

**DRAFT
CONSTITUTION
OF
VICTORIAN FARMERS FEDERATION**

ABN 67 079 980 304

**AS AMENDED BY RESOLUTION AT THE EXTRAORDINARY GENERAL
MEETING OF THE FEDERATION ON (LEAVE BLANK)**

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Constitution of Victorian Farmers Federation

1. PRELIMINARY

1.1 Name

The name of The Federation is the Victorian Farmers Federation (hereinafter called "**The Federation**").

1.2 Principal Office

The principal office of The Federation shall be in Victoria wherever the Board may from time to time resolve.

1.3 Sphere of Operation

The sphere of operation of The Federation shall lie predominantly within Victoria and such other area as the Board may from time to time resolve to realise the objects of The Federation.

1.4 Definitions and Interpretations

1.4.1 Definitions

"**Agenda Committee**" means a committee established by the Policy Council to approve recommendations for determination at Commodity Group and meetings of Members of The Federation.

"**Agriculture**" means:

- (a) production of food and fibre; and
- (b) industries and businesses related to the production of food and fibre.

"**Annual General Meeting**" means the annual general meeting of Members.

"**ASIC**" means the Australian Securities and Investments Commission.

"**Auditors**" means The Federation auditors from time to time.

"**Board**" means the board of directors of The Federation.

"**Board Chairperson**" means the chairperson of the Board.

"**Branch Annual Meeting**" the annual meeting for Members of a Branch.

"**Branch Chairperson**" means the chairperson of a Branch.

"**Branch Executive**" means the Branch President, Branch Vice President, Branch Secretary and Branch Treasurer and any other Members of the Branch elected to the Branch Executive by a Branch.

"**Branch President**" means the president of a Branch.

"**Branch Secretary**" means the secretary of a Branch.

"**Branch Treasurer**" means the treasurer of a Branch.

"**Branch Vice President**" means the vice president of a Branch.

"**Business Day**" means a day except a Saturday, Sunday or public holiday in Victoria.

"**Census Date**" is the annual date set from time to time by the Board at which the number of Members of Branches and Commodity Groups is determined.

"**Chief Executive Officer**" means the chief executive officer of The Federation.

"**Commodity Group**" means a commodity group determined in accordance with clause 7.

"**Commodity Group Annual Meeting**" means the annual meeting for Members of a Commodity Group.

"**Commodity Group Extraordinary Meetings**" means an extraordinary meeting of Members of a Commodity Group.

"**Commodity Group Chairperson**" means the chairperson of a Commodity Group and Commodity Policy Council as appropriate.

"**Commodity Group President**" means the president of a Commodity Group.

"**Commodity Group Vice President**" means the vice president of a Commodity Group.

"**Commodity Policy Council**" means the elected officers of a Commodity Group.

"**Corporations Act**" means the *Corporations Act 2001* (Cth).

"**Director**" means a director of The Federation.

"**External Director**" means a Director appointed in accordance with clause 10.6.

"**External Person**" means an individual selected by the Board to provide advice from time to time.

"**Extraordinary General Meeting**" means a meeting of the Members in accordance with clause 13.2.2.

"**Federal Council**" means the peak national bodies that represent the interests of Agriculture.

"**Issues Advisory Committee**" means a sub-committee of the Policy Council.

"**Member**" means a Voting Member and/or a Non-Voting Member.

"**Nominations Committee**" means a committee of the Board consisting of the President and two (2) External Persons.

"**Non-Voting Member**" means a person or entity admitted to a non-voting membership in accordance with clause 4.3.

"**Notice**" means a notice pursuant to clause 5 for purposes of this Constitution.

"Preferential System of Voting" means the preferential system of voting prescribed by the Board from time to time.

"Prescribed Ballot" means a ballot conducted by electronic, postal or any other means as resolved by the Board.

"Policy Council" means a committee of the Board that deals with general policy of The Federation.

"President" means the president of The Federation.

"Regional Representatives" means those individuals elected in accordance with clause 8.2.

"Registered Address" or **"Principal Office"** means 24-28 Collins Street Melbourne, Victoria 3000, Farrer House or as resolved by the Board.

"Secretary" means the secretary of The Federation.

