

PRIMARY PRODUCERS SA

RULES OF ASSOCIATION

As amended at Special Meeting, 14 March 2014

Rules of Primary Producers SA Incorporated

Table of Contents

Preliminary	2
1. Name	2
2. Defined terms and interpretation.....	2
3. Objects and powers.....	4
4. Rules	5
5. Membership	5
6. General Meetings.....	9
7. Management.....	13
8. Financial matters.....	17
9. Winding up or deregistration	18
10. Other matters.....	18
11. Transitional Provisions	20

Preliminary

1. Name

The name of the incorporated association is Primary Producers SA Incorporated referred to herein as the “**Association**”.

2. Defined terms and interpretation

2.1 **Defined terms**

In these Rules, unless the contrary intention appears:

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

Administrative Issue means an issue of an administrative or financial nature that is not a Cross-Commodity Issue and is an issue which arises in the ordinary course of managing and administering the affairs and rules of the Association.

CEO means a manager appointed by the Council under rule 7.1(b)(iv) who will be entitled to observe Council meetings but does not carry any voting rights.

Chair a person elected by the Council, as provided in these Rules, to preside over Council meetings and General Meetings as chairperson.

Council means the committee of management of the Association.

Councillor means a natural person nominated by a Member to represent that Member on the Council.

Council Observer means the executive officer or other nominee of each Member who is entitled to observe Council meetings but has no voting rights.

Cross-Commodity Issue means an issue that affects multiple industry groups involved in Primary Production including, but not limited to, issues such as:

- i) Natural resource management;
- ii) Taxation;
- iii) Government levies and charges;
- iv) Planning and land security;
- v) Transport and Logistics Issues;
- vi) Animal Welfare;
- vii) Bio-security;
- viii) Water policy, cost and/or availability;
- ix) Workcover;
- x) Industrial relations;
- xi) Occupational health and safety;
- xii) Government or administrative regulation;
- xiii) Education and training;
- xiv) Sustainability of primary production;
- xv) State and Federal cost distortions and competition;
- xvi) Research, development and extension funding;
- xvii) Rural development and social concerns;

- xviii) Market access and development; and
- xix) Drought and environmental sustainability policy.

Electronic Communication means communication in the form of email, short message service (SMS) or other method approved by the Council.

Financial Year means a financial year of the Association, as determined under rule 8.2.

General Meeting means a general meeting of Members convened in accordance with these Rules.

Grain Producers SA means the public company limited by guarantee called Grain Producers SA Limited ABN 43 154 897 533.

Horticulture Coalition of SA Incorporated means the incorporated association called Horticulture Coalition of SA Incorporated.

Joining Fee means the fee payable by a Member upon acceptance into the Association as a Member, as determined from time to time by the Council.

Livestock SA means the incorporated association called Livestock SA Incorporated.

Member means a member of the Association, and where the context implies, the natural person authorised to represent that member at General Meetings of the Association pursuant to Rule 6.11.

Month means a calendar month.

Ordinary Resolution means a resolution passed by a simple majority of members present and entitled to vote.

Pork South Australia means the incorporated association called Pork South Australia, registration number A41690.

Previous Constitution means the constitution of the South Australian Farmers Federation Incorporated in force immediately before these Rules were adopted.

Primary Producer means a person or business entity, however constituted, that is engaged in Primary Production.

Primary Production means any form of plant and or animal cultivation other than aquaculture and mining.

Regulations mean regulations under the Act.

South Australian Dairy Farmers Association means the incorporated association called South Australian Dairy Farmers Association Incorporated ABN: 70 250 523 225.

Special Resolution means a special resolution as defined in the Act.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

Wine Grape Council of SA means the incorporated association called Wine Grape Council of South Australia Incorporated ABN: 15 358 317 535

2.2 Interpretation

In these Rules, unless the contrary intention appears:

- (a) a reference to any document is a reference to that document as varied, amended, substituted or replaced from time to time;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a gender includes all genders;
- (d) the use of the word 'including' does not limit what else might be included;
- (e) a reference to a thing includes all or any part of it;
- (f) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (g) a reference to a person or entity includes a natural person, a partnership, corporation, trust, association, unincorporated body, authority or other entity;
- (h) a reference to a party includes that party's legal personal representative successors and permitted assigns;
- (i) a term which purports to bind or benefit two or more persons binds or benefits them jointly and severally; and
- (j) a reference to a statute, ordinance, code or other law includes regulations and other instruments issued under it and amendments, re-enactments or replacements of any of them.

