

Rules for an Incorporated Association

Contents

Rules for an Incorporated Association.....	1
1. Name.....	3
2. Definitions.....	3
3. Objects or purposes of the association.....	3
4. Powers of the association.....	3
5. Membership.....	4
5.1 Membership Types.....	4
5.2 Subscriptions.....	4
5.3 Expulsion of a member.....	4
5.4 Register of members.....	5
6. The Board of the Association.....	5
6.1 Powers and duties.....	5
6.2 Appointment.....	5
6.3 Transitional Appointments.....	6
6.4 Proceedings of the board.....	6
6.5 Disqualification of board members.....	7
7. Bureau Branches.....	7
8. Branch Management.....	8
9. The seal.....	8
10. General meetings.....	8
10.1 Annual general meetings.....	8
10.2 Special general meeting.....	9
10.3 Notice of general meetings.....	9
10.4 Proceedings at general meetings.....	10
10.5 Voting at general meetings.....	10
10.6 Poll at general meetings.....	10
10.7 Special and ordinary resolutions.....	11
10.8 Proxies.....	11
11. Dispute Resolution.....	11

12. Minutes	11
13. Financial reporting	12
13.1 Financial year	12
13.2 Accounts to be kept	12
13.3 Accounts and reports to be laid before members	12
13.4 Annual returns	12
13.5 Appointment of auditor	12
14. Prohibition against securing profits for members	13
15. Winding up	13
16. Application of surplus assets	13
17. Alteration of Rules	13

1. Name

The name of the incorporated association is “The Agricultural Bureau of South Australia Incorporated”, referred to herein as ‘the association’.

2. Definitions

- ‘board’ means the committee of management of the association established pursuant to clause 6 of these rules and known as “The Board of the Agricultural Bureau of South Australia Inc”
- ‘branch’ means a branch of the Bureau established pursuant to clause 7 of these rules
- ‘bureau’ means the Agricultural Bureau of South Australia Incorporated
- ‘ex-officio board member’ means a board member by virtue of holding an office with an associated entity
- ‘general meeting’ means a general meeting of members of the association convened in accordance with these rules
- ‘likeminded agricultural organisation’ means an organisation which has similar objects or purposes to those outlined in these rules
- ‘member’ means a member of the association
- ‘month’ shall mean a calendar month
- ‘the Act’ means the Associations Incorporation Act 1985
- ‘special resolution’ means a special resolution defined in the Act.

3. Objects or purposes of the association

The objects of the association are to:

1. encourage excellence in agriculture, business management and sustainable natural resource management;
2. develop partnerships with government, agricultural businesses and regional organisations to further the purposes of the Bureau and its members;
3. encourage the development of community and industry networks which value knowledge, friendship, understanding, vision and leadership;
4. provide information, options and solutions to issues raised by members, Bureau Branches and Board members;
5. operate in an apolitical and non-religious manner; and
6. do any things not specifically stated in these objects that are incidental to or conducive to, or are necessary for the full attainment of these objects.

4. Powers of the association

The association shall have all the powers conferred by section 25 of the Act.

5. Membership

5.1 Membership Types

- a) **Member:** An individual person who supports the objects of the Association and agrees to be bound by its rules, upon application and payment of the annual subscription shall be a member of the association.
- b) **Association Member:** A likeminded agricultural organisation that supports the objects of the Association and agrees to be bound by its rules, upon application, payment of an annual subscription and approval by the Board shall be an association member.

5.2 Subscriptions

- a) The subscription fees for membership shall be such sum (if any) as the board shall determine from time to time.
- b) The subscription fees shall be due annually on 1 July and payable by 30 September or at a time that the board determines.
- c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the board may reinstate such a person's membership on such terms as it thinks fit.

5.3 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the board at which the matter will be determined.
- c) The determination of the board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.3 d below), cease to be a member 14 days after the board has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the public officer of the association within 14 days after the determination of the board has been communicated to the member.

- e) In the event of an appeal under 5.3 d) above, the appellant's membership of the association shall not be terminated unless the determination of the board to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the board is upheld.

5.4 Register of members

A register of members must be kept and contain:

- i. the name and address of each member
- ii. the date on which each member was admitted to the association, and
- iii. if applicable, the date of and reason(s) for termination of membership.

6. The Board of the Association

6.1 Powers and duties

- a) The affairs of the association shall be managed and controlled by the Board of the Agricultural Bureau of South Australia Inc ("the board") which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The board has the management and control of the funds and other property of the association.
- c) The board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The board shall appoint a public officer as required by the Act.

6.2 Appointment

- a) The board shall be comprised of no less than four (4) and no more than eight (8) members. The board shall appoint a Chairperson, deputy Chairperson, treasurer and deputy treasurer at the first board meeting following the AGM.
- b) In addition to this number, the board shall appoint ex-officio board members from time to time as it sees fit from relevant government agencies, regional community groups, industry bodies and likeminded agricultural organisations.
- c) A board member shall be a natural person.

