

# **CONSTITUTION**

## **AGFORCE GRAINS LIMITED**

**Amended Version  
Dated May 2010**

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# CONSTITUTION OF AGFORCE GRAINS LIMITED

## INTRODUCTION

### 1. Replaceable Rules Excluded

1.1. The replaceable rules contained in the Law do not apply to the Council.

### 2. Definition and Interpretation

2.1. In this constitution:

- (1) "**Association**" means AgForce Queensland Industrial Union of Employers;
- (2) "**Council**" means AgForce Grains Limited;
- (3) "**Directors**" means the directors for the time being of the Council or the directors assembled as a board;
- (4) "**Foundation Member**" means the Association;
- (5) "**Grain**" means grains, seeds, groundnuts or cotton produced for sale or commercial purposes;
- (6) "**Law**" means the Corporations Law,
- (7) "**Region**" means any of the regions of the Association as defined in rule 100.1;
- (8) "**Register**" means the register of members kept in accordance with rule 18;
- (9) "**Seal**" means the common seal of the Council and includes any official seal of the Council; and
- (10) "**Secretary**" means any person appointed to perform the duties of a secretary of the Council and includes an honorary secretary.

2.2. Capitalised terms which are not defined in these Rules have the meanings ascribed to them in the constitution of the Association.

2.3. Reference to:

- (1) one gender includes the others;
- (2) the singular includes the plural and the plural includes the singular; and
- (3) a person includes a body corporate, trust or partnership.

2.4. Except so far as the contrary intention appears in this constitution:

- (1) an expression has in this constitution the same meaning as in the Law; and
- (2) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (3) "Including" and similar expressions are not words of limitation.

- 2.5. Headings are for convenience only and do not form part of this constitution or affect its interpretation.

### **3. Objects**

- 3.1. The principal object of the Council is to promote, support and encourage the development of the Australian Grain industry through research, education and representation for the productive benefit of all Australians.
- 3.2. In pursuit of its principal object the Council is established to:
- (1) function as a specialist industry organisation;
  - (2) represent, promote and protect generally the interests of the Grain industry;
  - (3) represent, promote and protect generally the interests of Council members on all Grain issues;
  - (4) liaise with other sections of industry to maximise the returns to Council members and to lobby government on behalf of members;
  - (5) actively participate in education and training of the Australian community with a view to achieving objectives consistent with the Council's objects;
  - (6) encourage and promote research on any aspect of the Australian Grain industry;
  - (7) collect and disseminate information relating to the Grain industry; and
  - (8) undertake other activities consistent with these objects.

### **4. Powers**

- 4.1. The Council has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 4.2. Despite rule 4.1 the powers of the Council are ancillary to and exercisable only in furtherance of the objects of the Council set out in rule 3.

### **5. Application of Income and Property**

- 5.1. The income and property of the Council, from wherever it is derived, must be applied solely towards the promotion of the objects of the Council set out in rule 3.

### **6. No Distribution to Members**

- 6.1. No portion of the income or property of the Council may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Council.
- 6.2. Rule 6.1 does not prevent:
- (1) the payment in good faith of remuneration to any officer, servant or member of the Council in return for any services actually rendered to the Council or for goods supplied in the ordinary and usual way of business;
  - (2) the payment of interest at a rate not exceeding 12% per annum on money borrowed from any member of the Council;

- (3) the payment of reasonable and proper rent by the Council for premises leased from a member to the Council or the leasing of premises by the Council to a member at a reasonable and proper rent; or
- (4) the reimbursement of expenses incurred by any member on behalf of the Council.

## **7. Limited Liability**

- 7.1. The liability of the members is limited.

## **8. Guarantee**

- 8.1. Every member of the Council undertakes to contribute an amount not exceeding \$10 to the property of the Council in the event of its being wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:
  - (1) of the debts and liabilities of the Council (contracted before the member ceases to be a member;
  - (2) of the costs, charges and expenses of winding up; and
  - (3) for the adjustment of the rights of the contributories among themselves.

# **MEMBERSHIP**

## **9. Number of Members**

- 9.1. The number of members which the Council proposes to be registered is unlimited.

## **10. Membership**

- 10.1. The members of the Council are:
  - (1) the Foundation Member; and
  - (2) such other persons as the directors admit to membership in accordance with this constitution.



## **11. Categories of Membership**

11.1. The categories of membership are:

- (1) the Foundation Member;
- (2) ordinary members; and
- (3) associate members.

## **12. Application for Ordinary Membership**

12.1. Any person who:

- (1) receives on a 5 year rolling average an annualised gross income of not less than \$5,000 from Grain; and
- (2) is a Full Member or Joint Member of the Association;

may apply for ordinary membership of the Council.

## **13. Application for Associate Membership**

13.1. Any person who is an Interstate Member or Support Member of the Association and is not eligible for ordinary membership under rule 12 may apply for associate membership of the Council.

## **14. Form of Application**

14.1. An application for membership must be:

- (1) in writing in a form approved by the directors;
- (2) signed by the applicant; and
- (3) accompanied by such documents or evidence as to qualification for the type of membership applied for as the directors determine.

14.2. If the applicant is a body corporate or a partnership it must nominate 1 person ("nominated representative") to represent it in the Council. The application form must:

- (1) state the name and address of the nominated representative; and
- (2) be signed by the nominated representative.

## **15. Admission to Membership**

- 15.1. The directors must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- 15.2. The directors need give no reason for the rejection of an application.
- 15.3. If an applicant is accepted for membership:
  - (1) the Secretary must notify the applicant of admission , and request payment of the annual subscription (if any); and
  - (2) the name and details of the member must be entered in the Register.