2.3 Resolutions

Any reference to a 'resolution' in a clause of these Rules shall be read as a reference to an Ordinary Resolution, unless a different type of resolution is required for the purposes of that clause (either by these Rules or the Act).

2.4 Questions of interpretation

The Council will be the sole authority for the interpretation of these Rules and of any by-laws which the Council is authorised and empowered to make. The decision of the Council upon any question of interpretation or of any matter affecting the Association and not provided for by these Rules will be final and conclusive.

3. Objects and powers

3.1 Objects

The objects of the Association are as follows:

- (a) To vigorously represent the interests and concerns of Primary Producers to government and community;
- (b) To present one voice to government and the wider community on Cross-Commodity issues affecting Primary Producers in South Australia;
- (c) To promote the importance of Primary Production in South Australia and ensure that the contributions and achievements of Primary Producers are acknowledged and appreciated; and
- (d) To assist stakeholders and suppliers to Primary Production where such assistance will ultimately benefit Primary Producers.

3.2 Powers

For the purpose of carrying out its objects, the Association:

- (a) will have all the powers conferred by section 25 of the Act;
- (b) will have the power to retain and employ persons for the purposes of the Association;
- (c) will have the power to raise revenue from such sources as the Council shall determine from time to time;
- (d) will have any powers necessary to carry out the objects as outlined above (to be determined by the Council acting reasonably); and
- (e) may do all other things that may be incidental or conducive to attaining its objects.

3.3 Application of Funds

The assets and income of the Association must be applied in furtherance of its objects. A portion may be applied or distributed (directly or indirectly) to the Members as *bona fide* remuneration for services rendered or expenses incurred on behalf of the Association in the furtherance of its objects.

4. Rules

- (a) These Rules will bind the Association and every Member to the same extent as if they had signed them, and agreed to be bound by all of their provisions.
- (b) These Rules may be altered (including an alteration to the name of the Association), or be rescinded and replaced by substituted rules, by a Special Resolution of the Members. Such an alteration will be registered as required by the Act.

5. Membership

5.1 Members

- (a) The initial Members of the Association, on adoption of these Rules, are as follows:
 - Horticulture Coalition of SA (subject to successful incorporation and approval by the Corporate Affairs Commission);
 - Wine Grape Council of SA;
 - Grain Producers SA Limited;
 - South Australian Dairy Farmers Association;
 - Livestock SA (subject to successful incorporation and approval by the Corporate Affairs Commission);
 - Pork South Australia.
- (b) The Members listed in (a) will be liable to pay a Joining Fee, and will be liable for annual subscriptions (if applicable under clause 5.3).

5.2 Additional Members

- (a) The Council will consider applications for additional membership to the Association from organisations, groups or entities involved in Primary Production in South Australia whose aims, purposes and objects support the objects of the Association.
- (b) An applicant for membership of the Association must not be admitted to membership unless
 - (i) the application for membership is made accordance with rule 5.2(d); and

- (ii) admission as a Member is approved by the Council by majority vote.
- (c) On reasonable consideration of the Council, an applicant who applies, and is approved for membership as provided in these Rules, is eligible to be a member of the Association on payment of the Joining Fee and annual subscription payable under these Rules.
- (d) An application for membership of the Association must:
 - (i) be made in writing; and
 - (ii) be lodged with the Secretary.
- (e) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Council.
- (f) The Council must determine whether to approve or reject the application.
- (g) If the Council approves an application for membership, the Secretary must, as soon as practicable:
 - (i) notify the applicant in writing of the approval for membership; and
 - (ii) request payment, within 28 days after receipt of the notification of approval, of the sum payable as determined by the Council as the Joining Fee and the first year's annual subscription.
- (h) The Secretary must, within 28 days after receipt of the amounts referred to in rule 5.2(g), enter the applicant's name in the register of Members.
- (i) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when the applicant's name is entered in the register of Members.
- (j) If the Council rejects an application, the Council must, as soon as practicable, notify the applicant in writing that the application has been rejected, and the grounds for rejection. The Council's decision is final and not subject to review.
- (k) A right, privilege, or obligation by reason of membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person, group or entity; and
 - (ii) terminates upon the cessation of membership whether by resignation or otherwise.

