20.5 The mediator must:
- (a) be chosen by agreement of those involved; or
  - (b) where those involved do not agree:
    - i. for disputes between members, a person chosen by the **Board**; or
    - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the President of the Queensland Law Society Inc or its successor.
- 20.6 A mediator chosen by the **Board** under clause 20.5(b)(i):
- (a) may be a member or former member of the **Company**;
  - (b) must not have a personal interest in the dispute; and
  - (c) must not be biased towards or against anyone involved in the dispute.
- 20.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
  - (b) allow those involved a reasonable chance to review any written statements;
  - (c) ensure that those involved are given natural justice; and
  - (d) not make a decision on the dispute.

### 21. Disciplining members

- 21.1 In accordance with this clause, the **Board** may resolve to warn, suspend or expel a member from the **Company** if the **Board** considers that:
- (a) the member has breached this constitution or the constitution of any Commodity Council of which the member is a member; or
  - (b) has membership fees or other moneys owing to the **Company** in arrears for a period of 6 months or more;
  - (c) the member is convicted of an indictable offence;
  - (d) the member has acted in a manner considered to be injurious or prejudicial to the interests of the **Company**;
  - (e) the member is declared bankrupt or has commenced bankruptcy or insolvency proceedings;

- (f) the member is the subject of a sequestration order or the execution of a deed of assignment or arrangement for the benefit of creditors;
  - (g) in the case of a partnership, the member has been dissolved or wound-up;
  - (h) in the case of a body corporate, the member is in liquidation or receivership proceedings have commenced; or
  - (i) the member ceases to be eligible for membership under this constitution.
- 21.2 At least 14 days before the **Board** meeting at which a resolution under clause 21.1 will be considered, the **Secretary** must notify the member in writing:
- (a) that the **Board** is considering a resolution to warn, suspend or expel the member;
  - (b) that this resolution will be considered at a **Board** meeting and the date of that meeting;
  - (c) what the member is said to have done or not done;
  - (d) the nature of the resolution that has been proposed; and
  - (e) that the member may provide an explanation to the **Board**, and details of how to do so.
- 21.3 Before the **Board** passes any resolution under clause 21.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the **Board** a written explanation before that **Board** meeting; and/or
  - (b) speaking at the meeting.
- 21.4 After considering any explanation under clause 21.3, the **Board** may:
- (a) take no further action;
  - (b) warn the member;
  - (c) suspend the member's rights as a member for a period of no more than 12 months;
  - (d) expel the member ;
  - (e) refer the decision to an unbiased, independent person on conditions that the **Board** considers appropriate (however, the person can only make a decision that the **Board** could have made under this clause); or
  - (f) require the matter to be determined at a **general meeting**.
- 21.5 The **Board** cannot fine a member.
- 21.6 The **Secretary** must give written notice to the member of the decision under clause 21.4 as soon as possible.
- 21.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 21.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## **22. Appeal against rejection or termination of membership**

- 22.1 A person whose application for membership has been rejected or whose membership has been terminated may, within 1 month of being notified, lodge a written notice of the person's intention to appeal against the decision of the **Board** at the next **Board** meeting.
- 22.2 At the **Board** meeting, the appellant must be given a full and fair opportunity to present the appellant's case.
- 22.3 The decision of the **Board** on an appeal under this clause 22 is final.

## General meetings of members

### 23. General meetings called by Board

- 23.1 The **Board** may call a **general meeting**.
- 23.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **Company** for a **general meeting** to be held, the **Board** must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**; and
  - (b) hold the **general meeting** within 2 months of the members' request.
- 23.3 The percentage of votes that members have (in clause 23.2) is to be worked out as at 5pm on the day before the day the members request the meeting.
- 23.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting;
  - (b) sign the request; and
  - (c) give the request to the **Company**.
- 23.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

### 24. General meetings called by members

- 24.1 If the **Board** does not call the meeting within 21 days of being requested under clause 23.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 24.2 To call and hold a meeting under clause 24.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution;
  - (b) call the meeting using the list of members on the **Company's** member register, which the **Company** must provide to the members making the request at no cost; and
  - (c) hold the **general meeting** within three months after the request was given to the **Company**.
- 24.3 The **Company** must pay the members who request the **general meeting** any reasonable expenses they incur because the **Board** did not call and hold the meeting.

### 25. Annual general meeting

- 25.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **Company**;
  - (b) after the first annual **general meeting**, at least once in every calendar year; and
  - (c) within 5 months after the end of the **Company's** previous financial year.
- 25.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** must include:
- (a) a review of the **Company's** activities;
  - (b) a review of the **Company's** finances;
  - (c) the **Auditor's** report for the last financial year;

- (d) the election and/or declaration of the appointment of directors under clause 47.2; and
  - (e) the appointment and agreed fee of the **Auditor**.
- 25.3 No less than 21 days prior to the annual **general meeting**, the **Board** must give to the members:
- (a) the **Auditor**'s report for the last financial year;
  - (b) information on the **Company**'s activities and finances during the period since the last annual **general meeting**, including particulars of remuneration paid to directors in the last financial year.
- 25.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Company**.

## 26. Notice of general meetings

- 26.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting;
  - (b) each director; and
  - (c) the **Auditor**.
- 26.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 26.3 Subject to clause 26.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand; or
  - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 26.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director;
  - (b) appoint a director in order to replace a director who was removed; or
  - (c) remove the **Auditor**.
- 26.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the meeting's business;
  - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution;
  - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - i. the proxy must be a member of the **Company** or the representative of a member (appointed under clause 29);
    - ii. the proxy form must be delivered to the **Company** at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
    - iii. the proxy form must be delivered to the **Company** at least 24 hours before the meeting.
- 26.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

## 27. Quorum at general meetings

- 27.1 For a **general meeting** to be held a quorum must be present (in person, by proxy or by representative) for the whole meeting. A quorum is:
- (a) at least 15 **voting members** or representatives of **voting members** (appointed under clause 29) present in person, and for this purpose a person may only be counted once (even if that person is a representative of more than one member); and
  - (b) at least 30 **voting members** present in person, by representative or by proxy (including any voting members counted under clause 27.1(a)).
- 27.2 When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 27.3 No business may be conducted at a **general meeting** if a quorum is not present.
- 27.4 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
  - (b) if the time is not specified – the same time; and
  - (c) if the place is not specified – the same place.
- 27.5 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.
- 27.6 When a **general meeting** is adjourned for 30 days or more, notice of the adjourned meeting will be given as in the case of an original meeting.
- 27.7 Except as provided by clause 27.6, it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 28. Auditor's right to attend meetings

- 28.1 The **Auditor** is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the **Auditor** in the capacity of **Auditor**.
- 28.2 The **Company** must give the **Auditor** any communications relating to the **general meeting** that a member of the **Company** is entitled to receive.

## 29. Representatives of members

- 29.1 An member that is a body corporate, partnership, trust or association of persons may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 36; and
  - (b) the same individual or another individual for the purpose of being appointed or elected as a director.
- 29.2 The appointment of a representative by a member must:
- (a) be in writing;
  - (b) include the name of the representative;
  - (c) be signed on behalf of the member; and
  - (d) be given to the **Company** or, for representation at a meeting, be given to the chairperson at least 24 hours before the meeting starts.

- 29.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 29.4 The appointment may be standing (ongoing).

### 30. Using technology to hold meetings

- 30.1 The **Company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 30.2 Anyone using this technology is taken to be present in person at the meeting.

### 31. Chairperson for general meetings

- 31.1 The **General President** is entitled to chair **general meetings**.
- 31.2 The **Deputy Chairperson** is entitled to chair a **general meeting** if the **General President** is:
- (a) not present within 10 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.
- 31.3 The **voting members present** and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if neither the **General President** nor the **Deputy Chairperson** is:
- (a) present within 10 minutes after the starting time set for the meeting, or
  - (b) willing to act as chairperson of the meeting.

### 32. Role of the chairperson

- 32.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the **Auditor**).

### 33. Adjournment of meetings

- 33.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **voting members present** direct the chairperson to adjourn it.
- 33.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## Members' resolutions and statements

### 34. Members' resolutions and statements

- 34.1 Members with at least 15 or 5% (whichever is the lesser) of the votes that may be cast on a resolution may give:
- (a) written notice to the **Company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
  - (b) a written request to the **Company** that the **Company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 34.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 34.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

- 34.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 34.5 The percentage of votes that members have (as described in clause 34.1) is to be worked out as at 5pm on the day before the day the request or notice is given to the **Company**.
- 34.6 If the **Company** has been given notice of a members' resolution under clause 34.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 34.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting** or the discretion of the chairperson of a **general meeting** to accept other business from the floor for discussion at the **general meeting**.

### 35. Company must give notice of proposed resolution or distribute statement

- 35.1 If the **Company** has been given a notice or request under clause 34:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Company's** cost, or
  - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **Company** will pay these expenses.
- 35.2 The **Company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1000 words long;
  - (b) the **Board** considers it may be defamatory;
  - (c) clause 35.1(b) applies, and the members who proposed the resolution or made the request have not paid the **Company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
  - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

### 36. Circular resolutions of members

- 36.1 Subject to clause 36.3, the **Board** may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 36.2 The **Board** must notify the **Auditor** as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 36.3 Circular resolutions cannot be used:
- (a) for a resolution to remove the **Auditor**, appoint a director or remove a director;
  - (b) for passing a **special resolution**; or
  - (c) where the **Corporations Act** or this constitution requires a meeting to be held.