## **16. Notification by Members**

- 16.1. Each member must promptly notify the Secretary in writing of any change in the qualification of the member to be a member of the Council.
- 16.2. Each member must promptly notify the Secretary in writing of any change in the person nominated as its nominated representative under rule 14.2.
- 16.3. A person nominated as a nominated representative must consent to the nomination in writing.

## **17. Foundation Member**

- 17.1. The Foundation Member must nominate 1 person to represent it in the Council. The nomination form must be signed by the nominated representative.
- 17.2. No application fee is payable by the Foundation Member.
- 17.3. The Foundation Member must otherwise comply with this constitution.
- 17.4. If the Foundation Member should cease to be a member of the Council for any reason then all provisions of this Constitution relating to the Foundation Member will automatically cease to apply.

## **18. Register of Members**

- 18.1. A register of members of the Council must be kept in accordance with the Law.
- 18.2. The following must be entered in the Register in respect of each member:
  - (1) the full name of the member;
  - (2) The address, telephone, email and any other contact details of the member;
  - (3) the category of membership;
  - (4) the date of admission to and cessation of membership;
  - (5) the date of last payment of the member's annual subscription (if any);
  - (6) in the case of a body corporate or partnership, the full name, address and facsimile number, if any, of its nominated representative; and
  - (7) such other information as the directors require.
- 18.3. Each member and nominated representative must notify the Secretary in writing of any change in that person's name, address, or facsimile number within 1 month after the change.

## **FEES SUBSCRIPTIONS AND LEVIES**

### **19. Application Fee**

- 19.1. No application fee is payable by applicants for membership.

### **20. Annual Subscription**

- 20.1. No annual subscription is payable by any member of the Council (other than the Foundation Member) unless the subscription and the amount are approved by the Foundation Member and a special resolution of ordinary members of the Council in general meeting.
- 20.2. The annual subscription payable by the Foundation Member will be such sum as is recommended by the directors and approved by the Foundation Member.
- 20.3. All annual subscriptions are due and payable in advance on 1 July in each year.

### **21. Levies**

- 21.1. The directors may make levies from time to time to undertake special industry programs consistent with the objects of the Council on all or some categories of membership only.
- 21.2. Payment of levies under rule 21.1 is voluntary and members will not be liable to the Council or have their membership status affected by failure to pay any such levies.
- 21.3. A levy under rule 21.1 may include an application for a distribution by the directors to the trustees of the special contingency fund established by the Foundation Member for the purposes of funding special contingencies encountered by the Council.

## **CESSATION OF MEMBERSHIP**

### **22. Resignation**

- 22.1. A member may resign from membership of the Council by giving written notice to the Secretary.
- 22.2. The resignation of a member takes effect on the date of receipt of the notice of resignation or such later date as is provided in the notice.

## **23. Cessation of Membership**

23.1. A member who is an individual ceases to be a member:

- (1) on the death of the member;
- (2) if the member is expelled under rule 24.3; or
- (3) if the member ceases to be a member of the Association.

23.2. A member which is a body corporate, trust or partnership ceases to be a member:

- (1) if it is wound up or is otherwise dissolved, deregistered or terminated;
- (2) if it is expelled under rule 24.5; or
- (3) if the member ceases to be a member of the Association.

## **24. Disciplining Members**

24.1. If any member:

- (1) wilfully refuses or neglects to comply with the provisions of this constitution; or
- (2) guilty of any conduct which, in the opinion of the directors, is unbecoming of a member or prejudicial to the interest of the Council;

the directors may, subject to rule 24.7, resolve to censure, suspend or expel the member from the Council and, in the case of expulsion, to remove the member's name from the Register.

24.2. At least 1 week before the meeting of the directors at which a resolution of the nature referred to in rule 24.1 is passed the directors must give to the member notice of:

- (1) the meeting;
- (2) what is alleged against the member; and
- (3) the intended resolution.

24.3. At the meeting and before the passing of the resolution, the member must have an opportunity of giving orally or in writing any explanation or defence the member thinks fit.

24.4. A member may, by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the directors, elect to have the question dealt with by the Council in general meeting and in that event, a general meeting of the Council must be called for that purpose.

24.5. Subject to the provisions of rule 24.7, if at the meeting a resolution to the same effect as the resolution which was to be considered by the directors is passed by a majority of 2/3 of those present and voting (and the vote must be taken by secret ballot), the member concerned must be punished in the manner resolved and in

the case of a resolution for expulsion the member is expelled and the member's name must be removed from the Register.

- 24.6. If any member ceases to be a member in accordance with rule 24.5, the directors may reinstate the member and restore the name of that member to the Register upon and subject to such terms and conditions as they think fit.
- 24.7. If the member concerned is the Foundation Member, any punishment including but not limited to expulsion is subject to approval by a unanimous resolution of the directors and a special resolution of the members in general meeting.

## **25. Effect of Cessation of Membership**

- 25.1. If any member ceases to be a member, the member remains liable to pay to the Council for any money which, at the time of the member ceasing to be a member, the member owes to the Council on any account and for any sum not exceeding \$10 for which the member is liable under rule 8 of this constitution.

## **GENERAL MEETINGS**

### **26. Calling of General Meetings**

- 26.1. Except as permitted by law, a general meeting, to be called the "annual general meeting", must be held at least once in every calendar year.
- 26.2. A majority of directors may call a general meeting whenever they think fit.
- 26.3. The Foundation Member or at least 5% of ordinary members may call a general meeting whenever they think fit.