5.3 Fees

- (a) The Joining Fee will be such amount (if any) as approved by the Council from time to time.
- (b) The annual subscription will be such amount as approved by the Council and will be payable in advance on or before the start of each Financial Year or at such other time as the Council determines.

5.4 Register of members

- (a) The Secretary must keep and maintain a register of Members containing:
 - (i) the name and address of each Member; and
 - (ii) the date on which each Member's name was entered in the register.

- (b) The register is available for inspection, free of charge, by any Member upon request noting always that the information is confidential and the Member must not disclose the information to a third party unless required at law to do so.
- (c) A Member may make a copy of entries in the register.

5.5 Ceasing membership

- (a) A Member of the Association who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving twelve month's notice in writing to the Secretary of his or her intention to resign. Such resignation shall take effect on the expiry of that period.
- (b) The Secretary must record in the register of Members the date on which a Member ceased to be a Member.
- (c) If a Member resigns from the Association pursuant to this rule 5.5, then the Member will be refunded on a pro-rata basis the annual subscription fee calculated from the effective date of the resignation (which shall include the 12 month notice period) to the end of the relevant subscription period.

5.6 Discipline, suspension and expulsion of Members

- (a) Subject to these Rules, if the Council is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member (including non-payment of fees) or prejudicial to the interests of the Association, the Council may by resolution:
 - (i) suspend that Member from membership of the Association for a specified period; or
 - (ii) expel that Member from the Association.
- (b) A resolution of the Council under rule 5.6(a) does not take effect unless at a meeting held in accordance with rule 5.6(c), the Council confirms the resolution with a two-thirds majority vote in favour of the resolution.
- (c) A meeting of the Council to confirm or revoke a resolution passed under rule 5.6(a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with rule 5.6(d).
- (d) For the purposes of giving notice in accordance with rule 5.6(c) the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
 - (i) setting out the resolution of the Council and the grounds on which it is based;
 - (ii) stating that the Member, or the Member's Councillor, may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member;
 - (iii) stating the date, place and time of that meeting;
 - (iv) informing the Member that the Member may do one or both of the following:
 - (A) attend that meeting;
 - (B) give to the Council before the date of that meeting a written statement seeking the revocation or variation of the resolution; and

- (v) informing the Member that, if at that meeting, the Council confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (e) At a meeting of the Council to confirm or revoke a resolution passed under rule 5.6(a), the Council must:
 - (i) give the Member, or the Member's Councillor, an opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine by resolution whether to confirm or to revoke the resolution and provide notice of the decision to the Member.
- (f) If at the meeting of the Council, the Council confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.
- (g) If the Secretary receives a notice under rule 5.6(f), he or she must notify the Council and the Council must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (h) At a General Meeting of the Association convened under rule 5.6(g):
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (iii) the Member, or the Member's Councillor, must be given an opportunity to be heard; and
 - (iv) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (i) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members present (either in person or by proxy) and entitled to vote support the resolution. In any other case, the resolution is revoked.
- (j) If a Member is expelled from the Association pursuant to this rule 5.6, then the Member will be refunded on a pro-rata basis the annual subscription fee calculated from the date of the motion to remove to the end of the relevant subscription period.