"Subscription" means the annual fee payable by each Member in accordance with clauses 4.13 and 4.14.

"Vice President" means the vice president of The Federation.

"Voting Member" means a person or entity admitted to a full voting membership in accordance with clause 4.2.

1.4.2 Interpretations

In this Constitution, unless the contrary intention appears:

- (a) words in the singular number only shall include the plural and vice versa;
- (b) words stating persons include companies, corporations, and public bodies;
- (c) words importing a gender includes the other gender; and
- (d) headings are for convenience only and do not affect the interpretation of this Constitution.

1.5 Nature of The Federation

The Federation is an Australian public company incorporated under the Corporations Act and limited by guarantee.

2. OBJECTS OF FEDERATION

2.1 Objects of The Federation

The objects for which The Federation is established are:

- 2.1.1 to encourage and promote the development of Agriculture;
- 2.1.2 to unite Victorian Agricultural industries in one organisation;
- 2.1.3 to advance, promote, and protect the interests of The Federation and the interests of the Agricultural industries in which the Members are engaged in all

matters, including economic, legal, environmental and social matters and any other incidental matters;

2.1.4 to trade, to apply its profits and undertake activities or pursuits that support the objects and purposes of The Federation or are reasonably incidental to them;

2.1.5 to advance policies that will:

- (a) improve farm profitability;
- (b) protect farmers rights to farm;
- (c) improve and protect markets for agriculture produce; and
- (d) support rural communities;

2.1.6 to not support any activity that would make The Federation a trade union within the meaning of any relevant legislation.

2.2 **Achievement of objects**

To achieve the objects set out in clause 2.1, The Federation will:

2.2.1 provide for representatives to take part in the deliberations of policy matters;

2.2.2 make representations to or arrangements with any government, authority or municipality that may seem conducive to The Federation's objects;

2.2.3 provide such services as the Board resolves from time to time to Members and inform members of the public and Members in matters relating to Agriculture;

2.2.4 hold or arrange meetings in order to resolve the policy of The Federation from time to time and in order to inform Members and others on matters related to The Federation's objects;

2.2.5 not support with its funds any activity or endeavour which would make The Federation a trade union within of any applicable law;

2.2.6 not be aligned with any political party and the name of The Federation shall not be used in any way which may be construed as such an alignment. This shall not in any way inhibit or preclude any Member or official of The Federation exercising his ordinary civil rights in a private capacity nor prevent The Federation participating actively in the resolution of issues affecting primary production where political questions are or may be involved; and

2.2.7 apply all income, profits and other funds derived by The Federation to promoting the objects of The Federation and no portion of these funds shall, during the life of The Federation, be paid, transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Members of The Federation.

2.3 **Legal Capacity and Powers**

2.3.1 The Company has:

- (a) the legal capacity and powers of an individual; and
- (b) all the powers of an incorporated body, as provided in the Corporations Act.

- 2.3.2 The Federation must ensure that it complies with the conditions in any licenses granted by the Australian Securities and Investments Commission from time to time including the licence dated 5 September 1997 (issued by the predecessor to the Australian Securities and Investments Commission being the Australian Securities Commission).

3. **STRUCTURE**

3.1 **Structure of The Federation**

The Federation structure will consist of:

- 3.1.1 BRANCHES to which all Members must belong (clause 6);
- 3.1.2 COMMODITY GROUPS which represent the interests of a particular form of Agricultural production and or products (clause 7);
- 3.1.3 COMMODITY POLICY COUNCILS are elected by Members (who have registered for a Commodity Group pursuant to clause 4.4.2) to oversee and implement commodity specific policy and business (clause 8);
- 3.1.4 POLICY COUNCIL AND ISSUES ADVISORY COMMITTEES are sub-committees of the Board responsible for development and implementation of general policy matters (clause 9); and
- 3.1.5 BOARD which is responsible for the governance of The Federation and the implementation of non-commodity specific policy and business (clause 10).