- 36.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 36.5 or clause 36.6.
- 36.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 36.6 The **Company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at general meetings

### 37. Passing members' resolutions

- 37.1 Except as otherwise provided by this constitution and subject to the **Corporations Act**, a resolution of members may be passed by a majority of the votes cast by **voting members present** and entitled to vote on the resolution.
- 37.2 In the case of an equality of votes, the chairperson will have a casting vote.

### 38. Particular resolutions

- 38.1 Resolutions that, in the view of the **Board**, would constitute for the **Company** either:
- (a) a significant change or development in policy or nature; or
  - (b) a potentially imprudent vote;
- must be made by a **special resolution** of members.

### 39. How many votes a member has

- 39.1 The members of the different categories of membership have the following voting rights:
- (a) **full member** - 1 vote
  - (b) **joint member** - 1 vote
  - (c) **associate member** - nil vote
  - (d) **support members** - nil vote.
- 39.2 However, no member will be entitled to vote at any **general meeting** if the member's annual subscription is more than 3 months in arrears at the date of the meeting.

### 40. Challenge to member's right to vote

- 40.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 40.2 If a challenge is made under clause 40.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### 41. How voting is carried out

- 41.1 Voting must be conducted and decided by:
- (a) a show of hands;
  - (b) a vote in writing; or

- (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 41.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 41.3 On a show of hands, the chairperson must declare the result of the vote and the chairperson's declaration is conclusive evidence of the result of the vote.
- 41.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

#### **42. When and how a vote in writing must be held**

- 42.1 A vote in writing by secret ballot may be demanded on any resolution instead of or after a vote by a show of hands by:
  - (a) **voting members present** with at least 20% of the votes that may be passed on the resolution on the vote in writing (worked out as at 5pm on the day before the vote in writing is demanded); or
  - (b) the chairperson.
- 42.2 A vote in writing by secret ballot must be taken when and how the chairperson directs, unless clause 42.3 applies.
- 42.3 A vote in writing must be held immediately if it is demanded under clause 42.1:
  - (a) for the election of a chairperson under clause 31.2; or
  - (b) to decide whether to adjourn the meeting.
- 42.4 A demand for a vote in writing may be withdrawn.

#### **43. Appointment of proxy**

- 43.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 43.2 A proxy must be a **voting member**, the representative of a **voting member** (appointed under clause 29) or the chair of the **general meeting**.
- 43.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
  - (a) speak at the meeting;
  - (b) vote in a vote in writing (but only to the extent allowed by the appointment); and
  - (c) join in to demand a vote in writing by secret ballot under clause 42.1.
- 43.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
  - (a) the member's name and address;
  - (b) the **Company's** name;
  - (c) if the proxy is the chair of the **general meeting**, a statement to that effect;
  - (d) if the proxy is another **voting member** or the representative of a **voting member** (appointed under clause 29), the proxy's name and, if applicable, the name of the member of which the proxy is a representative; and
  - (e) the meeting(s) at which the appointment may be used.
- 43.5 A proxy appointment may be standing (ongoing).
- 43.6 Proxy forms must be received by the **Company** at the address stated in the notice under clause 26.5(d) or at the **Company's** registered address at least 24 hours before a meeting.
- 43.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

- 43.8 Unless the **Company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies;
  - (b) is mentally incapacitated;
  - (c) revokes the proxy's appointment; or
  - (d) revokes the authority of a representative or agent who appointed the proxy.
- 43.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

#### 44. Voting by proxy

- 44.1 A proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
  - (b) if the way they must vote is specified on the proxy form, must vote that way; and
  - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

## Board

#### 45. Composition of Board

The **Board** comprises:

- (a) a **General President**;
- (b) the **Commodity Council Presidents**;
- (c) the **Regional Directors**; and
- (d) up to 2 additional directors appointed under clause 48.2.

#### 46. Minimum number of directors

The **Company** must have at least three directors.

#### 47. Election and appointment of directors

- 47.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **Company**.
- 47.2 Apart from the initial directors and directors appointed under clause 48, the directors will be elected as follows:
- (a) the **General President** will be elected by the members in accordance with clauses 81 to 98;
  - (b) each **Commodity Council President** will be elected by the members of the **Commodity Council** in accordance with clauses 81 to 98; and
  - (c) each **Regional Director** will be elected by the members of the **Region** under clause 73.
- 47.3 A person is eligible to be a director of the **Company** if they:
- (a) give the **Company** their signed consent to act as a director of the **Company**, and
  - (b) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

- 47.4 Without limiting clause 47.3, a person is only eligible for election as the **General President** if they are a **voting member** or a representative of a **voting member** (appointed under clause 29).
- 47.5 Without limiting clause 47.3, a person is only eligible for election as a **Commodity Council President** if they are a **voting member** of the respective **Commodity Council** or a representative of such a **voting member** (appointed under clause 29).

#### **48. Casual vacancies on Board and additional directors**

- 48.1 The **Board** may appoint a person to the office of **General President** to fill a casual vacancy in that office if that person:
- (a) is a **voting member** or a representative of a **voting member** (appointed under clause 29);
  - (b) gives the **Company** their signed consent to act as a director of the **Company**;  
and
  - (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 48.2 The **Board** may appoint a person to the office of **Regional Director** and/or **Regional President** for a **Region** to fill a casual vacancy in that office if that person:
- (a) is a **voting member** or a representative of a **voting member** (appointed under clause 29) of the respective **Region**;
  - (b) gives the **Company** their signed consent to act as a director of the **Company**;  
and
  - (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 48.3 If the **Board** considers it necessary to fill any skills-based need, the **Board** may appoint a person (up to a maximum of two persons appointed under this clause 48.2) as an additional director if that person:
- (a) gives the **Company** their signed consent to act as a director of the **Company**;  
and
  - (b) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 48.4 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) for calling a **general meeting**, but for no other purpose.

#### **49. Election of deputy chairperson**

The **Board** must elect a director as the **deputy chairperson**.

#### **50. Term of office of directors**

- 50.1 Directors will have a term of office of 2 years and, subject to clause 50.2, are eligible for re-election.
- 50.2 The maximum term of office of the **General President** is 3 full terms with re-election.

#### **51. When a director stops being a director**

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **Company**;
- (b) die;
- (c) are removed as a director by a resolution of the members;

- (d) are removed as a director under clause 101;
- (e) are absent for 3 consecutive **Board** meetings without approval from the **Board**;  
or
- (f) become ineligible to be a director of the **Company** under the **Corporations Act** or the **ACNC Act**.

## Powers and functions of Board

### 52. Powers of the Board

- 52.1 Except as otherwise provided by this constitution and subject to resolutions of the members carried at any **general meeting**, the **Board**:
- (a) is responsible for managing and directing the activities of the **Company** to achieve the purposes set out in clause 6;
  - (b) the general control and management of the property and funds of the **Company**;
  - (c) authority to interpret the meaning of this constitution and any matter relating to the **Company** on which this constitution and any by-laws made under clause 106 are silent;
  - (d) responsibility for policy development of the **Company**, including any policies developed at **regional** level; and
  - (e) may use all the powers of the **Company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 52.2 The **Board** must decide on the responsible financial management of the **Company** including:
- (a) any suitable written delegations of power under clause 54, and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 52.3 Subject to clause 101:
- (a) the **Board** cannot remove a director or the **Auditor**; and
  - (b) directors and the **Auditor** may only be removed by a members' resolution at a **general meeting**.

### 53. Functions of the Board

- 53.1 The **Board** may exercise all the powers of the **Company**:
- (a) to borrow or raise or secure the payment of money in such manner as the **Board** may think fit and secure the same for the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the **Company** in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the **Company's** property, both present and future, and to purchase, redeem or pay off any of these securities;
  - (b) to borrow amounts from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the **Company** and to provide and pay off any of these securities;
  - (c) to take a lease of or purchase an office for the use of the **Company**; and
  - (d) to invest in accordance with the policy of the **Company**.

- 53.2 For clause 53.1(b), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever the term of the loan) by:
- (a) the financial institution for the **Company**; or
  - (b) if there is more than 1 financial institution for the **Company**, the financial institution nominated by the **Board**.

#### **54. Delegation of Board's powers**

- 54.1 The **Board** may delegate any of its powers and functions to a committee, a director, an employee of the **Company** (such as the **Chief Executive Officer**) or any other person, as the **Board** considers appropriate.
- 54.2 The **Board** may form committees to make recommendations to the **Board** and may appoint the chairperson of a committee.
- 54.3 Any committee to which powers or functions of the **Board** are delegated will, in the exercise of those powers or functions, comply with any regulations that may be imposed by the **Board**.
- 54.4 If no chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairperson of the meeting.
- 54.5 A committee may meet and adjourn as it thinks proper.
- 54.6 Any questions arising at any meeting of the committee will be determined by a majority of votes.