- d) Board members shall be appointed at a properly convened meeting of the association
- e) One board member shall be appointed from each of the regions of South Australia determined by the board from time to time.
- f) A board member's term commences immediately following the general meeting at which they are appointed and expires at the closing of the third annual general meeting following their appointment.
- g) At each annual general meeting, one-third of the board membership shall retire by rotation.
- h) A retiring board member shall be eligible to stand for re-election without nomination provided always that they have not served more than nine consecutive years as a board member.
- i) Notice of all persons seeking election to the board shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- j) The board may appoint a person to fill the term of a casual vacancy. Such a board member shall commence holding office immediately following the meeting at which they were appointed and shall hold office until the end of the term of the vacancy they were appointed to fill.
- k) A board member may nominate an alternate board member to represent their region should they require a leave of absence for a set period of time within their term.

6.3 Transitional Appointments

At the 2015 Annual General Meeting, the members shall appoint:

- a) Two board members for a three year term
- b) Two board members for a two year term
- c) Two board members for a one year term

6.4 Proceedings of the board

- a) The board shall meet together for the dispatch of business at least twice per year.
- b) Questions arising at any meeting of the board shall be decided by a majority of votes. Each board member, excluding alternate and ex-officio board members, shall have one vote. In the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

- c) A quorum for a meeting of the board shall be one half of validly appointed board members, plus one, attending in person or via remote technology as approved by the board from time to time but excluding proxies, alternate and ex-officio board members.
- d) A member of the board having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.
- e) Board members may pass an ordinary resolution of the board without holding a meeting if a majority of all validly appointed board members state that they are in favour of the resolution in writing via electronic communication methods. In this case, any information or document which is required to be provided to board members before passing the resolution must be included with the resolution. Resolutions so passed shall be confirmed by the board at a subsequent meeting and entered into the minutes of the association.

6.5 Disqualification of board members

The office of a board member shall become vacant if a board member is:

- i. disqualified from being a board member by the Act
- ii. expelled as a member under these rules
- iii. permanently incapacitated by ill health
- iv. absent without apology from more than two subsequent meetings in a financial year.

7. Bureau Branches

There shall be branches of the bureau.

- a) The formation of a branch may be approved by the Board if, upon application to the board, the proposed branch has a foundation membership of at least 8 individuals who are willing to apply for membership to the bureau
- b) In the event of the membership of a branch becoming fewer than 8 or fails to operate within these rules, the board may close that branch in consultation with that branch
- c) A decision of the board about forming or closing a branch shall require no reasons from the board and shall be final
- d) Other agricultural groups may become branches;

- i. Members of such groups will be required to pay full membership fees in accordance with these rules
 - ii. These groups may choose a name which doesn't necessarily include "The Agricultural Bureau of South Australia", however they should acknowledge their affiliation on official communications
- e) The bureau shall maintain a register of approved bureau branches.

8. Branch Management

- a) Branches shall conduct business in a manner consistent with these rules and in accordance with the aims and objectives of the bureau
- b) The branch secretary shall provide such branch membership and office holder details as required to the Board of the Agricultural Bureau of South Australia Inc no later than 30 September each year.

9. The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and one other board member.

10. General meetings

10.1 Annual general meetings

- a) The board shall call an annual general meeting of the association in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c) The order of the business at the meeting shall be:
 - i. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii. the consideration of the accounts and reports of the board and the auditor's report

- iii. the appointment of board members
- iv. the appointment of auditors
- v. the setting of board member honoraria for the following year
- vi. any other business requiring consideration by the association in general meeting.

10.2 Special general meeting

- a) The board may call a special general meeting of the association at any time.
- b) Upon a requisition in writing of not less than 75 members of the association, the board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 10.2b above, the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the board, and for this purpose the board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

10.3 Notice of general meetings

- a) Subject to 10.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members, or by electronic mail to an address provided by Members and regularly used for correspondence.
- d) Where a notice is sent by post:
 - i. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - ii. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

- e) Where a notice is sent by electronic mail:
 - i. the service is effected by properly addressing and sending electronic mail containing the notice; and
 - ii. unless the contrary is proved, service will be taken to have been effected on the day following the electronic mail being sent.

10.4 Proceedings at general meetings

- a) Ten members present personally shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 10.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a board member or one of their own number to be the chairperson of that meeting.

10.5 Voting at general meetings

- a) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

10.6 Poll at general meetings

- a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

10.7 Special and ordinary resolutions

- a) A special resolution is a resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

10.8 Proxies

A member wishing to vote at a general meeting shall not be entitled to appoint a proxy to vote on their behalf at any general meeting of the association.

11. Dispute Resolution

- a) The dispute resolution procedure set out in this rule applies to disputes under these rules between -
 - a. a member and another member
 - b. 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 the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

12. Minutes

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the board (as relevant) at a subsequent meeting.

- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

13. Financial reporting

13.1 Financial year

The first financial year of the association shall be for a period of 12 months commencing on 1 July and ending on 30 June of each year.

13.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

13.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the board's statement and the board's report, shall be laid before members at the annual general meeting.

13.4 Annual returns

The annual (periodic) return shall be lodged with Consumer and Business Services, Corporate Affairs Commission, within six months after the end of each financial year. It shall be accompanied by a copy of the accounts, the auditor's report, the board's statement, and the board's report.

13.5 Appointment of auditor

- a) At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

- c) If an appointment is not made at an annual general meeting, the board shall appoint an auditor for the current financial year.

14. Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

15. Winding up

The association may be wound up in the manner provided for in the Act.

16. Application of surplus assets

- a) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

17. Alteration of Rules

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Alterations to the rules come into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by CBS, Corporate Affairs Commission.