4. **MEMBERSHIP**

4.1 **Membership - Numbers and Liability**

- 4.1.1 There shall be no limitation on the number of Members of The Federation.
- 4.1.2 In the event of The Federation being wound up, each Member undertakes to contribute such amount as may be required but not exceeding ten dollars (\$10).
- 4.1.3 For the purpose of this clause 4.1, "Member" includes a former member who was a Member at any time during the year preceding the date of the commencement of the winding up.
- 4.1.4 Former Members need not contribute in respect of a debt or liability of The Federation owing after they ceased being a Member.

4.2 **Voting Members**

4.2.1 ***Eligibility***

- (a) Subject to clause 4.5, any person or entity in whole or in part in the business of Agriculture or an allied industry and/or has an interest in Agriculture in any State or Territory of Australia, shall upon application, be eligible to be a Voting Member.
- (b) Notwithstanding clause 4.2.1(a), the Board may at its discretion admit to The Federation like minded persons and organisations as Voting Members with the appropriate conditions and rules resolved by the Board provided that the conditions and rules are not contrary to this Constitution.

4.2.2 **Nominees**

- (a) Any Member may nominate in writing a nominee to be part of that Member's membership and the nominee will be treated as a Member of The Federation provided that the nominee is involved in Agriculture in conjunction with the Member.
- (b) Every Member will be entitled to one vote, whether or not they exercise their discretion to appoint a nominee under clause 4.2.2(a).
- (c) Notwithstanding clause 4.2.2(b), a Member and his or her nominee will be entitled to one vote each at any meeting at which Members are entitled to vote.
- (d) The address of the first Member shall be deemed to be the address of the nominee for the purpose of service of notices pursuant to clause 5.
- (e) The discretion of the Board contained in clause 4.5 in respect of the admission of a Member shall equally apply to a nominee.

4.3 **Non-Voting Members**

- 4.3.1 Subject to clause 4.5, any person or entity that seeks to be a Member but is deemed to be ineligible to be a Voting Member will be eligible to be a Non-Voting Member.

4.4 **Membership Application**

- 4.4.1 The Board shall prescribe the application forms and payment methods for Members.
- 4.4.2 Application for membership shall be made to the Chief Executive Officer using the prescribed form resolved by the Board from time to time. The applicant shall register the Commodity Group or Commodity Groups of The Federation which represents the type of Agricultural production forming the greatest proportion of the Members' income.
- 4.4.3 Non-Voting Members are not required to register with a Community Group.
- 4.4.4 Every company, trust or partnership applying for membership of The Federation shall nominate on the application form the name and address of a natural person (in the case of a partnership, one of the partners) authorised to represent the Member at all meetings of The Federation and to vote on its behalf. A corporate Member may at any time by notice in writing addressed to the Chief Executive Officer at the Principal Office remove any such representative and appoint another in their place.
- 4.4.5 If an application for membership is rejected, the amount of subscription paid, if any, will be refunded to the applicant.

4.5 **Membership - Admission**

- 4.5.1 At its sole discretion the Board may decline an application for membership of The Federation for a Voting Member or Non-Voting Member on any of the following grounds:
 - (a) that the applicant has failed to observe the requirements of membership application contained in this Constitution;

- (b) that the applicant would or may be prejudicial or detrimental to the interests of The Federation if admitted as a Member or Non-Voting Member; or
- (c) any other reason resolved by the Board.

4.6 Membership - Honorary Life, Certificate of Merit

- 4.6.1 The Board may admit any person to Honorary Life Membership of The Federation or may award a Certificate of Merit in recognition of distinguished service rendered to The Federation.
- 4.6.2 A Commodity Group may recommend to the Board for any such award either on its own initiative or at the instance of any Member provided that such Member desiring to propose a person for admission to Honorary Life Membership or for an award of a Certificate of Merit shall do so in writing addressed to the Chief Executive Officer setting out an account of the distinguished service rendered to The Federation by the person proposed.

4.7 Membership - Resignation

- 4.7.1 A Member may resign from The Federation by giving written notice addressed and delivered to the Chief Executive Officer. The resignation shall take effect on and from the date of such notice following which the name of the Member shall be removed from the register and they shall cease to have any interest in or claim upon the funds of The Federation but shall remain indebted to The Federation for all contributions and other sums due by the Member to The Federation at the date of such notice. No refund of membership subscriptions shall be paid to any Member who resigns.
- 4.7.2 The Chief Executive Officer shall acknowledge receipt of the notice of resignation in writing.