#### **55. Validation of acts**

- 55.1 The acts of an **officer** or a committee to which powers or functions of the **Board** are delegated are valid despite any defect that may afterwards be discovered in the appointment or qualification of the **officer** or any person acting as a member of the committee.
- 55.2 Where a person whose office as director of the **Company** is vacated under a provision of the **Corporations Act** purports to do an act as a director of the **Company**, that act is as valid, in relation to a person dealing with the **Company** in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

#### **56. Payments to directors**

- 56.1 The **Company** may:
- (a) pay a director for work they do for the **Company** if the amount is no more than a commercially reasonable fee for the work done, or
  - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **Company**.
- 56.2 Any payment made under clause 56.1 must be approved by the **Board**. However, the director concerned must disclose that they have a conflict of interest on the matter and not be present or vote when the **Board** considers the matter.
- 56.3 The **Company** may pay a director a reasonable commercial fee approved by the **Board** for acting as a director.

56.4 The **Company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

#### 57. Execution of documents

The **Company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **Company**, or
- (b) a director and the **Secretary**.

## Duties of directors

#### 58. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **Company**;
- (b) to act in good faith in the best interests of the **Company** and to further the charitable purpose(s) of the **Company** set out in clause 6;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 59;
- (f) to ensure that the financial affairs of the **Company** are managed responsibly; and
- (g) not to allow the **Company** to operate while it is insolvent.

#### 59. Conflicts of interest

59.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the **Board** (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

59.2 A director does not need to disclose a conflict of interest arising in relation to their remuneration as a director of the **Company**. Directors' remuneration will be disclosed to members under clause 25.3(b).

59.3 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

59.4 Each director who has a material personal interest in a matter that is being considered at a meeting of the **Board** (or that is proposed in a circular resolution) must not, except as provided under clauses 59.5:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

- 59.5 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **Company**, and the other members have the same interest;
  - (b) their interest arises in relation to their remuneration as a director of the **Company**;
  - (c) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **Company** (see clause 113);
  - (d) their interest relates to a payment by the **Company** under clause 112 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**;
  - (e) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or
  - (f) the directors who do not have a material personal interest in the matter pass a resolution that:
    - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **Company**; and
    - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

## Board meetings

### 60. When the Board meets

The **Board** will meet six times per year or at such other intervals as the **Board** may determine to exercise its functions. The **Board** may decide where and when it meets.

### 61. Calling Board meetings and proceedings at Board meetings

- 61.1 The **Board** must determine how a **Board** meeting is to be called.
- 61.2 Notice of a **Board** meeting is to be given in the way decided by the **Board**.
- 61.3 Not less than 14 days' written notice will be given to **directors** of any Board meeting. The notice will clearly state the nature of the business to be discussed at the meeting.
- 61.4 Despite clause 61.3, shorter notice may be given for special **Board** meetings if all directors consent in writing.
- 61.5 The **Board** may regulate proceedings at **Board** meetings as it thinks fit.

### 62. Chairperson for Board meetings

- 62.1 The **General President** is entitled to chair **Board** meetings.
- 62.2 The **Deputy Chairperson** is entitled to chair a **Board** meeting if the **General President** is:
- (a) not present within 10 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.
- 62.3 The directors at a **Board** meeting may choose a director to be the chairperson for that meeting if neither the **General President** nor the Deputy Chairperson is:
- (a) present within 10 minutes after the starting time set for the meeting, or
  - (b) willing to act as chairperson of the meeting.



### 63. Quorum at Board meetings

- 63.1 Unless the **Board** determines otherwise, the quorum for a **Board** meeting is at least 75% of a number equal to the number of directors elected and appointed to the **Board** as at the close of the last annual general meeting of the **Company**.
- 63.2 If within half an hour from the time appointed for the commencement of a **Board** meeting a quorum is not present, the meeting:
- (a) if convened upon the requisition of a director, will lapse; or
  - (b) in any other case, will stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- 63.3 A quorum must be present for the whole **Board** meeting.

### 64. Using technology to hold Board meetings

- 64.1 The **Board** may hold its meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 64.2 The directors' agreement may be a standing (ongoing) one.
- 64.3 A director may only withdraw their consent a reasonable period before the meeting.

### 65. Passing Board resolutions

A **Board** resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

### 66. Circular Board resolutions

- 66.1 The **Board** may pass a circular resolution without a **Board** meeting being held.
- 66.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 66.3 or clause 66.4.
- 66.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 66.4 The **Company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 66.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 66.3 or clause 66.4.

## General President

### 67. Role of General President

- 67.1 The **General President** will preside at all meetings which he or she is present and will be an ex-officio member of all committees.
- 67.2 The **General President** will have a deliberative as well as a casting vote at **Board** meetings.

- 67.3 The **General President** or such other person appointed by the **Board** is the **Company's** representative to the National Farmers' Federation.

## Secretary

### 68. Appointment and role of Secretary

- 68.1 The **Company** must have at least one secretary, who may also be a director or the **Chief Executive Officer**.
- 68.2 The **Secretary** must be appointed by the **Board** (after giving the **Company** their signed consent to act as secretary of the **Company**) and may be removed by the **Board**.
- 68.3 The directors must decide the terms and conditions under which the **Secretary** is appointed, including any remuneration.
- 68.4 The role of the **Secretary** includes:
- (a) maintaining a register of the **Company's** members, and
  - (b) maintaining full and accurate minutes and other records of **general meetings** (including notices of meetings), **Board** meetings and circular resolutions.
- 68.5 The minutes of every **general meeting** and every **Board** meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding meeting verifying their accuracy.
- 68.6 The records of **general meetings** must be kept open for inspection at all reasonable times by any financial member who applies to the **Chief Executive Officer** for that inspection.

## Chief Executive Officer

### 69. Appointment and role of Chief Executive Officer

- 69.1 A **Chief Executive Officer** may be appointed by the **Board** and may be removed by the **Board**.
- 69.2 The **Chief Executive Officer** will carry out whatever duties or functions are decided by the **Board**.
- 69.3 The **Chief Executive Officer** must receive all moneys on behalf of the **Company** and ensure the **Company** keeps a separate account of all moneys received or paid on account of every particular fund and will keep separate accounts of the expenses of management and of all contributions.
- 69.4 The **Chief Executive Officer** must ensure the accounts of the **Company** are duly audited once a year, at the end of the financial year or more frequently as determined by the **Board**.
- 69.5 The **Chief Executive Officer** is responsible for all correspondence involving the **Board**. Subject to clause 57, the **Chief Executive Officer** will prepare and sign all notices and other documents on behalf of the **Company**.

## Auditor

### 70. Appointment and role of the Auditor

- 70.1 The **Auditor** appointed under clause 25.2(e) must be a person who is registered under the **Corporations Act** as a company auditor and is not an **officer**, member or employee of the **Company**.

- 70.2 The **Auditor** will certify to the correctness of the **Company's** annual statement of accounts prepared by the **Chief Executive Officer**.

## Regions

### 71. Establishment and role of regions

- 71.1 For the purposes of the **Company**, the State of Queensland will be divided into the regions **shown** on the map set out in Annexure "A" or such other areas as may be determined by the **Board**, in consultation with the affected **Regional Council**, from time to time.
- 71.2 Each member of the **Company** will be allocated to a **Region**.
- 71.3 Each **Region** is concerned with matters of common interest to the farmers and graziers in that **Region**.
- 71.4 A **Region** may establish sub-branches or sub-regions based on catchments or areas of interest in consultation with members of the **Region** to best suit the needs of farmers and graziers in that **Region**.
- 71.5 Each **Region** may develop rules, not inconsistent with this constitution, the **ACNC Act** or the **Corporations Act**, for the conduct and management of its business.
- 71.6 Rules relating to procedures at meetings of the **Company** will apply to meetings of a **Region** as far as possible, including provision for the chairperson of a meeting to have a casting vote in the case of an equality of votes.
- 71.7 The **Company** will allocate resources for each **Region** ("**base regional budget**") for the effective pursuit of the **Company's** object at a regional level.
- 71.8 Each **Region** will prepare a draft annual operating budget.
- 71.9 The **General President**, a member of the **Finance, Audit and Risk Committee**, the **Chief Executive Officer** and the **Regional President** or **Regional Director** or **Regional Councillor** nominated by the **Regional President** will meet annually to discuss each **Region's** draft budget.
- 71.10 The budgets of the **Regions** will be finalised according to the procedures stated in clause 78.
- 71.11 Each **Region** is responsible for policy development of the **Region**.

### 72. Role and composition of Regional Council

- 72.1 Subject to resolutions of the members carried at any **general meeting**, the business of each **Region** will be conducted by a **Regional Council** comprising:
- (a) a **Regional Director**, who may also be, but must not necessarily be, the **Regional President**;
  - (b) a **Regional President**, who may also be, but must not necessarily be, the **Regional Director**;
  - (c) a **Regional Commodity Representative** appointed by each **Commodity Council** relevant to the particular **Region** (noting that not all regions are represented on all **Commodity Councils**); and
  - (d) **Regional Councillors** being such other members of the **Region** sufficient to meet the needs of the **Region**.
- 72.2 Pending the first election under clause 73.1, each **Regional Council** will comprise only a person who has agreed to act as the respective **Regional Director** on the initial **Board** referred to in clause 47.1.