5.7 Disputes and mediation

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (i) a Member and the Council; or
 - (ii) a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement, a person who is a mediator appointed or employed by the Institute of Arbitration and Mediators Australia.
- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (g) The mediator must not determine the dispute.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

6. General Meetings

6.1 **Annual general meetings**

- (a) Subject to section 39 of the Act, the Council may determine the date, time and place of the annual General Meeting of the Association.
- (b) The notice convening the annual General Meeting must specify that the meeting is an annual General Meeting.
- (c) The ordinary business of the annual General Meeting will be to:
 - (i) confirm the minutes of the previous annual General Meeting; and of any General Meeting held since that meeting;
 - (ii) receive from the Council reports upon the transactions of the Association during the last preceding Financial Year;
 - (iii) confirm the nominated Councillor of each Member;
 - (iv) confirm the nominee of each Member to serve as a Council Observer;
 - (v) elect the Secretary and Treasurer of the Association from the pool of Councillors;
 - (vi) appoint a public officer for the Association;
 - (vii) consider the appointment of auditors, if required by the Act; and
 - (viii) consider any other business requiring consideration by the Association.
- (d) The annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

6.2 Special general meetings

- (a) In addition to the annual General Meeting, any other General Meetings may be held in the same year.
- (b) All General Meetings other than the annual General Meeting are special General Meetings.
- (c) The Council may, whenever it thinks fit, convene a special General Meeting of the Association.
- (d) If, but for this rule, more than 15 months would elapse between annual General Meetings, the Council must convene a special General Meeting before the expiration of that period.
- (e) The Council must, on the request in writing of Members representing not less than 20 per cent of the total number of Members, convene a special General Meeting of the Association.
- (f) The request for a special General Meeting must:
 - (i) state the objects of the meeting;
 - (ii) be signed by the Members requesting the meeting; and
 - (iii) be sent to the address of the Secretary.
- (g) If the Council does not cause a special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a special General Meeting to be held not later than 3 months after that date.
- (h) If a special General Meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Council and all reasonable expenses incurred in convening the special General Meeting must be refunded by the Association to the persons incurring the expenses.

6.3 Special business

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

6.4 Notice of general meetings

- (a) The Secretary must, at least 14 days (or if a Special Resolution has been proposed, at least 21 days) before the date fixed for holding a General Meeting of the Association, cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (c) A Member intending to bring any business before a meeting may notify the Secretary in writing, or by Electronic Communication, the nature of that business, and the Secretary must include that business in the notice calling the next General Meeting.

6.5 Quorum at general meetings

- (a) No item of business may be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (b) At least 80 per cent of Members present (either in person or by proxy) and entitled to vote constitute a quorum for the conduct of the business of a General Meeting.
- (c) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
 - (ii) in any other case, the meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, then 65 per cent of Members personally present or appearing by proxy, and entitled to vote will be a quorum.

6.6 Chairperson at general meetings

- (a) The Chair will preside as chairperson at each General Meeting of the Association.
- (b) If the Chair is absent from a General Meeting, or is unable to preside, the Members present must select one of their number to preside as chairperson of the meeting.
- (c) In the absence of the Chair, the Member selected to act as chairperson of the meeting will remain entitled to a deliberative vote, but not a second or casting vote.

6.7 Adjournment of meetings

- (a) In addition to the adjournment procedure in rule 6.5, the person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 6.4.
- (d) Except as provided in rule 6.7(c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

6.8 Voting at general meetings

- (a) Upon any question arising at a General Meeting of the Association, a Member has one vote only.
- (b) All votes must be given personally or by proxy.
- (c) In the case of an equality of voting on a question:
 - (i) First, the chairperson of the meeting shall call for a re-vote; and

- (ii) Secondly, in the event that there remains an equality of votes after a re-vote, the chairperson shall perform a random draw 'from a hat' to decide the outcome.
- (d) A Member will not be entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid unless the Council has resolved prior to the General Meeting that the Member is entitled to vote.

6.9 Secret poll at general meetings

- (a) If at a General Meeting a secret poll on any question is demanded by the Chairperson or a Member, it must be taken at that meeting in such manner as the Chair may direct (subject to the poll being conducted so that each Member's vote in the poll is not disclosed to other Members and remains confidential) and the resolution of the secret poll shall be deemed to be a resolution of the meeting on that question.
- (b) A secret poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chair may direct.
- (c) The Chair will act as the returning officer in relation to a secret poll, except where the Members nominate a member of the Council to perform this role.