### **27. Notice of General Meetings**

- 27.1. Subject to the provisions of the Law as to short notice, at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Council.
- 27.2. A notice of a general meeting must:
  - (1) set out the place, date and time for the meeting;
  - (2) state the general nature of the business of the meeting;
  - (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
  - (4) contain a statement setting out the following information:
    - a) that the member has a right to appoint a proxy; and
    - b) that the proxy must be a member of the Council.

## **28. Accidental Omission to Give Notice**

- 28.1. The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this constitution or the accidental omission to advertise (if necessary) the meeting does not invalidate the Proceedings at or any resolution passed at the meeting.

## **29. Postponement of General Meetings**

- 29.1. The directors may postpone the holding of any general meeting whenever they think fit (other than a meeting requisitioned by members as provided by the Law) for not more than 42 days after the date for which it was originally called.
- 29.2. Whenever any meeting is postponed (as distinct from being adjourned under rule 41 or rule 44) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

## **PROXIES AND BODY CORPORATE REPRESENTATIVES**

### **30. Who Can Appoint A Proxy**

- 30.1. A member who is entitled to attend and cast a vote at a meeting of the Council's members may appoint a person as the member's proxy to attend and vote for the member at the meeting. The proxy must be a member.

### **31. Rights of Proxies**

- 31.1. A proxy appointed to attend and vote for a member has the same rights as the member:
- (1) to speak at the meeting;
  - (2) to vote (but only to the extent allowed by the appointment); and
  - (3) to join in a demand for a poll.
- 31.2. If a proxy is only for a single meeting it may be used at any postponed or adjournment of that meeting, unless the proxy states otherwise.
- 31.3. A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

### **32. Proxy Form Must Be Sent to All Members**

- 32.1. The Council must send each member a proxy appointment form for all general meetings and a list of any persons willing to act as proxies at the meeting.

### **33. Appointing a Proxy**

33.1. An appointment of a proxy is valid if it is signed by the member making the appointment and contains the following information:

- (1) the member's name and address;
- (2) the Council's name;
- (3) the proxy's name or the name of the office in the Council held by the proxy; and
- (4) the meetings at which the appointment may be used.

An appointment may be a standing one.

33.2. An undated appointment is taken to have been dated on the day it is given to the Council.

33.3. An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- (1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands; and
- (3) if the proxy is an officeholder who is also the chair - the proxy must vote on a poll, and must vote that way;
- (4) if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a member, this rule 33.3 does not affect the way that the person can cast any votes the person holds as a member.

33.4. An appointment does not have to be witnessed.

33.5. A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

### **34. Form of Proxy Sent Out by Council**

34.1. A form of proxy sent out by the Council may be in a form determined by the directors but must:

- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- (2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

34.2. The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.

- 34.3. Despite rule 34.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

**AGFORCE GRAINS LIMITED**

ACN.....

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above named company, appoint \_\_\_\_\_ of \_\_\_\_\_ or, in his or her absence, \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the \*annual general/\* general meeting of the company to be held on \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of that meeting.

† This form is to be used \*in favour of /\* against the resolution.

Signed on \_\_\_\_\_ 20\_\_\_\_

\* Strike out whichever is not desired.

† To be inserted if desired.

### **35. Receipt of Proxy Documents**

- 35.1. For an appointment of a proxy for a general meeting of the Council to be effective, the following documents must be received by the Council at least 24 hours before the meeting:

- (1) the proxy's appointment; and
- (2) if the appointment is signed by the appointer's attorney - the authority under which the appointment was signed or a certified copy of the authority.

- 35.2. If a general meeting of the Council has been adjourned, an appointment and any authority received by the Council at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

- 35.3. The Council receives an appointment authority when it is received at any of the following:

- (1) the Council's registered office;
- (2) a fax number at the Council's registered office; or
- (3) a place, fax number or electronic address specified for the purpose in the notice of meeting.

- 35.4. An appointment of a proxy is effective if:

- (1) the Council receives either or both the appointment or authority at a fax number or electronic address; and
- (2) a requirement (if any) in the notice of meeting that:
  - a) the transmission be verified in a way specified in the notice; or
  - b) the proxy produce the appointment and authority (if any) at the meeting; is complied with.



### **36. Validity of Proxy Vote**

- 36.1. A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- 36.2. Unless the Council has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
  - (1) the appointing member dies;
  - (2) the member is mentally incapacitated;
  - (3) the member revokes the proxy's appointment; or
  - (4) the member revokes the authority under which the proxy was appointed by a 3rd party.

### **37. Body Corporate Representative**

- 37.1. A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise:
  - (1) at meetings of a company's members;
  - (2) at meetings of creditors or debenture holders; or
  - (3) relating to resolutions to be passed without meetings.

The appointment may be a standing one.

- 37.2. The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 37.3. A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.
- 37.4. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

### **38. Attorney of Member**

- 38.1. An attorney for a member may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members or a class of members the document conferring the power of attorney or a certified copy of the authority must be produced to the Council at least 24 hours before the meeting, in the same way as the appointment of a proxy.

## PROCEEDINGS AT GENERAL MEETINGS

### 39. Meaning of "Member"

39.1. For the purpose of ascertaining the person entitled to vote at a general meeting or join in demanding a poll;

"Member" means:

- (1) any ordinary member, being an individual, who is present in person or by proxy or attorney;
- (2) the nominated representative of any ordinary member, who is present in person or, if not so present, the ordinary member's proxy, attorney or person authorised under rule 37.1; and
- (3) the nominated representative of the Foundation Member (which expression includes any alternate of the nominated representative appointed by the Foundation Member).