### **73. Election of Regional Council Members**

- 73.1 The **Regional Director, Regional President** and **Regional Councillors** of each **Regional Council** will be elected by the members of the **Region** in accordance with clauses 81 to 98.
- 73.2 If at any time following an election of the **Regional Council Members** for a **Region** under clause 73.1 the number of **Regional Council Members** for the **Region** is fewer than 5, such additional **Regional Councillors** as required to increase the number of **Regional Council Members** of the **Region** to no more than 5 may be elected at a general meeting of the **Region** and the chairperson of the meeting may determine how the election is to be conducted.
- 73.3 A person is eligible for election as a **Regional Director, Regional President** or **Regional Councillor** or appointment as a **Regional Commodity Representative** if they are a **voting member** of the **Region** or a representative of a **voting member** of the **Region** (appointed under clause 29).

### **74. Term of office of Regional Council Members**

- 74.1 **Regional Council Members** will have a term of office of 2 years and are eligible for re-election.

### **75. Casual vacancies on Regional Councils**

- 75.1 Subject to clause 75.3, the **Board** may appoint any **Voting Member** of a **Region** or a representative of a **voting member** of the **Region** (appointed under clause 29) to the office of **Regional President** for the **Region** to fill a casual vacancy in that office if that person:
- (a) is a **voting member** or a representative of a **voting member** (appointed under clause 29) of the respective **Region**;
  - (b) gives the **Company** their signed consent to act as a director of the **Company**;
  - and
  - (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 75.2 Subject to clause 75.3, a **Regional Council** may appoint any **Voting Member** of the **Region** or a representative of a **voting member** of the **Region** (appointed under clause 29) to be a **Regional Councillor** of the **Region** to fill any casual vacancy in that office.
- 75.3 An ordinary election must be held to fill any casual vacancy in the office of **Regional President** or **Regional Councillor** if the unexpired part of the term of office is 12 months or more.

### **76. Regional meetings**

- 76.1 An annual general meeting of members in each **Region** will be held within 5 months of the end of each financial year.
- 76.2 **2 Regional Council Members** may convene a general meeting of their **Region** by sending out notice of the meeting within 14 days of:
- (a) being directed to do so by the **Regional Council**; or
  - (b) being given a requisition in writing signed by at least 25 **full members** of the **Region** and forwarded to the **Regional President**.
- 76.3 A requisition mentioned in clause 76.2(b) must clearly state the reasons why such a general meeting is convened and the nature of the business to be transacted.

- 76.4 If a general meeting is not convened within 14 days of a requisition being received by the **Regional President**, the requisitionists may themselves convene the general meeting and the expense of convening the meeting will be defrayed by the **Region**.
- 76.5 The business to be conducted at **Regional** meetings may include:
- (a) electing a **Regional Councillor** under clause 73.2;
  - (b) considering, and if deemed necessary, submitting to the **Board** any matters affecting the agricultural industries in the **Region** which may require action by the **Board**;
  - (c) dealing with any local matters that may arise;
  - (d) taking any action locally required to promote the object of the Company as set out in clause 6 provided that this action will not contravene and will be consistent with this constitution and will not be inconsistent with or contravene the **ACNC Act** or the **Corporations Act**; and
  - (e) taking action required to ensure maximum membership of the **Company** within the **Region**.
- 76.6 Minutes must be kept of all committee and general meetings in a **Region**, copies of which, together with a current financial statement will be forwarded to the **Chief Executive Officer** within 14 days of each meeting.
- 76.7 The annual general meeting of a **Region** may pass a resolution that binds the **Regional Council**.
- 76.8 Resolutions that, in the view of the **Regional Council**, would constitute for the **Regional Council** either:
- (a) a significant change or development in policy or nature; or
  - (b) potentially imprudent vote,
- must be passed by at least 75% of the votes cast by **voting members** of the **Region** present at a general meeting of the **Region** and entitled to vote on the resolution.

## Commodity Councils

### 77. Establishment and role of Commodity Councils

- 77.1 The **Company** will establish **Commodity Councils** to deal with commodity specific issues in the cattle, sheep and wool and grain industries and other primary industries as deemed necessary by the **Board**.
- 77.2 The **Commodity Councils** will be companies limited by guarantee under the **Corporations Act**.
- 77.3 The **Company** will be the foundation member of each **Commodity Council**.
- 77.4 The **Board** must appoint a representative for the **Company** as foundation member on each **Commodity Council**.
- 77.5 If a meeting of a **Commodity Council** is called to consider a special resolution, the President of that **Commodity Council** will immediately request the **General President** to call a special meeting of the **Board** to consider the special resolution and if the special resolution is approved by a simple majority of the directors present and voting at a **Board** meeting, the special resolution is deemed to be approved by the **Company**.
- 77.6 If during the approval process in clause 77.5 the special resolution is not approved, the **Board** will be deemed to have resolved to vote against the special resolution.

- 77.7 At the meeting of the **Commodity Council** convened to consider the special resolution, the **Board's** representative must vote on the special resolution in the manner resolved by the **Board**.
- 77.8 The **Board** may initiate an amendment to the constitution of a Commodity Council and then submitting the proposed amendment to the relevant **Commodity Council** for its adoption.
- 77.9 Members of the **Company** will be permitted to apply to become members of one or more **Commodity Councils**.
- 77.10 Each **Commodity Council** has absolute policy autonomy on commodity specific issues.
- 77.11 The **Company** will allocate resources for the effective pursuit of the **Company's** object in respect of the commodities represented by each **Commodity Council**.
- 77.12 Each **Commodity Council** will prepare a draft annual operating budget.
- 77.13 The **General President**, a member of the **Finance, Audit and Risk Committee**, the **Chief Executive Officer** and the respective **Commodity Council Director** (or their representatives) will meet annually to discuss each **Commodity Council's** draft budget.
- 77.14 The budgets of the **Commodity Councils** will be finalised according to the procedures stated in clause 78.

## Finance, Audit and Risk Committee

### 78. Role and composition of Finance, Audit and Risk Committee

- 78.1 The **Board** will nominate a director, with the appropriate skills and experience, to chair the **Finance, Audit and Risk Committee** to consider all draft budgets and performance against budgets of the **Company**, the **Regions** and the **Commodity Councils**.
- 78.2 The **Finance, Audit and Risk Committee** will comprise the director nominated under clause 78.1 as chair and 3 other directors nominated by the **Board**.
- 78.3 The **Board** will establish terms of reference for the **Finance, Audit and Risk Committee** and will review the terms of reference each year and at such other times determined by the **Board**.
- 78.4 The **Company** may delegate to the **Finance, Audit and Risk Committee** authority to finalise draft budgets for formal acceptance by the **Board**.

## Nominations and Remunerations Committee

### 79. Role and composition of Nominations and Remunerations Committee

- 79.1 The **Board** will nominate a director, with the appropriate skills and experience, to chair the **Nominations and Remunerations Committee**.
- 79.2 The **Nominations and Remunerations Committee** will comprise the director nominated under clause 79.1 as chair and 3 other directors nominated by the **Board**.
- 79.3 The **Board** will establish terms of reference for the **Nominations and Remunerations Committee** and will review the terms of reference each year and at such other times determined by the **Board**.

## Elections of General President, Commodity Council Presidents, Regional Directors, Regional Presidents and Regional Councillors

### 80. Eligibility

- 80.1 Only **voting members** or representatives of **voting members** (appointed under clause 29) are eligible for election to the office of **General President, Commodity Council President, Regional Director, Regional President** or **Regional Councillor**.

### 81. Election procedures

- 81.1 Elections of the **General President, Commodity Council Presidents, Regional Directors, Regional Presidents** and **Regional Councillors** under these clauses 81 to 98 will be by a preferential voting system as outlined in Annexure "B".
- 81.2 The **Nominations and Remuneration Committee** will conduct the nominations process.

### 82. Pre-election procedures

- 82.1 In the case of an election of **Regional Councillors**, the relevant **Regional Council** must determine the number of **Regional Councillors** to be elected.
- 82.2 The **Nominations and Remuneration Committee** must fix a closing day for nominations for office that must be at least 21 days after the notice calling for nominations is given. The nominations will close at midday on the closing day.
- 82.3 The **Nominations and Remuneration Committee** must fix the starting and finishing days for all ballots to decide the result of the election if ballots become necessary under clause 84. This starting day must not be before the closing day for nominations for the offices to be filled at an election.