6.10 Manner of determining whether resolution carried

- (a) If a question arising at a General Meeting of the Association is determined on a show of hands:
 - (i) a declaration by the chairperson that a resolution has been:
 - (A) carried;
 - (B) carried unanimously;
 - (C) carried by a particular majority; or
 - (D) lost; and
 - (ii) an entry to that effect in the minutes of the Association,

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

6.11 Member Nominee

- (a) The Councillor of each Member will represent that Member at any General Meeting and is entitled to vote in place of the Member subject to rule 6.11(b) and 6.11(c).
- (b) A Member may nominate an alternative natural person to represent the Member at a General Meeting in place of their Councillor. The notice of nomination in this rule 6.11(b) must be sent to the Secretary prior to the commencement of the meeting. The Member may at any time by notice to the Secretary remove the natural person nominated pursuant to this rule 6.11, and appoint another natural person in their place.
- (c) Any representative nominated by a Member pursuant to Rule 6.11(a) above may not attend or vote at a General Meeting (as a representative of that Member) in respect of which that Member has appointed a proxy under clause 6.12.

6.12 Proxies

- (a) Each Member is entitled to appoint another Member as a proxy by written notice given prior to the starting time of the General Meeting in respect of which the proxy is appointed.
- (b) The appointment of a proxy under rule 6.12(a) lapses after the conclusion of the General Meeting in respect of which the proxy is appointed.

6.13 Circulating Resolutions

- (a) If all the Members who are eligible to vote on a resolution at a General Meeting have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a General Meeting held on the day on which the document was last signed by a Member.
- (b) For the purposes of clause 6.13(a), two or more identical documents, each of which is signed by one or more Members, together constitute one document signed by those Members on the days on which they signed the separate documents.
- (c) Any document referred to in this clause may be in the form of an Electronic Communication.

7. Management**7.1 Council**

- (a) The affairs of the Association will be administered by the Council.
- (b) The Council:
 - (i) must manage and control the funds and other property of the Association;
 - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members;
 - (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association; and
 - (iv) may appoint a CEO (whether called manager, chief executive officer or otherwise) to be responsible for the day-to-day management of the Association, and may delegate such tasks to that CEO as the Council believes to be appropriate from time to time. The CEO will be entitled to sit in on Council meetings however will have no voting rights.
 - (v) may have a meeting without the CEO.
- (c) The Council shall consist of:
 - (i) the Chair; and
 - (ii) Councillors, comprising of one Councillor from each Member of the Association.
- (d) The officers of the Association shall be nominated from the pool of Councillors who form part of the Council and shall comprise:

- (i) a Treasurer; and
 - (ii) a Secretary.
- (e) On adoption of these Rules the Council will be:
- (i) The Chair, who is to be appointed at the first meeting of the Council;
 - (ii) David Basham (Councillor for South Australian Dairy Farmers Association);
 - (iii) Simon Berry (Councillor for Wine Grapes Council of SA);
 - (iv) Mike Redmond (Councillor for Horticulture Coalition of SA);
 - (v) Garry Hansen (Councillor for Grain Producers SA);
 - (vi) Andrew Johnson (Councillor for Pork South Australia);
 - (vii) Richard Halliday (Councillor for Livestock SA).
- (f) The Secretary must keep and maintain a register of Councillors containing:
- (i) the name and address of each Councillor; and
 - (ii) the date on which each Councillor's name was entered in, or removed from, that register.

7.2 Officers

- (a) Each officer of the Association will hold office until the annual General Meeting next after the date of his or her election but is eligible for re-election.
- (b) In the event of a casual vacancy in any office referred to in rule 7.1(d), the Council may appoint one of its Councillors to the vacant office and the Councillor appointed may continue in office up to and including the conclusion of the annual General Meeting next following the date of the appointment.