4.8 Membership Termination

- 4.8.1 The membership of a Member will be terminated and the Member's name removed from the register of Members at the sole discretion of the Board if the Member:
 - (a) acted contrary to, or in disregard of the Constitution of The Federation;
 - (b) acts in any manner prejudicial or detrimental to the interests of The Federation;
 - (c) fails to pay the prescribed subscription and/or levy within 60 days of the date shown on the renewal notice; or
 - (d) on grounds prescribed from time to time by the Board.
- 4.8.2 The Member shall receive not less than thirty (30) days notice of the proposal for his removal of membership and what is alleged against that person and shall have the opportunity to appear before the Board to render the Member's personal explanation or have delivered to the Board an explanation in writing.
- 4.8.3 Upon termination the former Member shall have no interest or claim upon the funds of The Federation but shall remain indebted to The Federation for all contributions and other sums due by that person to The Federation at the date of termination of his membership.

4.8.4 Where a membership has two (2) Members and one (1) Member's membership is terminated, the membership of the remaining Member may continue solely at the Board's discretion.

4.9 Members not Partners

4.9.1 Membership of The Federation shall not create a partnership and Members shall in no way be liable for acts or omissions of another Member.

4.10 Members bound by the Constitution

4.10.1 Every Member of The Federation shall be bound by the Constitution as altered or varied from time to time.

4.11 Membership Register

4.11.1 The Chief Executive Officer shall cause to be kept a register of Members in which shall be entered upon admission of each Member and their nominees:

- (a) name;
- (b) postal address/registered address/electronic address as applicable;
- (c) the membership category;
- (d) Commodity Group/s to which the member has registered;
- (e) the Branch with which registered; and
- (f) other contact details including email address, phone and fax numbers.

4.11.2 A Member must promptly notify the Chief Executive Officer in writing of any change in the Member's address.

4.12 Membership Payments - Where Payable

4.12.1 Membership payments shall be payable as set out in the Member's membership fee invoice or by arrangement with the Chief Executive Officer, to the credit of a banking account of The Federation.

4.13 Membership Subscriptions – Voting Members

4.13.1 The process to determine the Voting Member annual subscription fee and the additional annual subscription fee or levy is as follows:

- (a) each Commodity Policy Council shall recommend to the Board the amount of the additional annual subscription fee or levy payable by Voting Members registering for the Commodity Group; and
- (b) the Board shall then resolve the amount which will be deemed to be the base annual subscription of The Federation plus the additional annual subscription fee or levy recommended by the Commodity Policy Council.

4.14 Membership Subscriptions - Non-Voting Member

4.14.1 The Board shall resolve the amount of the annual subscription payable by Non-Voting Members from time to time.

5. SERVICE OF NOTICES

5.1 Membership - Service of Notice

- 5.1.1 Members may from time to time receive notices of various meetings of The Federation including Branch Annual Meetings, Commodity Annual Meetings and Annual General Meetings. Members may also receive notice of other information from The Federation. Notice must be given in accordance with this clause 5.
- 5.1.2 Each Member shall give to the Chief Executive Officer an address to which notices may be sent to the Member from time to time and provide details of any change in address. The address for notices may include a fax number and an email address.
- 5.1.3 The Federation may give the notice to a Member:
- (a) personally;
 - (b) 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;
 - (c) by sending it to the fax number nominated by the Member;
 - (d) by sending it to the Member by other electronic means (if any) nominated by the Member;
 - (e) by notifying the Member in accordance with clause 5.1.4; or
 - (f) by publishing the notice in The Federation's journal.
- 5.1.4 If a Member nominates:
- (a) an electronic means (the nominated notification means) by which the Member may be notified that notices of meeting are available; or
 - (b) an electronic means (the nominated access means) by which the Member may use to access notices of meeting,
- The Federation may give the Member notice of the meeting by notifying the Member (using the nominated notification means) that the notice of meeting is available and how the Member may use the nominated access means to access the notice of meeting.
- 5.1.5 A notice of meeting sent by post (including The Federation's journal) is taken to be given three (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 was sent.