### 83. Nominations

- 83.1 The **Nominations and Remuneration Committee** must call for nominations for the offices to be filled by notice given to **voting members** (of the **Company** or the **Region**, as the case may be) in one of the following ways:
- (a) by post to each **voting member** (of the **Company** or the **Region**, as the case may be); or
  - (b) by advertisement:
    - i. if the **Company** publishes a journal, newsletter or electronic publication that it gives to members free of charge, in that publication; or
    - ii. in a daily newspaper circulating in the area where the **voting members** (of the **Company** or the **Region**, as the case may be) live or work.
- 83.2 The notice must state:
- (a) the closing day for nomination;
  - (b) that nominations close on midday on the closing day;
  - (c) that nominations for office must be written, signed by the nominee the proposer and a seconder and given to the **Nominations and Remuneration Committee** before nominations close;
  - (d) the starting and finishing days for a ballot to decide the result of the election if ballots become necessary under clause 84; and

- (e) that only financial **voting members** (of the **Company** or the **Region**, as the case may be) when nominations close may vote in the elections.
- 83.3 A financial **voting member** is a member whose subscription is no more than 60 days in arrears at the date of opening for nominations for ballot.
- 83.4 A nomination for office must be written, signed by the nominee and a proposer and seconder all of whom must be **voting members** and given to the **Nominations and Remuneration Committee** before nominations close.
- 83.5 A person may nominate for more than 1 position.
- 83.6 If a nomination complies with clause 83.4, the **Nominations and Remuneration Committee** must accept it.
- 83.7 A candidate may withdraw the candidate's nomination by written notice given to the **Nominations and Remuneration Committee** no later than 7 days after nominations close.
- 83.8 If a nomination is given to the **Nominations and Remuneration Committee** after nominations have closed the **Nominations and Remuneration Committee** must reject it.
- 83.9 If a nomination is not written or is not signed by the nominee, the proposer or a seconder all of whom are **voting members** or is otherwise defective, the **Nominations and Remuneration Committee** must before rejecting a person's nomination as defective (other than because the person is not eligible to hold the office that the nomination is for):
- (a) notify the person of the defect; and
  - (b) if practicable, give the person the opportunity of remedying the defect within a stated period of not less than 7 days after the person is notified.
- 83.10 If practicable, the notice must be given before nominations close.
- 83.11 Failure to give the notice does not invalidate the election.

#### **84. When a ballot must be held**

- 84.1 If there are more candidates for election to an office than the number to be elected:
- (a) a ballot under clauses 86 to 93 must be conducted by a returning officer engaged by an independent voting service provider appointed by the **Board** provided that the returning officer must not be an employee or member of the **Company**, an **officer**, a **Regional President** or a **Regional Councillor**; and
  - (b) the Nominations and Remuneration Committee must forward the nominations to the returning officer
- 84.2 The ballot must be a secret postal ballot or may be conducted (in whole or in part) electronically as determined by the **Board**.

#### **85. Election without ballot**

- 85.1 The **Nominations and Remuneration Committee** must declare a candidate elected to an office if:
- (a) nominations have closed;
  - (b) the candidate does not hold a higher office;
  - (c) the candidate has:
    - i. not nominated for a higher office; or
    - ii. nominated for a higher office and is not elected to the higher office;and
  - (d) if the election is for:



- i. **General President, Commodity Council President, Regional Director or Regional President** - the candidate is the only candidate; or
  - ii. **Regional Councillor** - the number of candidates for the office is not more than the number of offices of the same type to be elected at the same time.
- 85.2 The **Nominations and Remuneration Committee** must declare a candidate elected to the offices of both **Regional Director** and **Regional President** if:
  - (a) nominations have closed;
  - (b) the candidate does not hold a higher office than **Regional Director**;
  - (c) the candidate has:
    - i. not nominated for a higher office than **Regional Director**; or
    - ii. nominated for a higher office than **Regional Director** and is not elected to the higher office; and
  - (d) the candidate is the only candidate.
- 85.3 The **Nominations and Remuneration Committee** must declare a candidate elected to the office of **Regional Councillor** referred to in clause 72.1(c), regardless of whether the candidate holds or is also elected to a higher office, if:
  - (a) nominations have closed; and
  - (b) the candidate is the only candidate.
- 85.4 For the purposes of this clause 85, the hierarchy of offices is as set out in clause 98.4.

## 86. Conducting ballots

- 86.1 Subject to clause 85, ballots must be held for the offices of **General President, Commodity Council President, Regional Director, Regional President** and **Regional Councillor**.
- 86.2 A roll for each ballot must be prepared at the direction of the returning officer.
- 86.3 The returning officer must ensure the roll:
  - (a) states the name of each financial **voting member** (of the **Company** or the **Region**, as the case may be) when nominations for the election close, in alphabetical order; and
  - (b) states each member's address, opposite their name;
  - (c) states the **Region** and the **Commodity Council(s)**, if any, to which member belongs; and
  - (d) is completed when nominations for the election close.
- 86.4 The **Company** must give the returning officer:
  - (a) a copy of its register of members; and
  - (b) access to the **Company's** records reasonably necessary for the returning officer to ensure the roll is accurate.
- 86.5 The returning officer must make the roll for the election available for inspection:
  - (a) in the period of time that:
    - i. starts on the day after the roll is completed under clause 86.3; and
    - ii. ends 30 days after the result of the election is declared; and
  - (b) at the **Company's** registered office when it is open for business.
- 86.6 A candidate, member or other person authorised by the returning officer may at the times and places stated in the above clause:
  - (a) inspect the roll, free of charge; or
  - (b) take a copy of the roll or part of the roll.

- 86.7 Notwithstanding clause 86.3, if a financial **voting member**'s name does not appear on the roll, the member may apply to the returning officer to have the member's name included on the roll.
- 86.8 If the returning officer is satisfied the member was a financial **voting member** when nominations for the election closed, the returning officer must include the member's name on the roll.
- 86.9 The **Company** must give each candidate equal opportunity to express their views to the **Company**'s members in a statement for the election. The statement must be:
- (a) distributed by the returning officer to each voter with the voting material for the election under clause 89.1;
  - (b) paid for by the **Company**; and
  - (c) published in the manner determined by the **Board**.

### **87. Voting material**

- 87.1 Where the returning officer determines to conduct a postal ballot for an election, the ballot paper must:
- (a) be a different colour from the colour used for ballot papers at the 2 previous elections held;
  - (b) list the names of each candidate once only, with the surname first, followed by the candidate's other names;
  - (c) state how the voter may vote;
  - (d) state that the voter must fill in and sign the voting declaration or the vote will not be counted; and
  - (e) state that the voter must return the ballot paper to the returning officer by:
    - i. posting the ballot paper to the returning officer so it is received before or on the finishing day of the ballots; or
    - ii. putting it in any designated ballot box before or on the finishing day of the ballot.
- 87.2 Where the returning officer determines to conduct an election electronically, the electronic voting system must:
- (a) list the names of each candidate once only, with the surname first, followed by the candidate's other names; and
  - (b) state how the voter may vote.
- 87.3 The order of names on the ballot paper or electronic voting system (as the case may be) must be decided by lot.
- 87.4 If two or more candidates have the same surname and first names, the candidates must be distinguished in an appropriate way.

### **88. Postal or electronic ballot**

- 88.1 Clauses 89 to 97 apply only to the extent the returning officer determines to conduct a postal ballot for an election.
- 88.2 Where the returning officer determines to conduct an election (or part of an election) electronically, the **Board** will determine the systems and procedures for the conduct of the election that as far as practicable achieve functional equivalence with the systems and procedures set out in clauses 89 to 97.

### **89. Distributing voting material**

- 89.1 The returning officer must post each candidate's statement and the following things ("**voting material**") to each voter:

- (a) a ballot paper initialled by the returning officer;
  - (b) a ballot paper(s) for election of the office holder which that voter is entitled to elect;
  - (c) an unsealed reply paid envelope (a "return envelope") addressed to the returning officer;
  - (d) a ballot envelope (a "ballot envelope") and a voting declaration (a "voting declaration"); and
  - (e) other material the returning officer considers appropriate for the ballot including, for example, directions or notes to help the voter to comply with this regulation and cast a valid vote.
- 89.2 Voting material must be posted to each voter:
- (a) in a sealed envelope to the voter's address on the roll; and
  - (b) as soon as practicable but not earlier than 2 days before the starting day of the ballot.
- 89.3 The voting declaration must state "I certify that I am the person whose name appears on this envelope and I have voted on the ballot paper/s".
- 89.4 If a voter gives a returning officer notice that the voter will be absent from the address stated on the roll when voting material is to be given, the returning officer must post the material to the address stated in the notice.
- 89.5 Before posting voting material to a voter, the returning officer must mark a different ballot number for each voter on:
- (a) the roll against the voter's name;
  - (b) a declaration form; and
  - (c) the return envelope.
- 89.6 The ballot numbers must start with a number chosen by the returning officer.
- 89.7 A ballot paper or a ballot envelope must not be marked in a way that could identify the voter.

## **90. Ballot box**

- 90.1 After posting the voting material, the returning officer must obtain a ballot box. The returning officer must:
- (a) keep the box in a safe place; and
  - (b) seal the box in a way that:
    - i. allows voting material to be placed in it until the ballot finishes; and
    - ii. prevents voting material from being taken from it until votes for the ballot are to be counted.