7.3 Councillors

- (a) Subject to these Rules, each Councillor will hold office until they are replaced, by written notice to the Secretary, as the Councillor by the particular Member that they represent.
- (b) In the event of a casual vacancy occurring in the office of a Councillor, the Council may accept the appointment of a replacement Councillor to fill the casual vacancy, to be nominated at the sole discretion of the Member from where the casual vacancy was created. This alternative Councillor will hold office, subject to these Rules, until they are replaced by written notice to the Secretary as the Councillor by the particular Member that they represent.

7.4 Confirmation of Councillors

- (a) Each Member must provide confirmation of that Member's Councillor:
 - (i) made in writing, signed by the nominating Member and accompanied by the written consent of the nominated Councillor (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Secretary of the Association within 7 days of the appointment.

7.5 Election of officers

- (a) The Council will elect a Secretary and Treasurer from the pool of Councillors confirmed by the Members at the annual General Meeting.
- (b) If there are insufficient Councillors prepared to act as the Secretary and/or Treasurer of the Association the CEO will act as Secretary and/or Treasurer on an interim basis until the next Council Meeting following the annual General Meeting.
- (c) In the event that the CEO is acting as Secretary and/or Treasurer in accordance with Rule 7.5(b):
 - (i) at the next Council Meeting following the annual General Meeting the Chair will call for Members to nominate an alternative Councillor from their number who will replace the existing Councillor and is prepared to act as both a Councillor and Secretary/Treasurer; and
 - (ii) The Council shall appoint the Secretary and/or Treasurer from the pool of alternative Councillors referred to in 7.5(c)(i).

7.6 Vacancies

The office of an officer of the Association, or of a Councillor, becomes vacant if the officer or Councillor:

- (a) becomes permanently incapacitated due to ill health;
- (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (c) ceases to be affiliated with a Member;
- (d) resigns from office by notice in writing given to the Secretary;
- (e) is prohibited from being a member of the Council under the Act; or
- (f) in the case of a Councillor, that Councillor is removed pursuant to Rule 7.12.

7.7 Meetings of the Council

- (a) The Council will meet as often as is required, but at least four (4) times in each year at such place and such times as the Council may determine.
- (b) Councillors may meet together either in person or (providing that all persons participating in the meeting are able to hear and be heard by all other participants) by telephone and otherwise regulate their meetings and proceedings as they think fit. Any person not present in person at a meeting but participating in the meeting will be deemed for the purpose of these Rules to be present at that meeting.
- (c) Special meetings of the Council may be convened by the Chair or on request by any two (2) Councillors.

7.8 Notice of Council meetings

- (a) Written notice of each Council meeting must be given to each Councillor at least fourteen (14) business days before the date of the meeting, however a Council meeting may be held on shorter notice if agreed by all the Councillors in writing.
- (b) Written notice must be given to Councillors of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

7.9 Quorum for Council meetings

- (a) More than fifty per cent (50%) of Councillors shall constitute a quorum for the conduct of the business of a meeting of the Council.
- (b) In the event that a Councillor cannot attend a Council meeting, they may appoint an alternate to act as their proxy, by way of written notice to the Secretary prior to the meeting.
- (c) No business may be conducted unless a quorum is present.
- (d) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (i) in the case of a special meeting, the meeting lapses; and
 - (ii) in any other case, the meeting will stand adjourned to the same place and the same time and day in the following week.
- (e) The Council may act notwithstanding any vacancy on the Council.

7.10 Chairperson at Council meetings

At meetings of the Council:

- (a) the Chair will preside as chairperson; or
- (b) if the Chair is unable to preside, the Councillors present must choose one of their number to preside;
- (c) the Chair may be replaced by the Council by majority vote with effect from the date nominated by the Council;
- (d) nothing in these Rules prevents the Chair from also holding the position of CEO.

7.11 Voting at Council meetings**(a) Administrative Issues**

- (i) Questions arising at a meeting of the Council in relation to an Administrative Issue will be determined on a show of hands or, if a Councillor requests, by a poll taken in such manner as the chairperson may determine.
- (ii) Each Councillor present at a meeting of the Council is entitled to one vote in relation to Administrative Issues.
- (iii) In the event of an equality of votes on an Administrative Issue:
 - (A) First the chairperson of the meeting shall call for a re-vote; and
 - (B) Secondly, in the event that there remains an equality of votes after a re-vote, the chairperson shall perform a random draw 'from a hat' to decide the outcome.

the Chair may not exercise a vote, however if a Councillor is acting as chairperson, that chairperson may exercise a deliberative vote, but not a second or casting vote.