### 40. Technology

40.1. The Council may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

### 41. Quorum

41.1. The quorum for a meeting of the Council's members is 20 members and the nominated representative of the Foundation Member. The quorum **must** be present at all times during the meeting.

41.2. In determining whether a quorum is present, individuals attending as proxies or body corporate representatives are to be counted. However, if a member has appointed more than 1 proxy or representative, only 1 of them is to be counted. If an individual is attending both as a member and as a proxy or body corporate representative only 1 is to be counted.

41.3. If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:

- (1) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or
- (2) in any other case, the meeting is adjourned to the date, time and place the directors specify. If the directors do not specify 1 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.

41.4. If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

## **42. Business of an Annual General Meeting**

- 42.1. The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:
- (1) the consideration of the annual financial report, directors' report and auditor's report;
  - (2) the election of office bearers;
  - (3) the appointment of the auditor; and
  - (4) the fixing of the auditor's remuneration.
- 42.2. The business of the annual general meeting also includes any other business which under this constitution or the Law ought to be transacted at an annual general meeting.
- 42.3. The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Council and the chair may, at his or her discretion, accept other business from the floor for discussion at the annual general meeting.
- 42.4. If the Council's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

## **43. Chair at General Meetings**

- 43.1. The President of the Council, if present, presides as chair at every general meeting.
- 43.2. Where a general meeting is held and:

- (1) there is no President of the Council; or
- (2) the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

a Vice-President of the Council, if present, presides as chair of the meeting or, if a Vice-President is not present or is unwilling to act, the members present must elect any one of their number or a director to be chair of the meeting.

#### **44. Adjournment of Meetings**

- 44.1. The chair must adjourn a meeting of the Council's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.
- 44.2. When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.
- 44.3. Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 44.4. Except as provided in rule 44.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING AT GENERAL MEETINGS**

#### **45. Voting Rights**

- 45.1. Subject to rules 39, 46, 47 and 48 at any general meeting of members, each voting general meeting member present has 1 vote on a show of hands and on a poll.

#### **46. Voting Disqualification**

- 46.1. A member is not entitled to vote at a general meeting if:
  - (1) the annual subscription of the member; or
  - (2) in the case of a person who is a nominated representative, the annual subscription of the member for which he or she is the nominated representative;is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

#### **47. Resolutions to Amend the Rules**

- 47.1. A resolution to amend these rules of the Council must be approved by the Foundation Member and by a special resolution of ordinary members.

#### **48. Objections to Exercise of Voting Rights**

- 48.1. A challenge to a right to vote at a meeting of members:
  - (1) may only be made at the meeting; and
  - (2) must be determined by the chair, whose decision is final.
- 48.2. A vote not disallowed following the challenge is valid for all purposes.

#### **49. Voting Is Carried Out**

- 49.1. A resolution put to the vote at a meeting of the Council's members must be decided on a show of hands unless a pole is demanded.
- 49.2. On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

#### **50. Matters on which a Poll may be Demanded**

- 50.1. A poll may be demanded on any resolution.
- 50.2. A demand for a poll may be withdrawn.

#### **51. When a Poll is Effectively Demanded**

51.1. At a meeting of the Council's members, a poll may be demanded by:

- (1) at least 15 members entitled to vote on the resolution; or
- (2) the chair.

51.2. The poll may be demanded;

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the results on a show of hands are declared.

#### **52. When and How Polls Must Be Taken**

- 52.1. A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- 52.2. A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- 52.3. The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 52.4. The result of the poll is the resolution of the meeting at which the poll was demanded.

## **BOARD OF DIRECTORS**

### **53. Number of Directors**

- 53.1. The number of the directors must be no less than 4 nor more than 12.
- 53.2. The Council in general meeting may by resolution increase or decrease the number of directors but the number may not be reduced below 4.

### **54. Directors' Qualifications**

- 54.1. No person may be a director unless that person is an ordinary member of the Council or is the nominated representative of an ordinary member or the Foundation Member.

### **55. Constitution of the Board**

- 55.1. The first board comprises the President, Vice President, Vice President/Treasurer and Secretary. Subsequent board will comprise:
  - (1) The President
  - (2) 3 directors from the South East Region
  - (3) 2 directors from the Southern Inland Region
  - (4) 2 directors from the Central Region
  - (5) Up to 4 special directors selected/appointed by the elected directors.
- 55.2. The constitution of the board will remain as set out in rule 55.1 until amended accordance with rule 53.2.
- 55.3. The first directors are those named in the application for registration of the Council.
- 55.4. The first directors (other than the President) hold office until the termination of the first annual general meeting of the Council but, subject to this constitution, are eligible for election at that meeting.

### **56. Election of Directors**

- 56.1. The directors for each Region are elected by postal ballot by the members of that Region and take office at the termination of the annual general meeting of the Council following their election.
- 56.2. The directors hold (other than the President) office until the termination of the annual general meeting held two (2) years after his or her taking office.
- 56.3. The President holds office until the commencement of the board meeting following the election of his or her successor, two (2) years after his or her taking office.
- 56.4. Subject to rule 54 a retiring director is eligible for re-election.

## **57. Nomination for Election**

57.1. Each candidate for election as a director must:

- (1) be proposed by an ordinary member of the Council in good standing at the time of nomination; and
- (2) be seconded by another ordinary member of the Council in good standing at the time of nomination.

57.2. A nomination of a candidate for election must:

- (1) be in writing;
- (2) be signed by the candidate;
- (3) be signed by a proposer and seconder who are ordinary members in good standing; state the Region for which the candidate is seeking election.