## **91. Duplicate voting material**

- 91.1 If voting material posted to a voter:
- (a) has not been received by the voter;
  - (b) has been lost or destroyed; or
  - (c) if the document is a ballot paper - has been spoilt;
  - (d) the voter may apply to the returning officer for a duplicate of the document.
- 91.2 This application must:
- (a) be received by the returning officer on or before the finishing day of the ballot;
  - (b) state the grounds on which it is made;
  - (c) if practicable, be substantiated by evidence verifying, or tending to verify the grounds;
  - (d) state that the voter has not voted at the ballot; and

- (e) if the document is a spoiled ballot paper, be accompanied by the ballot paper.
- 91.3 If the application complies with clauses 91.1 and 91.2, the returning officer must:
- (a) if the document is a spoiled ballot paper:
    - i. mark spoiled on the paper;
    - ii. initial the paper where marked and keep the paper; and
    - iii. give a fresh ballot paper to the voter; or
  - (b) if the document is not a spoiled ballot paper, give a duplicate of the document to the voter.

## **92. Voting**

- 92.1 A ballot must remain open for at least 21 days and no longer than 49 days.
- 92.2 A voter may vote only by completing the following steps:
- (a) complying with the instructions on the paper;
  - (b) putting the ballot paper in a ballot envelope;
  - (c) sealing the ballot paper;
  - (d) filling in and signing the voting declaration for the ballot paper;
  - (e) putting the voting declaration and ballot envelope in the return envelope;
  - (f) sealing the return envelope;
  - (g) complying with any direction under clause 89.1(e);
  - (h) returning the return envelope to the returning officer before voting closes by:
    - i. posting it to the returning officer so that the envelope is received before or on the finishing day of the ballot; or
    - ii. putting it in any designated ballot box before or on the finishing day for the ballot; and
  - (i) a voter may only put 1 ballot envelope in a return envelope.

## **93. Counting and scrutiny of votes**

- 93.1 The returning officer must place voting material for the ballot that has been returned to the returning officer in a ballot box until the votes have been counted.
- 93.2 If, after the finishing day for the ballot, the returning officer receives a return envelope purporting to contain a ballot paper for the ballot, the returning officer must:
- (a) keep the envelope sealed;
  - (b) mark the envelope "received by the returning officer after the finishing day for the ballot";
  - (c) keep the envelope in safe custody, separately from return envelopes received before or on the finishing day;
  - (d) identify the voter on the roll from the ballot number on the envelope; and
  - (e) record on the roll that the voter's return envelope was returned after the finishing day.

## **94. Scrutineers**

- 94.1 A candidate may:
- (a) act personally as a scrutineer; or
  - (b) appoint another person as a scrutineer for the candidate.
- 94.2 An appointment must be in writing and signed by the candidate.
- 94.3 A candidate must notify the returning officer of the name of his or her appointee as soon as possible after he or she is appointed.

- 94.4 The returning officer may refuse to allow an appointee to attend the counting of the votes in the election or act as a scrutineer if:
- (a) the returning officer asks to inspect the form of appointment; and
  - (b) the appointee does not produce it.
- 94.5 Subject to clause 94.7, a scrutineer may be present at the:
- (a) preparation and giving of voting material for a ballot;
  - (b) receipt of voting material or placing the material in safe custody under clauses 93.1 and 93.2; and/or
  - (c) counting of votes.
- 94.6 A scrutineer may make an objection or advise the returning officer if the scrutineer considers an error has been made under clause 97.1.
- 94.7 Each candidate may only have 1 scrutineer exercising a right under clause 94.5 for each electoral officer present.

**95. Initial scrutiny of voting material**

- 95.1 As soon as possible after the finishing date for the ballot, the returning officer must:
- (a) seal any ballot box in a way that prevents anything from being placed in it;
  - (b) take the ballot box to the place where votes are to be counted; and
  - (c) deal with the voting material under this constitution.
- 95.2 After the ballot box has been taken to the place where votes are to be counted, the returning officer must:
- (a) unseal the ballot box and take out the return envelopes;
  - (b) open each return envelope and take out each ballot envelope and voting declaration;
  - (c) if a return envelope contained more than 1 ballot paper - mark each of the ballot envelopes from the return envelope "informal under clause 96.2(e)";
  - (d) examine each declaration and mark off the voter's name on the roll for the election each declaration relates to;
  - (e) check the ballot number on each declaration against the ballot number marked against the voter's name on the roll for the election each declaration relates to; and
  - (f) ensure each declaration is signed.
- 95.3 After complying with clause 95.2, the returning officer must put the ballot envelopes and the declarations into separate containers for each election if satisfied:
- (a) each declaration is signed; and
  - (b) the ballot number on each declaration corresponds with the ballot number marked beside the voter's name on the roll for the election to which each declaration relates.
- 95.4 However the returning officer must not put a ballot envelope or a declaration in the containers mentioned in clause 95.3 if:
- (a) the returning officer reasonably believes the voter to whom it was sent did not sign the declaration; or
  - (b) the person named on the declaration is not the person to whom it was sent.
- 95.5 The returning officer must keep ballot envelopes and declarations excluded under clause 95.4 separate from other ballot envelopes and declarations.
- 95.6 Clause 95.4 does not apply if the returning officer is satisfied the person who filled and signed the declaration:
- (a) is a voter and has not previously voted in the ballot; and
  - (b) has a reasonable explanation for using the ballot material.

- 95.7 If clause 95.3 or 95.6 applies, the returning officer must:
- (a) accept the declaration as valid; and
  - (b) note the acceptance on the declaration; and
  - (c) record the correct ballot number on the roll against the name of the voter who signed the declaration.
- 95.8 After separating the ballot envelopes and the declarations, the returning officer must do the following in order:
- (a) seal the container holding declarations;
  - (b) open the ballot envelopes not excluded under clause 95.3 and take out the ballot papers;
  - (c) if a ballot envelope is marked informal under clause 96.2(e), mark each of the ballot papers from the envelope informal under clause 96.2(e);
  - (d) if a ballot envelope contained more than 1 ballot paper for each election for the same type of office, mark each of the ballot papers from the envelope informal under clause 96.2(f); and
  - (e) put all of the ballot papers in the ballot box.

#### **96. Counting votes**

- 96.1 To count votes the returning officer must:
- (a) admit the valid votes and reject the informal votes;
  - (b) count the valid votes by totalling the legitimate marks made in each ballot paper against each candidate's name to reach a votes total for each candidate; and
  - (c) count the informal votes.
- 96.2 A vote is only informal if:
- (a) the ballot paper is not initialled by the returning officer and the returning officer is not satisfied the paper is authentic;
  - (b) the ballot paper is marked in a way that allows the voter to be identified;
  - (c) the ballot paper is not marked in a way that makes it clear how the voter meant to vote;
  - (d) the ballot paper does not comply with the direction given under clause 89.1;
  - (e) the ballot envelope from which the ballot paper was taken was returned in a return envelope that contained another ballot envelope; or
  - (f) the ballot paper was taken from a ballot envelope that contained another ballot paper for election to the same type of office.

#### **97. Scrutineer's objections**

- 97.1 At the counting of votes a scrutineer may:
- (a) object to a ballot paper being admitted as valid or rejected as informal by the returning officer; or
  - (b) advise the returning officer if the scrutineer considers an error has been made in conducting the ballot or counting votes.
- 97.2 If an objection is made, the returning officer must:
- (a) decide whether the ballot paper is to be admitted or rejected; and
  - (b) note the decision on the ballot paper and initial the note.
- 97.3 If, the returning officer is advised under clause 97.1, the returning officer must:
- (a) decide whether the error has been made; and
  - (b) if appropriate, direct action to correct or mitigate the error.

- 97.4 The returning officer may direct a person to leave the place where votes are being counted if the person:
- (a) does not have the right to be present, or remain present at the count; or
  - (b) interrupts the count other than to exercise a scrutineer's right.

#### 98. Election result

- 98.1 If only 1 office is to be filled in an election, the candidate with the most votes is elected.
- 98.2 If more than 1 office is to be filled, that number of candidates corresponding with the number of offices to be filled who have the most votes are elected.
- 98.3 If the votes cast for 2 or more candidates for a particular office are equal, the returning officer must decide which candidate is elected by drawing lots. This decision must be made in the presence of any scrutineer who wishes to attend.
- 98.4 A person who holds or is elected to the office of **Commodity Council President, Regional Director, Regional President** or **Regional Councillor** and who is also elected to a higher office will be declared elected only to the higher office provided that:
- (a) for the purposes of this clause 98.4 and clause 85, the hierarchy of offices (in descending order) is **General President, Commodity Council President, Regional Director, Regional President, Regional Commodity Representative** and **Regional Councillor**;
  - (b) a person elected to the offices of **Regional Director** and **Regional President** may assume and hold either office or both offices;
  - (c) a person appointed to the office of **Regional Commodity Representative** under clause 72.1(c) may assume and hold the office regardless of whether the candidate holds or is also elected to a higher office; and
  - (d) where a lower office is left vacant as a result of the operation of this clause 98.4, the candidate who received the next highest number of votes in the election for the lower office preceding the election of the higher office is deemed elected to the lower office.