(b) Cross-Commodity Issues

- (i) Questions arising at a meeting of the Council in relation to a Cross-Commodity Issue will be discussed by the Council in an attempt to find a consensus.
- (ii) In the event that a consensus on a Cross-Commodity Issue is not achieved, the Secretary will record the position of each Councillor in the minutes of meeting.

7.12 Removal of Councillor

- (a) In the event that the majority of the Council wishes to remove a Councillor, the Secretary of the Association will in the first instance request, via written notice directed to the Member of which the Councillor is affiliated, that the Member appoint an alternative Councillor.
- (b) In the event that the request in 7.12(a) is ignored, the Association in General Meeting may, by Special Resolution, remove any Councillor and invite for an alternative Councillor to be appointed, by the same Member for which the removed Councillor represented.
- (c) A Councillor who is the subject of a proposed resolution referred to in rule 7.12(a) may make representations in writing to the Secretary or CEO of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (d) The Secretary or the CEO may give a copy of the representations to each Member or, if they are not so given, the Councillor may require that they be read out at the meeting.

7.13 Circulating Resolutions

- (a) If all the Councillors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a meeting of the Council held on the day on which the document was last signed by a Councillor.
- (b) For the purposes of clause 7.13(a), two or more identical documents, each of which is signed by one or more Councillors, together constitute one document signed by those Councillors on the days on which they signed the separate documents.
- (c) Any document referred to in this clause may be in the form of an Electronic Communication.

8. Financial matters**8.1 Funds and Accounts**

- (a) The Treasurer of the Association must:
 - (i) collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - (ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;

- (iii) keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association; and
- (iv) present the financial statements of the Association before the Members at the annual General Meeting.

8.2 Financial year

The financial year of the Association will end on the 30th day of June.

8.3 Borrowing powers

- (a) Subject to this Rule, the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Council sees fit, and may secure the repayment of that money by charging the property of the Association.
- (b) Subject to section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Council from time to time.

8.4 Audit

- (a) The Association may (and, if required by the Act, must) appoint an auditor.
- (b) Any auditor so appointed will hold office for such period as the Association determines.
- (c) An auditor has the rights and duties prescribed by the Act.

9. Winding up or deregistration

- (a) The Association may be wound up or deregistered in the manner provided for in the Act.
- (b) Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of a winding up or deregistration of the Association.
- (c) If upon the winding up or deregistration of the Association there remains 'surplus assets' as defined in the Act, such surplus assets will not be paid to or distributed amongst the Members, but must be paid or distributed to one or more funds, authorities or institutions:
 - (i) which are not carried on for the profit or gain of their members; and
 - (ii) which have objects that are similar to, or objects which include objects that are similar to, the objects of the Association,as selected by the Members at or prior to winding up or deregistration.

10. Other matters

10.1 Minutes of meetings

- (a) The Secretary must keep minutes of the resolutions and proceedings of each General Meeting, and each Council Meeting, together with a record of the names of persons present at those meetings.

- (b) Copies of Minutes of the resolutions and proceedings of each General meeting must be made available and circulated to all Members within fourteen (14) days.
- (c) The Council may develop a policy setting out situations where Minutes of Council Meetings may be distributed to Members and or the general public.

10.2 Operational Procedures

The Council may make such operational procedures or policies as it deems fit and may amend them in accordance with such procedures as it may adopt for that purpose.

10.3 Seal

- (a) The common seal of the Association must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures of two Councillors.

10.4 Notices

Any notice that is required to be given to a Member or a Councillor "Recipient", by or on behalf of the Association under these Rules may be given by Electronic Communication, unless the Recipient has specifically requested that the notice be given to them in one of the following manners:

- (a) sending it by prepaid post addressed to the Recipient at that Recipient's address as shown in the register of Members or register of Councillors (as the case may be);
- (b) facsimile transmission; or
- (c) delivering the notice to the Recipient personally

in which case the Notice shall be delivered pursuant to the request of the Member.