6. BRANCHES

6.1 Branches - Establishment

- 6.1.1 The Board shall establish Branches of The Federation to consist of Members within a geographical area or as otherwise approved by the Board from time to time.

6.2 **Branches - Objects**

6.2.1 The objects of each Branch shall be consistent with the objects of The Federation.

6.3 **Branches - Members Registered with Branch**

6.3.1 Every Voting Member of The Federation shall be registered as a Member of a Branch which in his/her opinion is most convenient to his residence or place of business.

6.3.2 Membership of a Branch shall be decided by the most recent membership register available.

6.4 **Branches Finance**

6.4.1 Each Branch shall have available to it to finance its activities an amount calculated on the number of Members registered with the Branch at the prescribed Census Date.

6.4.2 For the purpose of calculating finance on a per capita basis of membership, where a membership comprises two Members pursuant to clause 4.2.2, then the membership shall be treated as representing one Member only. The amount per capita shall be set each year by the Board. Such funds shall be made available to the Branch on request in writing, signed by the Branch President and Branch Treasurer, and addressed to the Chief Executive Officer, subject to an up-to-date financial statement.

6.4.3 The Branch Treasurer will at the discretion of the Chief Executive Officer provide a statement of all Branch expenditure and any assets held on behalf of the Branch and such statement shall be verified in the manner required by the Chief Executive Officer.

6.5 **Branches - Financial Autonomy**

6.5.1 Each Branch shall be autonomous in the expenditure of the funds made available to it under this Constitution for purposes consistent with The Federation's objects.

6.6 **Branches - Register of Members**

6.6.1 Each Branch Secretary shall keep a register of Members of the Branch as required by the Chief Executive Officer indicating the Commodity Group or Commodity Groups to which each Member is registered.

6.7 **Branches - Branch Executive**

6.7.1 Unless otherwise directed by the Board, each Branch shall be governed by a Branch Executive consisting of a Branch President and a Branch Vice President (if resolved), and a person or persons to act as Branch Secretary and/or Branch Treasurer together with any other Members of the Branch elected to the Branch Executive.

6.8 **Branches - Election of Branch Executive**

6.8.1 The Branch Executive shall be elected by the Members of the Branch at the Branch Annual Meeting.

6.8.2 In the event of any vacancy occurring during the year the Branch Executive may fill such vacancy from among the Members of the Branch. The person filling the

vacant position will be eligible to stand for that position as a new candidate at the end of the vacancy term.

- 6.8.3 Any two (2) Voting Members may nominate any Voting Member of The Federation as a candidate for a position on the Branch Executive.

6.9 **Branches - Office Bearers Term of Office**

- 6.9.1 The term of a member of the Branch Executive shall be two (2) years.
- 6.9.2 A member of the Branch Executive shall not seek re-election for more than two (2) consecutive terms.
- 6.9.3 Notwithstanding clause 6.9.2, the Branch Executive may continue for an additional term if no other nomination is received for the position and he/she obtains the support of two thirds of the Members present at the Branch Annual Meeting.

6.10 **Branch Annual Meetings**

- 6.10.1 The Branch Annual Meeting shall be held prior to the date of the Annual General Meeting in each year as resolved by the Board and at such time and place as each Branch Executive may decide. Six (6) Members of a Branch personally present shall form a quorum.
- 6.10.2 The business to be transacted at a Branch Annual Meeting shall be:
- (a) submission of the Branch President's Annual Report;
 - (b) consideration of Branch Treasurer's Financial Report;
 - (c) election of the Branch Executive; and
 - (d) any general business.
- 6.10.3 Not less than seven (7) days notice of a Branch Annual Meeting shall be given in accordance with clause 5.

6.11 **Branches - Adjournment of Annual Meetings**

- 6.11.1 If six (6) Branch Members are not personally present at a Branch Annual Meeting the meeting shall stand adjourned from week to week until such time as six (6) Branch Members are personally present.

6.12 **Branches – Extraordinary General Meetings**

- 6.12.1 The Branch Secretary shall call extraordinary general meetings of the Branch Members when directed to do so by the Branch President or in the absence of the President of the Branch:
- (a) the Branch Vice President; or
 - (b) not less than twenty per cent (20%) of the Branch members.
- 6.12.2 Not less than seven (7) days notice of such extraordinary general meeting shall be given to each Member of the Branch.