## Directors (including Commodity Council Presidents and Regional Directors), Regional Presidents and Regional Councillors

#### 99. Eligibility

- 99.1 Persons seeking nomination for pre-selection as a candidate for a political party or standing as a candidate must immediately stand aside as a director (including **Commodity Council President** or **Regional Director**), **Regional President, Regional Commodity Representative** or **Regional Councillor** (as the case may be) until the poll is declared and, if elected, must immediately resign from that office. A person elected to a political party will not be eligible for election as a director (including **Commodity Council President** or **Regional Director**), **Regional President** or **Regional Councillor** or appointment as a **Regional Commodity Representative**.
- 99.2 Despite clause 80, a director (including **Commodity Council President** or **Regional Director**), **Regional President, Regional Commodity Representative** or **Regional**

**Councillor** may seek nomination for pre-selection as a candidate for a local government office, stand as a candidate or be elected to such a position.

**100. Taking of office**

- 100.1 The directors shall take office at the commencement of the annual **general meeting** next following their election or appointment under clause 47.
- 100.2 The **Regional President** and **Regional Councillors** elected and the **Regional Commodity Representative** appointed under clause 73.1 shall take office at the commencement of the annual meeting of members of the respective **Region** next following their election or appointment.
- 100.3 A **Regional Councillor** elected under clause 73.2 shall take office at the end of the general meeting of members of the respective **Region** at which they are elected.

**101. Resignation or removal from office**

- 101.1 A director (including **Commodity Council President** or **Regional Director**), **Regional President**, **Regional Commodity Representative** or **Regional Councillor** may be removed from office if that person is found by a three quarter majority vote of the directors (excluding the office holder in question) to be guilty of:
- (a) misappropriation of the funds of the **Company**;
  - (b) a substantial breach of this constitution;
  - (c) gross misbehaviour or gross neglect of duty; or
  - (d) if the person has ceased to be eligible to hold office under this constitution.
- 101.2 The procedure to be followed in determining a matter under clause 101.1 will be as near as possible to the procedures provided for under clauses 21 and 22 provided that the office holder in question is given the right to express their point of view and that the rules of natural justice are observed.

**102. Register of officers**

- 102.1 The **Company** must establish and maintain a register of directors (including **Commodity Council Presidents** and **Regional Directors**), **Regional Presidents**, **Regional Commodity Representative** and **Regional Councillors**, which must contain for each office holder:
- (a) name;
  - (b) ordinary place of residence;
  - (c) the day the office holder was declared elected; and
  - (d) if that person stops being an office holder during the year for which the register of office holders is kept, the day the person stopped being an office holder.

## Minutes, records, funds and accounts

**103. Minutes and records**

- 103.1 The **Company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**;
  - (b) minutes of circular resolutions of members;
  - (c) a copy of a notice of each **general meeting**; and
  - (d) a copy of a members' statement distributed to members under clause 35.
- 103.2 The **Company** must, within one month, make and keep the following records:



- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and
  - (b) minutes of circular resolutions of directors.
- 103.3 To allow members to inspect the **Company's** records:
- (a) the **Company** must give a member access to the records set out in clause 103.1; and
  - (b) the directors may authorise a member to inspect other records of the **Company**, including records referred to in clause 103.2 and clause 104.1.
- 103.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting; or
  - (b) the chairperson of the next meeting.
- 103.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

#### **104. Financial and related records**

- 104.1 The **Company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 104.2 The **Company** must also keep written records that correctly record its operations.
- 104.3 The **Company** must retain its records for at least 7 years.
- 104.4 The directors must take reasonable steps to ensure that the **Company's** records, instruments of title and securities are kept safe.

#### **105. Funds and accounts**

- 105.1 The funds of the **Company** must be kept in the name of the **Company** in a financial institution decided by the **Board**.
- 105.2 The income and property of the **Company** will be used firstly in attaining the objects of the **Company** and the remaining income and property will be invested by the **Board** in an approved security. No member will benefit either directly or indirectly in the income or property of the **Company**.
- 105.3 Proper books and accounts must be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the **Company** and the particulars usually shown in books of a like nature.
- 105.4 All moneys must be deposited as soon as practicable after receipt of them.
- 105.5 All payments made for or on behalf of the **Company** must be approved in accordance with a payment delegation policy, as approved by the **Finance, Audit and Risk Committee** from time to time. All payments in excess of \$100,000 must be approved by the **General President** and one other director. Any unbudgeted payments in excess of \$100,000 must be approved by the **Board**.
- 105.6 Cheques must be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 105.7 The **Board** will determine the amount of petty cash to be kept on an imprest system.
- 105.8 The **Company** and its **Regions** must not make a loan, grant or donation of more than \$1,000 unless the **Board**:
- (a) approves the payment;
  - (b) is satisfied if the payment can be made under this constitution;

- (c) is satisfied, if the payment is a loan, the security for the loan is sufficient; and
  - (d) the proposed arrangements to repay the loan are satisfactory.
- 105.9 As soon as practicable after the end of each financial year the **Chief Executive Officer** will cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the **Company** at the close of that year.
- 105.10 The **Auditor** must examine the statement prepared under clause 105.9 and present a report on it to the **Chief Executive Officer** before the next annual **general meeting** following the financial year for which the audit was made.

## By-laws

### 106. By-laws

- 106.1 The **Board** may pass a resolution to make by-laws to give effect to this constitution.
- 106.2 Members and directors must comply with by-laws as if they were part of this constitution.

## Notice

### 107. What is notice

- 107.1 Anything written to or from the **Company** under any clause in this constitution is written notice and is subject to clauses 108 to 110, unless specified otherwise.
- 107.2 Clauses 108 to 110 do not apply to a notice of proxy under clause 43.6.

### 108. Notice to the Company

Written notice or any communication under this constitution may be given to the **Company**, the directors or the **Secretary** by:

- (a) delivering it to the **Company's** registered office
- (b) posting it to the **Company's** registered office or to another address chosen by the **Company** for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the **Company** to the members as the **Company's** email address or other electronic address; or
- (d) sending it to the fax number notified by the **Company** to the members as the **Company's** fax number.

### 109. Notice to members

- 109.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person;
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
  - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or

- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 109.2 If the **Company** does not have an address for the member, the **Company** is not required to give notice in person.

**110. When notice is taken to be given**

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## Financial year

**111. Company's financial year**

The **Company's** financial year is from 1 July to 30 June, unless the **Board** passes a resolution to change the financial year.

## Indemnity, insurance, access and member's release

**112. Indemnity**

- 112.1 The **Company** indemnifies each **indemnified person** out of the assets of the **Company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **Company**.
- 112.2 In this clause, '**indemnified person**' means each **officer**, each **Regional President**, **Regional Commodity Representative** and **Regional Councillor**, each member of the board of a **Commodity Council** and each member of a committee established in accordance with this constitution and includes such a person after they have ceased to hold that office.
- 112.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **Company** is not precluded by law (including the **Corporations Act**) from doing so;
  - (b) to the extent any loss or liability has not occurred through the **indemnified person's** own wilful default; and
  - (c) for the amount that the **indemnified person** is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 112.4 The indemnity is a continuing obligation and is enforceable by an **indemnified person** even though that person no longer holds the relevant office.
- 112.5 Any **indemnified person** entitled to be indemnified under this clause 112 will, on the establishment of their claim, have a lien over the property of the **Company** for the amount of the claim.

112.6 The **Board** may from time to time determine with immediate effect that a particular **indemnified person** is no longer indemnified under this clause 112 and upon making such a determination the **Board** will immediately take all reasonable steps to notify that person that they are no longer indemnified.

### 113. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the **Board** considers it appropriate, the **Company** may pay or agree to pay a premium for a contract insuring a person who is or has been an **officer**, Regional President or Regional Councillor, member of the board of a Commodity Council, member of a committee established in accordance with this constitution or employee of the **Company** against any liability incurred by the person as the holder of that office or position.

### 114. Directors' access to documents

114.1 A director has a right of access to the financial records of the **Company** at all reasonable times.

114.2 If the directors agree, the **Company** must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors; and
- (b) any other documents referred to in those documents.

### 115. Member's release

115.1 Each member agrees not to sue or take legal proceedings of any nature to seek to recover loss or damage to any person whether natural or corporate occurring as a result of any opinions, advice or information provided to any persons by the **Company**, or its **officers**, employees or agents.

## Winding up

### 116. Surplus assets not to be distributed to members

If the **Company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **Company**, unless that member or former member is a charity described in clause 117.1.

### 117. Distribution of surplus assets

117.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **Company** is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6;
- (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **Company**; and
- (c) which satisfies one of the requirements set out in section 149(5)(c) of the *Taxation Administration Act 2001* (Qld).

117.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **Company** may apply to the Supreme Court to make this decision.