57.3. A nomination of a candidate for election must be received at the registered office of the Council not later than 5pm. on the day which is 30 days prior to the proposed posting of the ballots for the office for which the candidate seeks election.

## **58. Election Procedure - Directors**

58.1. If the number of candidates for election as directors for a Region is equal to or less than the number of vacancies on the board of the Council in respect of that Region the chair of the annual general meeting must declare those candidates to be duly elected as directors.

58.2. If the number of candidates for election as directors representing a Region is greater than the number of vacancies on the board a postal ballot must be held for the election of the candidates from that Region.

58.3. If a ballot is required balloting lists must be prepared listing the names of the candidates for each Region only in alphabetical order, and voting papers sent to each member in that Region entitled to vote at an annual general meeting.

58.4. The candidates receiving the greatest number of votes cast in their favour must be declared by the President to be elected as directors.

58.5. In the case of an equality of votes the President, prior to the declaration of the result or the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote except that if the President:

- (1) does not exercise a casting vote; or
- (2) is one of the persons in respect of whom there is an equality of votes;

then a further ballot must be held forthwith among those persons in respect of whom there is an equality of votes.

- 58.6. If, a person elected as a director is subsequently elected as President for that year in accordance with rule 60.2, then the next candidate in that Region who received the greatest number of votes will be treated as elected a director. If there is no next candidate, a casual vacancy will be deemed to have occurred and may be filled in accordance with Rule 63.

## **59. Office Bearers**

Office bearers of the Council are:

- (1) the President;
- (2) Vice-President;
- (3) the Vice-President/Treasurer; and
- (4) the Secretary.

## **60. First Office Bearers and Subsequent Election at Board Meeting**

60.1. The first office bearers of the Council are:

- (1) President – Brendan James Stewart;
- (2) Vice President - Terrence William Sharp;
- (3) Vice President/Treasurer - William Geoffrey Woods; and
- (4) Secretary - John Stephen Cooper.

60.2. Subsequent Presidents are elected by the members of the Council in accordance with the election rules of the Association.

60.3. Subsequent office bearers (other than the President) are elected by the directors at the first board meeting after the annual general meeting when the directors take office.

## **61. Eligibility and Nomination**

61.1. Any director is eligible for election to any office bearer position.

61.2. Each director standing for election as an office bearer (other than as President) must be proposed by another director.

61.3. If a director stands for election for more than 1 position as an office bearer separate nominations must be received in respect of each position.

61.4. A nomination may be:

- (1) in writing, received by the Secretary not less than 48 hours prior to the board meeting at which the election is to take place and signed by the candidate and the proposer; or
- (2) made orally at the meeting, provided that the candidate is present and consents to the nomination.



## **62. Election Procedure - Office Bearers**

- 62.1. The election of the office bearers (other than the President) is held in the order which the positions are listed in rule 60.1
- 62.2. If there is only 1 candidate for election to any position of office bearer that person must be treated as elected to that position.
- 62.3. If there is more than 1 candidate for election to any position of office bearer a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- 62.4. In the case of an equality of votes the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote except that if the chair:

- (1) does not exercise a casting vote, or
- (2) is one of the persons in respect of whom there is an equality of votes;

then a further ballot must be held immediately among those persons in respect of whom there is an equality of votes.

- 62.5. If a director is elected to a position as office bearer then his or her nomination, if any, for any other position must be treated as withdrawn prior to the election held in respect of the other position or positions.
- 62.6. Subject to this rule 62, a ballot is conducted in such manner as the directors determine.

## **GENERAL PROVISIONS AS TO BOARD MEMBERSHIP**

### **63. Casual Vacancies**

- 63.1. The continuing directors or the Foundation Member may at any time appoint any person qualified to be a director under rule 54 to fill a casual vacancy.
- 63.2. A person who is so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for election at that meeting.

### **64. Insufficient Directors**

- 64.1. In the event of a vacancy or vacancies in the office of a director or offices of directors, the remaining directors may act, but if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute a quorum or convening a general meeting of the Council.

## **65. Resignation of Director**

65.1. A director may resign as a director of the Council by giving a written notice of resignation to the Council at its registered office.

## **66. Removal of Directors**

66.1. The Council:

- (1) may by resolution remove a director from office; and
- (2) may by resolution appoint another person as a director instead.

## **67. Vacation of Office of Director**

67.1. In addition to the circumstances in which the office of a director becomes vacant by virtue of the Law, the office of a director becomes vacant if the director:

- (1) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (2) is absent from 3 consecutive meetings of directors without the prior leave of the directors or, where no leave is granted, the directors are not satisfied that the absence was justified in all the circumstances;
- (3) ceases to be qualified as a director in accordance with rule 54; or
- (4) holds any office of profit under the Council except as an office bearer.

## **68. Remuneration and Expenses of Directors**

68.1. The Council may with the consent of the Foundation Member:

- (1) remunerate the directors for their services as directors of the Council; or
- (2) pay the directors' travelling and other expenses that they properly incur:
  - a) in attending and returning from meetings of the directors or any committee of the Council;
  - b) in attending and returning from general meetings of the Council; and
  - c) in connection with the business of the Council.

## **ALTERNATE DIRECTORS**

### **69. Power to Appoint**

- 69.1. A director may appoint any person, approved by a majority of the board, from the Region that elected the director to act as an alternate director in place of the appointer whenever the appointer is unable to act personally by reason of illness, absence or any other cause and may do so generally or for a meeting or for any other purpose or for a specified period.