10.5 Public Officer

- (a) The Association must have a public officer for the purposes of the Act.
- (b) Unless the Council decides otherwise, the CEO will act as public officer.

10.6 Indemnity

- (a) Subject to the Act, every person who is or has been a Councillor, Officer, CEO or employee of the Association shall be indemnified out of the property of the Association against any liabilities, losses, costs, expenses and damages whatsoever sustained or incurred directly or indirectly in connection with that person's position in the Association and the discharge by the person of his or her duties within the Association except where:
 - (i) a liability is owed to the Association; or
 - (ii) the liability arose out of conduct which was not in good faith; or
 - (iii) legal costs in defending or resisting proceedings in which the person is found by a Court to have a liability for which the person cannot be indemnified under any of the foregoing provisions of this rule; or
 - (iv) legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- (b) For the purposes of this rule:

- (i) "conduct" includes acts and omissions;
 - (ii) "legal costs" means legal costs on a solicitor and client basis; and
 - (iii) the outcome of legal proceedings means the outcome of the proceedings and any appeal in relation to the proceedings.
- (c) Where a person seeks to rely on the indemnities contained in this rule, that person shall:
- (i) immediately notify the Association of any claim which gives rise to or could give rise to a liability of the Association to that person;
 - (ii) permit the Association to conduct any negotiations and legal proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make an admission or payment in relation thereto;
 - (iii) not make any admission without the prior written consent of the Association; and
 - (iv) promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- (d) The Association shall make the books of the Association available for inspection by any person who is or has been a Councillor or employee of the Association (at all reasonable times) for the purposes of any investigations or legal proceedings whether directly or indirectly relate to that person's position as a Councillor or employee of the Association:
- (i) to which the person is a party; or
 - (ii) that the person proposes in good faith to bring; or
 - (iii) that the person has reason to believe will be brought against the person.

10.7 Books and records

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

11. Transitional Provisions

- (a) These Rules will come into force immediately after they have been adopted by a Special Resolution of the South Australian Farmers Federation Incorporated.
- (b) These Rules replace the Previous Constitution (including any regulations, rules, policies or by-laws made thereunder) of the South Australian Farmers Federation Incorporated in its entirety.

- (c) Upon satisfaction of the Corporate Affairs Commission, the name of the Association shall be altered from "South Australian Farmers Federation Incorporated" to "Primary Producers SA Incorporated".
- (d) On adoption of these Rules, the following former sub-committees, or 'arms' of the Association shall cease to exist:
 - (i) The Policy Forum;
 - (ii) Sections;
 - (iii) Regions;
 - (iv) Branches.
- (e) All members of the Association under the Previous Constitution will cease being members of the Association on and from the date of adoption of these Rules.
- (f) On and from the adoption of these Rules the former board constituted under the Previous Constitution shall cease to hold office and the individuals named in Rule 7.1(e) shall constitute the initial Council of the Association.
- (g) At the first Council Meeting following adoption of these Rules, the Council will elect a Secretary and Treasurer from their number.
- (h) The Joining Fee for the initial Members of the Association payable following adoption of these Rules will be as set out in a Memorandum of Understanding between the Members.
- (i) As and from adoption of these Rules, the administration of the EW Stevens Trust/Scholarship is to be conducted by the Council.
- (j) The lease for the premises utilised by the Association at level 1/67 South Terrace Adelaide expires on 31 July 2013 and it is acknowledged that the Association has make good and/or re-instatement obligations pursuant to the lease.
- (k) The adoption of these Rules will not affect anything done or permitted under the Previous Constitution, or any right or title accrued, or obligation or liability incurred, or duty or restriction imposed, before adoption of these Rules, and will not interfere with the prosecution or affect the course or validity of any legal proceedings then pending, or otherwise, under the Previous Constitution.
- (l) All resolutions of the former board of the Association and in force or current at the time of adoption of these Rules will cease to have operation as and from the adoption of these Rules.