## Definitions and interpretation

### 118. Definitions

In this constitution:

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

**associate member** means a person admitted to the category of associate membership under clause 15 ;

**Auditor** means the auditor appointed from time to time under clause 25.2(e);

**Board** means the directors for the time being of the **Company** assembled as a Board;

**Chief Executive Officer** means the person referred to in clause 69;

**Commodity Council** means a Commodity Council referred to in clause 77 established to deal with commodity specific issues in the cattle, sheep & wool, grain or any other primary industry;

**Commodity Council President** means the President of each Commodity Council elected to that office under clause 47.2(b);

**Company** means the company referred to in clause 1;

**Corporations Act** means the *Corporations Act 2001* (Cth);

**deputy chairperson** means a person elected by the **Board** to be the **Company's** deputy chairperson under clause 49;

**eligible business** means an interest in pastoral, livestock, grain and/or other primary production or the ownership of land suitable for the operation of these industries in Queensland;

**Finance, Audit and Risk Committee** means the committee formed under clause 78;

**full member** means a person admitted to the category of full membership under clause 15;

**general meeting** means a meeting of members and includes the annual **general meeting**, under clause 25.1;

**General President** means the person elected to that office under clause 47.2(a);

**initial member** means a person who is named in the application for registration of the **Company**, with their consent, as a proposed member of the **Company**;

**officer** means a director or secretary of the **Company**;

**Region** means the regions referred to in clause 71.1 or as determined by the **Board** from time to time;

**Regional Council** means a Regional Council of the **Company** established under clause 72;

**Regional Council Member** means a **Regional Director, Regional President, Regional Commodity Representative** or **Regional Councillor**;

**Regional Commodity Representative** means a person appointed to an office referred to in clause 72.1(c);

**Regional Councillor** means a person elected under clause 73 to an office referred to in clause 72.1(d) ;

**Regional Director** means the person elected to that office under clause 73;

**Regional Officer** means the executive officer of a **Regional Council**;

**Regional President** means the person elected to that office under clause 73;

**registered charity** means a charity that is registered under the **ACNC Act**;

**Remuneration Committee** means the committee established under clause 79;

**Secretary** means the company secretary appointed under clause 68;

**special resolution** means a resolution:

- i. of which notice has been given under clause 26.5(c); and
- ii. that has been passed by at least 75% of the votes cast by **voting members present** and entitled to vote on the resolution;

**support member** means a person admitted to the category of support membership under clause 15;

**surplus assets** means any assets of the **Company** that remain after paying all debts and other liabilities of the **Company**, including the costs of winding up;

**voting member** means a member of a membership category with an entitlement to vote under clause 37; and

**voting member present** means, in connection with a **general meeting**, a **voting member** present in person, by representative or by proxy at the venue or venues for the meeting.

### **119. Reading this constitution with the Corporations Act**

- 119.1 The replaceable rules set out in the **Corporations Act** do not apply to the **Company**.
- 119.2 While the **Company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 119.3 If the **Company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 119.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

### **120. Interpretation**

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

# Annexure "A"

## Map of Regions



## Annexure "B"

### Preferential voting system

#### STANDARD PREFERENTIAL SYSTEM

##### (A) Election of one candidate

1. In this system, a voter is required to indicate a preference for **each** candidate on the ballot paper by using the numbers 1, 2, 3 etc up to the number of candidates.
2. A candidate must poll an absolute majority (ie. in excess of 50%) of all formal votes to be elected.
3. If, after all first preference votes have been counted, no candidate has obtained an absolute majority of all formal votes, then the candidate with the fewest number of first preference votes is excluded (First preference votes are the number 1s). That excluded candidate's second preference votes are then distributed to the remaining candidates.
4. If after that exclusion no candidate has obtained an absolute majority of formal votes, the **next** remaining candidate with the fewest votes is excluded and ALL of his/her votes (ie. first preference votes PLUS those votes received from the first excluded candidate) are distributed to the remaining candidates.
5. The above process is continued until one candidate obtains an absolute majority of formal votes and is elected.
6. If at any exclusion, the next available preference is for a previously excluded candidate, then that preference is disregarded and the vote is distributed to the continuing candidate for whom the next available preference is shown.
7. A sample tally sheet to elect *one* candidate is at Table 1.

Table 1 Standard preferential system — election of one candidate, absolute majority = 477											
	A	B	C	D	E	F	G	H	Total formal votes	Informal ballot papers	Total ballot papers
1st preference votes	112	55	330	18	42	297	39	60	953	47	1000
D excluded— 18 votes transferred	—	3	—	(18)	—	13	2	—			
Progressive total	112	58	330	EX	42	310	41	60	953		
G excluded— transferred	2	8	4		—	27	(41)	—			41 votes
Progressive	114	66	334		42	337	EX	60	953		total
E excluded— transferred	1	3	7		(42)	6		25			42 votes
Progressive	115	69	341		EX	343		85	953		total
B excluded— transferred	3	(69)	20			6		40			69 votes
Progressive	118	EX	361			349		125	953		total
A excluded— transferred	(118)		57			20		41			118 votes
Progressive	EX		418			369		166	953		total
H excluded— transferred			43			123		(166)			166 votes



## CONSTITUTION OF AGFORCE QUEENSLAND FARMERS LIMITED

### (B) Election of more than one candidate

1. In this system the first successful candidate is elected in the manner outlined in the *Standard preferential system* : election of one candidate. When the first candidate is elected all ballot papers are sorted back to first preference votes.
2. Then, all ballot papers containing a first preference vote for the *first* elected candidate are distributed to the remaining candidates according to the second preference vote on each of them. A candidate receiving an absolute majority of votes remaining is shown in the count as the second successful candidate.
3. If no candidate has then received an absolute majority the candidate with the fewest votes is excluded and his/her votes (first preference *and* those received from the previously elected candidate) are distributed to the next available preference among the remaining candidates. This process is continued until a candidate has obtained an absolute majority of votes remaining in the count. This candidate is the second elected.
4. After the first and second candidates have been elected all ballot papers are sorted back to first preference votes. The ballot papers containing the first preference votes of the two elected candidates are sorted to the next available preference and are distributed among the remaining non-elected candidates. A candidate receiving an absolute majority of votes remaining in the count shall be the third successful candidate.
5. If no candidate has then received an absolute majority, the candidate with the fewest votes is excluded and his/her votes (first preference and those received from the previously elected candidates) are distributed to the next available preference among the remaining candidates. This process is continued until a candidate has obtained an absolute majority of votes remaining in the count. This candidate is the third elected.
6. If there are more than three candidates to be elected, the above process is repeated until the required number of candidates have been elected.
7. A sample tally sheet to elect *three* candidates is at Table 2.

CONSTITUTION OF AGFORCE QUEENSLAND FARMERS LIMITED

Table 2 Standard preferential system — election of three candidates, absolute majority = 477											
First	A	B	C	D	E	F	G	H	Total formal votes	Informal ballot papers	Total ballot papers
election											
1st preference votes	112	55	330	18	42	297	39	60	953	47	1000
D excluded— transferred	—	3	—	(18)	—	13	2	—			18 votes
Progressive	112	58	330	EX	42	310	41	60	953		total
G excluded— transferred	2	8	4	—	—	27	(41)	—			41 votes
Progressive	114	66	334	—	42	337	EX	60	953		total
E excluded— transferred	1	3	7	—	(42)	6	—	25			42 votes
Progressive	115	69	341	—	EX	343	—	85	953		total
B excluded— transferred	3	(69)	20	—	—	6	—	40			69 votes
Progressive	118	EX	361	—	—	349	—	125	953		total
A excluded— transferred	(118)	—	57	—	—	20	—	41			118 votes
Progressive	EX	—	418	—	—	369	—	166	953		total
H excluded— 166 votes transferred			43			123		(166)			
F elected											
Second election	A	B	C	D	E	F	G	H	Total formal votes	Informal ballot papers	Total ballot papers
1st preference votes	112	55	330	18	42	297	39	60	953	47	1000
F elected— transferred	10	—	5	—	2	(297)	18	262			297 votes
Progressive	122	55	335	18	44	EL	57	322	953		total
D excluded— transferred	—	3	—	(18)	1	—	2	12			18 votes
Progressive	122	58	335	EX	45	—	59	334	953		total
E excluded— transferred	1	3	7	—	(45)	—	3	31			45 votes
Progressive	123	61	342	—	EX	—	62	365	953		total
B excluded— transferred	3	(61)	20	—	—	—	1	37			61 votes
Progressive	126	EX	362	—	—	—	63	402	953		total
G excluded— Transferred	2	—	4	—	—	—	(63)	57			63 votes
Progressive	128	—	366	—	—	—	EX	459	953		total
A excluded — transferred	(128)	—	82	—	—	—	—	46			128 votes
H elected	EX	—	448	—	—	—	—	505	953		
Third election	A	B	C	D	E	F	G	H	Total formal votes	Informal ballot papers	Total ballot papers
1st preference votes	112	55	330	18	42	297	39	60	953	47	1000
transferred	10	—	5	—	2	(297)	280	EL			297 votes
Progressive	122	55	335	18	44	EL	319	60	953		total
H elected— transferred	1	2	—	—	—	—	57	(60)			60 votes
Progressive	123	57	335	18	44	—	376	EL	953		total
D excluded— transferred	—	3	—	(18)	—	—	15	—			18 votes
Progressive	123	60	335	EX	44	—	391	—	953		total
E excluded— transferred	4	3	7	—	(44)	—	30	—			44 votes
Progressive	127	63	342	—	EX	—	421	—	953		total
B excluded— transferred	3	(63)	20	—	—	—	40	—			63 votes
Progressive	130	EX	362	—	—	—	461	—	953		total
A excluded — transferred	(130)	—	70	—	—	—	60	—			130 votes
G elected	EX	—	432	—	—	—	521	—	953		

F, H and G are elected