6.12.3 The seven (7) days notice provision for an extraordinary general meeting may be waived if the Branch Executive has declared a "crisis situation". The only business to be discussed at such a meeting will pertain to that crisis.

6.13 **Branches - Quorum**

6.13.1 A quorum for an extraordinary general meeting of a Branch other than its Branch Annual Meeting shall be set by the Members of the Branch.

6.14 **Branches - Attendance at Meetings**

6.14.1 Notwithstanding anything contained in this Constitution a Member may exercise all or any of his rights as a Member of a Branch by being personally present at any meeting of that Branch.

6.14.2 Any Member which is a company or trust or partnership may exercise all or any of its rights as a Member of a Branch by the attendance of its representative member plus nominee appointed pursuant clause 4.2.2 at any meeting of that Branch.

6.15 **Branches - President's Duties**

6.15.1 At all meetings of the Branch, the Branch President or in his absence the Branch Vice President or, any Branch Member chosen from the Branch Members then present shall act as Branch Chairperson for the meeting.

6.16 **Branches - Secretary's Duties**

6.16.1 The duties of the Branch Secretary shall be to keep the minutes and records of all meetings, conduct the correspondence, summon all meetings of the Branch Executive and Branch Members, and prepare an agenda for the guidance of the Branch Chairperson of all meetings. Minutes of each meeting shall be made available to the Chief Executive Officer upon request.

6.17 **Branches - Treasurer's Duties**

6.17.1 The Branch Treasurer shall be subject to the direction from time to time of the Branch Executive and shall, in addition to the duties specified in clause 6.4, hold in trust all moneys collected and received from time to time and pay out of such funds all accounts duly passed by the Branch Executive or Branch meeting and certified correct by the Branch Chairperson of such meeting at which the accounts were passed for payment and keep a just account and submit same to the Branch Annual Meeting and the Chief Executive Officer.

6.18 **Branches - Business at Meetings**

6.18.1 Branch meetings shall be conducted in accordance with the rules of debate as circulated by the Board from time to time, or if no such rules are circulated then in accordance with the customary rules of debate.

6.18.2 All questions shall be decided by a majority of votes in the first instance on the voices, provided always that a division may be called for and taken by a show of hands, or if five (5) or more Branch Members present at any meeting so desire any question shall be decided by secret ballot.

6.18.3 When a secret ballot is taken each Branch Member shall be entitled to one (1) vote.

6.19 **Branches – Dissolution or Merger**

- 6.19.1 The Board may dissolve or merge one or more Branches subject to consultation with the relevant Branch.
- 6.19.2 A Branch may resolve to dissolve that Branch following a resolution approved by three quarters majority of the Members of the Branch present at an extraordinary general meeting convened for that purpose.
- 6.19.3 If and when any Branch shall be dissolved by the Board or the Branch itself all moneys standing to the credit of the Branch or any person or persons in trust for the Branch shall be remitted to The Federation at its principal office and all other property including books of all kinds in possession of such Branch or person or persons shall be immediately delivered to The Federation at its principal office or otherwise disposed of as the Board may direct.
- 6.19.4 If and when any Branch shall merge with another Branch all moneys standing to the credit of the Branch or any person or persons in trust for the Branch and all other property including books of all kinds in possession of such Branch or person or persons shall be immediately delivered to the merged Branch.

7. **COMMODITY GROUPS**

7.1 **Commodity Groups - Establishment**

- 7.1.1 The Board may establish Commodity Groups.

7.2 **Commodity Groups – Purpose and Functions**

- 7.2.1 Each Commodity Group shall establish a Commodity Policy Council to:
- (a) determine, present and preserve its own commodity policy issues specific to the Commodity Group matters;
 - (b) to consider and take the appropriate action on matters relating specifically to the Commodity Group;
 - (c) to take whatever action it may deem proper within the objects of The Federation to put into effect the policy of the Commodity Group as determined from time to time by the Commodity Policy Council;
 - (d) to promote the economic viability of the industry the Commodity Group represents;
 - (e) to nominate representatives of the Commodity Policy Council to the Board;
 - (f) to co-operate with, obtain representation on, or act in association with other organisations within Victoria or elsewhere and elect and or nominate representatives to such organisations if such action is only in the interests of the Members of that Commodity Group and not any other Commodity Group and advise the Chief Executive Officer of such elections or nominations;
 - (g) to appoint sub-committees/working groups from amongst Commodity Group Members;