### **70. Rights and Powers of Alternate Director**

- 70.1. An alternate director is entitled to notice of meetings of the directors and, if the appointer is not present at a meeting, is entitled to attend and vote in his or her stead.
- 70.2. When an alternate director exercises the director's powers, the exercise of the power is just as effective as if the powers were exercised by the director.
- 70.3. An alternate director is not taken into account for the purpose of rule 53.1.

### **71. Suspension or Revocation of Appointment**

- 71.1. A director may revoke or suspend the appointment of an alternate director appointed by him or her.
- 71.2. The Foundation Member or the ordinary members of a Region may suspend or remove an alternate director for that Region by resolution after giving the appointer reasonable notice of their intention to do so.

### **72. Form of Appointment, Suspension or Revocation**

- 72.1. Every appointment, revocation or suspension under rules 69 or 71.1 must be made by notice in writing to the Council signed by the director making it.
- 72.2. The notice may be given by facsimile.

### **73. Termination of Appointment**

- 73.1. The appointment of an alternate director automatically terminates:
- (1) if the appointer ceases to hold office as director;
  - (2) on the happening in respect of the alternate director of any event which causes a director to vacate the office of director; or
  - (3) if the alternate director resigns from the appointment by written notice left at the registered office of the Council.

### **74. Power to Act as Alternate for More than 1 Director**

- 74.1. A director or any other person may act as alternate director to represent more than 1 director.

## **POLICY DIRECTOR**

### **75. Power to Appoint**

- 75.1. The directors may appoint any person, not being a director, to the position of policy director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

### **76. Not a Member of the Board**

- 76.1. The policy director is not a member of the board of the Council but may attend meetings of the directors except where the directors otherwise request.

### **77. Temporary Appointments**

- 77.1. If a policy director becomes incapable of acting in that capacity the directors may appoint any other person, not being a director, to act temporarily as policy director.

### **78. Powers of Policy Director**

- 78.1. The directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a policy director any of the powers exercisable by them.
- 78.2. Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the directors.
- 78.3. The directors may at any time withdraw or vary any of the powers so conferred on a policy director.

### **79. Remuneration of Policy Director**

- 79.1. Subject to the Law and to the provisions of any contract between the Council and a policy director, the remuneration (if any) of the policy director is fixed by the consultation with the Foundation Member.

## **SPECIAL DIRECTORS**

### **80. Power to Appoint**

80.1. The directors may appoint any person, not being a director, to the position of special director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

### **81. Not a Member of Board**

81.1. A special director is not a member of the board of the Council but may attend meetings of the directors except where the directors otherwise request and is eligible for election as a council representative to the Grains Council of Australia.

### **82. Temporary Appointments**

82.1. If a special director becomes incapable of acting in that capacity the directors may appoint any other person, not being a director, to act temporarily as a special director.

### **83. Powers of Special Director**

83.1. The directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a special director any of the powers exercisable by them.

83.2. Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the directors.

83.3. The directors may at any time withdraw or vary any of the powers so conferred on a special director.

### **84. Remuneration of Special Director**

84.1. Subject to the Law and to the provisions of any contract between the Council and an executive director the remuneration (if any) of a special director is fixed by the directors in consultation with the Foundation Member.

## **GRAINS COUNCIL OF AUSTRALIA**

### **85. Representatives**

- 85.1. The Council may appoint representatives to the Grains Council of Australia as permitted under the rules of the Grains Council of Australia.

### **86. Election of Representatives**

- 86.1. The directors of the Council must elect the Council's representatives to the Grains Council of Australia from among the directors and any other persons resolved by the board to be eligible for election.

## **POWERS AND DUTIES OF DIRECTORS**

### **87. General Business Management**

- 87.1. The business of the Council is to be managed by or under the direction of the directors.
- 87.2. The directors may exercise all the powers of the Council except any powers that the Law or this constitution requires the Council to exercise in general meeting.
- 87.3. No rule made or resolution passed by the Council in general meeting can invalidate any prior act of the directors which would have been valid if that rule or resolution had not been made or passed.
- 87.4. The directors may pay all expenses incurred in promoting and forming the Council.

### **88. Negotiable Instruments**

- 88.1. Any 2 directors may sign, draw, accept, endorse, or otherwise execute a negotiable instrument.
- 88.2. The directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed, or otherwise executed in a different way.

### **89. Borrowing Powers**

- 89.1. Without limiting the generality of rule 87, the directors may exercise all the powers of the Council to borrow money, to charge any property or business of the Council and to issue debentures or give any other security for a debt, liability, or obligation of the Council or of any other person.

## **90. Appointment of Attorney**

- 90.1. The directors may appoint any person or persons to be the attorney or attorneys of the Council for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the directors), for the period and subject to the conditions they think fit.
- 90.2. A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the directors think fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

## **PROCEEDINGS OF DIRECTORS**

### **91. Meetings of Directors**

- 91.1. The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 91.2. The minutes of any meeting of the directors must state the method of meeting and the persons present.

### **92. Calling Directors' Meetings**

- 92.1. The President or any 2 directors may at any time, and a Secretary must on the requisition of any 2 directors or the President, call a meeting of the directors.

### **93. Notice of Meeting**

- 93.1. Reasonable notice of every directors' meeting must be given to each director and alternate director except that it is not necessary to give notice of a meeting of directors to any director who:
  - (1) has been given special leave of absence; or
  - (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.
- 93.2. Any notice of a meeting of directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

#### **94. Quorum**

- 94.1. At a meeting of directors, the number of directors whose presence is necessary to constitute a quorum; is 4 directors entitled to vote or such greater number as is determined by the directors. The quorum must be present at all times during the meeting.
- 94.2. An alternate director is counted in a quorum at a meeting at which the director who appointed the alternate is not present (so long as the alternate is, under the Law, entitled to vote).

#### **95. Chair at Directors' Meetings**

- 95.1. The President is the chair of all meetings of the directors.
- 95.2. At a meeting of directors if the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President is the chair of the meeting, but if the Vice-President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present may elect one of their number to be chair of the meeting.

#### **96. Passing of Directors' Resolutions**

- 96.1. A resolution of the directors must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.
- 96.2. The chair has a casting vote if necessary in addition to any vote he or she has as a director. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.
- 96.3. A person who is an alternate director is entitled (in addition to his or her own vote if he or she is a director) to 1 vote on behalf of each director whom he or she represents as an alternate director at the meeting and who is not present at the meeting.

#### **97. Telecommunication Meeting of Directors**

- 97.1. For the purpose of this constitution the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("telecommunication meeting") of a number of the directors not less than a quorum constitutes a meeting of the directors. All the provisions of this constitution relating to a meeting of the directors apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this rule 97.1. The following provisions apply to a telecommunication meeting:
  - (1) all the directors for the time being entitled to receive notice of a meeting of the directors (including any alternate director) are entitled to notice of a telecommunication meeting;
  - (2) all the directors taking part in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
  - (3) notice of the meeting may be given on the telephone or other electronic means;



- (4) each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part at the commencement of the meeting and each director so taking part must be treated for the purposes of this constitution as present at the meeting; and
- (5) at the commencement of the meeting each director must announce his or her presence to all the other directors taking part in the meeting.

- 97.2. If the secretary is not present at a telecommunication meeting one of the directors present must take minutes of the meeting.
- 97.3. A director may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that director has previously notified the chair of the meeting.
- 97.4. A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that director has previously obtained the express consent of the chair to leave the meeting.
- 97.5. A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair of the meeting.

## **98. Circulating Resolutions**

- 98.1. The directors, may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution, except a director absent from Australia who has not left a facsimile number at which he or she may be given notice, sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- 98.2. Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- 98.3. The resolution is passed when the last director signs.
- 98.4. Every resolution passed under rule 98.1 must as soon as practicable be entered in the Minutes of the directors' meetings.
- 98.5. A facsimile or similar means of communication addressed to or received by the Council and purporting to be signed or sent by a director for the purpose of this rule 98 must be treated as a document in writing signed by that director.

## **99. Committees of Directors**

- 99.1. The directors may delegate any of their powers to committees consisting of those directors they think fit and may revoke the delegation.
- 99.2. Any committee formed under rule 99.1 must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the directors. The effect of the committee exercising a power in this way is the same as if the directors exercised it.
- 99.3. The meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in this constitution regulating the meetings and proceedings of the directors.

## **100. Region Branches and Administration**

- 100.1. For the purposes of management and administration of the Council, the State of Queensland will be divided into Regions, the boundaries and names of which will be the same as those set out in the rules of the Association.
- 100.2. Each member (other than the Foundation Member) will be a member of the Region to which the member has been allocated by the Association.
- 100.3. The rules and management of each Region will be determined by the Regions (and may include, but are limited to the establishment of sub-Regions and regional commodity councils). However, a Region may not make any rules or take any action which is inconsistent with these Rules or the Rules of the Association.

## **101. Validation of Acts of Directors**

- 101.1. All acts done at any meeting of directors or of a committee of directors or by any person acting as a director are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a director and was entitled to vote.

## **DIRECTORS' INTERESTS**

### **102. Prohibition on Being Present or Voting**

- 102.1. Except to the extent permitted by the Law a director who has a material personal interest in a matter that is being considered at a meeting of directors:
- (1) must not be counted in a quorum;
  - (2) must not vote on the matter; and
  - (3) must not be present while the matter is being considered at the meeting.
- 102.2. If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Law from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.

### **103. Director to Disclose Interests**

- 103.1. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Council must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the directors or by written notice to the secretary of the Council.
- 103.2. A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director must declare at a meeting of the directors of the Council or by written notice to the secretary of the Council the fact and the nature, character and extent of the conflict.

### **104. Effect of Interest in Contract**

104.1. If a director has an interest in a contract or proposed contract with the Council (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the directors, and the director discloses the nature and extent of the interest or duty at a meeting of the directors or by written notice to the secretary of the Council:

- (1) the contract may be entered into; and
- (2) if the disclosure is made before the contract is entered into:
  - (a) the director may retain benefits under the contract even though the director has an interest in the contract;
  - (b) the Council cannot avoid the contract merely because of the existence of the interest; and
  - (c) the director is not disqualified from the office of director.

the purposes of rule 104.1 "contract" includes an arrangement, dealing or other transaction, either as vendor, purchaser, mortgage or otherwise.

### **105. Other Interests**

- 105.1. Without limiting rule 103 or rule 104 a director may to the extent permitted by the Law:
- (1) hold any other office or place of profit under the Council (other than the office of auditor) in conjunction with the office of director; and
  - (2) be interested in any operation, undertaking or business undertaken or assisted by the Council or in which the Council is or may be interested.

## **106. Extension of meaning of "Council"**

- 106.1. For the purposes of rules 103, 104 and 105 "Council" includes any subsidiary of the Council and any other company in which the Council or any subsidiary of the Council is or becomes a shareholder or is otherwise interested.

## **INADVERTENT OMISSIONS**

### **107. Formalities Omitted**

- 107.1. If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially. The decision of the directors is final and binding on all members.