- (h) to establish the budget for the Commodity Group for the expenditure of funds raised over and above the base subscription provided that the funds are expended consistent with The Federation's objects and in accordance with the Board approved budget for the Commodity Group;
- (i) to ensure that records of all meetings of the Commodity Policy Council are kept; and
- (j) a Commodity Policy Council may recommend to the Board any person for Honorary Life Membership or a Certificate of Merit in recognition of distinguished service rendered to the relevant Commodity Group.

7.3 Commodity Groups – Commodity Group President and Commodity Group Vice President

- 7.3.1 The Commodity Group President and Commodity Group Vice President shall be elected by the Members of the Commodity Group and the elections, if contested, shall be conducted by Prescribed Ballot utilising the Preferential System of Voting. A separate ballot shall be conducted for each position.
- 7.3.2 The Commodity Group President and Commodity Group Vice President must be Voting Members who have registered for the Commodity Group.
- 7.3.3 Nominations for the Commodity Group President and Commodity Group Vice President shall be submitted to the Chief Executive Officer or his delegate in writing signed by five (5) nominators who shall be Members registered for the Commodity Group together with the signed consent of the person nominated for the office and lodged with the Chief Executive Officer at least forty (40) days before the time at which the election is to be held.
- 7.3.4 The Commodity Group President and Commodity Group Vice President shall not be Regional Representatives under clause 8.2.

7.4 Commodity Group President and Commodity Group Vice President - Term of Office

- 7.4.1 The term of office of the Commodity Group President and Commodity Group Vice President shall be two (2) years. They shall be eligible for re-election for not more than two (2) consecutive terms.

8. COMMODITY POLICY COUNCILS

8.1 Commodity Policy Councils – How Constituted

- 8.1.1 Commodity Groups with five hundred and one (501) or more Members shall have a Commodity Policy Council comprising the Commodity Group President and Commodity Group Vice President and no more than eight (8) Regional Representatives unless the Board approves a greater number.
- 8.1.2 Commodity Groups with membership of five hundred (500) or less Members shall have a Commodity Policy Council comprising the Commodity Group President and Commodity Group Vice President and no more than three (3) Regional Representatives unless the Board approves a greater number.
- 8.1.3 The Members of a Commodity Policy Council must have registered for that Commodity Group.
- 8.1.4 The President and Vice President shall be ex-officio members of their relevant Commodity Policy Council.

8.2 **Regional Representatives**

- 8.2.1 A Commodity Policy Council may establish regions across Victoria with as near as practicable even number of Members registered for that Commodity Group in each region from which Regional Representatives will be elected.
- 8.2.2 Each region shall elect the same number of Regional Representatives.
- 8.2.3 More than one Regional Representatives can be elected from each region.
- 8.2.4 The minimum number of regions is one (1).
- 8.2.5 A Commodity Policy Council may use an alternative method of electing Regional Representatives if such a method is approved by the Board pursuant to clause 8.7.
- 8.2.6 The positions of the Regional Representatives shall be elected by the Members registered for the Commodity in the region and the elections, if contested, shall be conducted by Prescribed Ballot utilising the Preferential System of Voting.
- 8.2.7 Nominations for the positions of Regional Representatives shall be submitted to the Chief Executive Officer in writing signed by five (5) nominators who shall be Members registered for that Commodity Group together with the signed consent of the person nominated for the office and lodged at least forty (40) days before the time at which the election is to be held.

8.3 **Commodity Policy Council - Chairperson**

- 8.3.1 The Commodity Group President shall act as the Commodity Group Chairperson and in his absence the Commodity Group Vice President shall act as the Commodity Group Chairperson. In their absence the meeting shall elect a Commodity Group Chairperson from the Members present.

8.4 **Commodity Policy Council - Quorum**

- 8.4.1 A quorum at a meeting of the Commodity Policy Council shall be at least one-half of those entitled to attend.