## **SECRETARY**

### **108. Terms of Office of Secretary**

- 108.1. A secretary of the Council holds office on the terms and conditions (including as to remuneration) that the directors determine.

## **MINUTES**

### **109. Minutes to be Kept**

- 109.1. The directors must ensure that:

- (1) minutes of all proceedings of general meetings and of meetings of its directors are entered, within 1 month after the relevant meeting is held, in books kept for that purpose; and
- (2) those minutes are signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

- 109.2. limiting rule 109.1

- (1) the directors must cause minutes to be made of:
- (2) all appointments of officers and servants;
- (3) the names of the directors and alternate directors present at all meetings of directors and the Council; and
- (4) of the method by which a meeting of directors was held.

## **EXECUTION OF DOCUMENTS**

### **110. Company Seal**

110.1. The Council may, but need not, have a common seal.

### **111. Use of Company Seal**

111.1. If the Council has a common seal the directors must provide for its safe custody.

111.2. The common seal may not be fixed to any document except by the authority of a resolution of the directors or of a committee of the directors duly authorised by the directors.

111.3. The Council executes a document with its common seal if the fixing of the seal is witnessed by:

- (1) 2 directors of the Council; or
- (2) a director and a company secretary of the Council.

### **112. Execution of Documents Without Common Seal**

112.1. The Council may execute a document without a seal if the document is signed by:

- (1) 2 directors of the Council; or
- (2) a director and a company secretary of the Council.

### **113. Execution – General**

113.1. A director may sign any document as director, with or without the seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of this constitution as to execution despite his or her interest.

113.2. Rules 114 and 115 do not limit the ways in which the directors may authorise documents to be executed on behalf of the Council.

## **ACCOUNTS, AUDIT AND RECORDS**

### **114. Accounts**

- 114.1. The directors must cause proper accounting and other records to be kept in accordance with the Law.
- 114.2. The directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) as required by the Law.

### **115. Audit**

- 115.1. A registered company auditor must be appointed.
- 115.2. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

### **116. Rights of Inspection**

- 116.1. Subject to the Law and this constitution, the directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Council or any of them are open to the inspection of members other than directors, and a member other than a director does not have the right to inspect any document of the Council except as provided by law or authorised by the directors or by the Council in general meeting.

## **NOTICES**

### **117. Persons Entitled to Notice of General Meeting**

- 117.1. Written notice of a meeting of the Council's members must be given individually to:
  - (1) each member entitled to vote at the meeting;
  - (2) each director; and
  - (3) the Council's auditor.
- 117.2. No other person is entitled to receive notice of general meetings.

## **118. How Notice is Given**

118.1. The Council may give the notice of meeting to a member:

- (1) personally;
- (2) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (3) by sending it to the fax number or electronic address (if any) nominated by the member.

## **119. When Notice Is Given**

119.1. A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

119.2. Except as provided by rule 119.3, a notice of meeting sent by fax, or other electronic means, is also taken to be given on the business day after it is sent.

119.3. Service by fax or electronic mail is not effective if:

- (1) in the case of service by fax, the Council's fax machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent;
- (2) in the case of service by electronic mail, the Council's computer reports that delivery has failed; or
- (3) in either case the addressee notifies the Council immediately that the notice was not fully received in a legible form.

119.4. For the purpose of this rule 119 "business day" means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Council has its registered office.

## **INDEMNITY AND INSURANCE**

### **120. Indemnity**

120.1. To the extent permitted by the Law, the Council indemnifies:

- (1) every person who is or has been an officer of the Council; and
- (2) where the board of directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Council;

against any liability incurred by that person in his or her capacity as an officer of the Council or of the related body corporate (as the case may be):

- (3) to any other person (other than the Council or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and

(4) for costs and expenses:

- a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
- b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

## **121. Insurance**

121.1. The Council may, where the board of directors considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Council against any of the following liabilities incurred by the person as an officer, namely:

(1) any liability which does not arise out of conduct involving:

- a) a wilful breach of duty in relation to the Council; or
- b) without limiting rule 121.1, a contravention of subsection 232(5) or (6) of the Law; and

(2) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in rule 121.1(1).

121.2. In the case of a director, any premium paid pursuant to this rule is paid in addition to remuneration paid to that director by the Council pursuant to this constitution.

## **122. Director Voting on Contract of Insurance**

122.1. Despite anything in this constitution, a director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the director against a liability incurred by the director as an officer of the Council or of a related body corporate.

## **123. Meaning of "Officer"**

123.1. For the purposes of rules 120, 121 and 122, "officer" means a director, Secretary or executive officer.



## **WINDING UP**

### **124. Winding Up**

- 124.1. If upon the winding up or dissolution of the Council any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Council but must be given or transferred to some other institution or institutions determined by the members of the Council at or before the time of dissolution.
- 124.2. If the members do not make the necessary determination under rule 124.1, the Council may apply to the Supreme Court to determine the institution or institutions.
- 124.3. No institution is eligible to receive property under this rule 124 unless:
- (1) it has objects similar to the objects of the Council;
  - (2) its constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under rules 5 and 6 and this rule 124; and
- its income is exempt under Division 50 of the Income Tax Assessment Act 1997

## **SIGNING**

### **125. Signing**

- 125.1. The Foundation Member is the first member of the Council and agrees to this condition.

**Name of Foundation  
Member**

**Signature of Foundation  
Member**

**Signature and Name,  
Address and Occupation of  
Witness to Signature**

AgForce Queensland  
Industrial Union of  
Employers

Signature

Full Name

Address

Occupation