8.5 **Commodity Policy Councils –Term of Office**

- 8.5.1 Unless otherwise approved by the Board, the Commodity Group President, Commodity Group Vice President and the Regional Representatives of the Commodity Policy Councils shall commence their term of office at the close of the Annual General Meeting.
- 8.5.2 The term of office for the Regional Representatives shall be two (2) years except in the first year of operation of this Constitution.
- 8.5.3 A Regional Representative shall not seek re-election for more than two (2) consecutive terms.
- 8.5.4 Notwithstanding clause 8.5.3, a Regional Representative may continue for an additional term if no other nomination is received for the position and that person obtains the support of two thirds of the Members present at the Commodity Group Annual Meeting.
- 8.5.5 Half the Commodity Policy Council shall be elected each year. If the Commodity Policy Council is of an uneven number, approximately half will be elected with the balance elected the year after.

- 8.5.6 For transition purposes at the first meeting of a Commodity Policy Council after the introduction of this Constitution, a determination by the Board will be made on the half of the regional representatives who will have a one year term. This clause only applies in the first year of operation of this Constitution.

8.6 Commodity Policy Councils - Vacancies

- 8.6.1 In the event of the death or the resignation of the Commodity Group President or Commodity Group Vice President the vacancy shall be filled by the Commodity Policy Council for the remainder of the relevant term.
- 8.6.2 The person filling the vacant position will be eligible to stand for that position as a new candidate at the end of the vacancy term.
- 8.6.3 The Board may call an election to fill a casual vacancy in a Commodity Group President or Commodity Group Vice President position if the remainder of the term is greater than one (1) year. Such an election to be conducted according to clause 7.3.
- 8.6.4 In the event of the death or the resignation of a member of the Commodity Policy Council, the Commodity Policy Council may at any meeting appoint a Member registered for the Commodity Group of the Commodity Group from the same region as the retiring Member in his stead for the unexpired portion of the current term of office.
- 8.6.5 The Commodity Policy Council may act notwithstanding any vacancy in their body.

8.7 Commodity Policy Council - Alternative System of Election

- 8.7.1 The Board may exempt a Commodity Group from all or part of clauses 8.1, 8.2 and 8.6 on application from a Commodity Group that demonstrates it is impractical to apply these provisions to the election of the Commodity Policy Council.
- 8.7.2 The application to the Board must include an alternative system that maintains the equity for Members registered for the Commodity Group.
- 8.7.3 The application to the Board for exemption cannot be made unless a meeting of Members registered to that Commodity Group has voted to support the proposed alternative system.

8.8 Commodity Policy Councils - Meetings

- 8.8.1 A meeting of the Commodity Policy Council may be called at any time by the Commodity Group President or:
- (a) in his/her absence by the Commodity Group Vice President; or
 - (b) by not less than forty percent (40%) of Members of the Commodity Policy Council.
- 8.8.2 The Commodity Policy Council shall meet at such times and places as determined by the Commodity Group President directs. All decisions of the Commodity Policy Council shall be decided by a majority of votes in the first instance on the voices, provided always that a division may be called for and taken by a show of hands, or if one-half or more of the persons present at any meeting so desire a question shall be decided by secret ballot.

8.9 **Commodity Policy Councils - Notice of Meetings**

- 8.9.1 Notice of a meeting of a Commodity Policy Council and of the business to be considered shall be given to the Commodity Group in accordance with clause 5 at least seven (7) days prior to the Commodity Policy Council meeting.
- 8.9.2 When in the opinion of the Commodity Group President the Commodity Policy Council meeting is required as a matter of urgency, at least one (1) day's prior notice of the Commodity Policy Council meeting shall be given in accordance with clause 5. The Commodity Policy Council meeting in this instance shall only deal with the urgent matter the basis of the calling of the shorter notice.

9. **COMMODITY GROUP MEETINGS**

9.1 **Commodity Group Annual Meetings**

- 9.1.1 A Commodity Group Annual Meeting for each Commodity Group shall be held in each year on such day and at such time and place as each Commodity Policy Council may determine.
- 9.1.2 A Commodity Group Annual Meeting shall have power to resolve all matters of Commodity Group policy and the Commodity Policy Council shall be accountable for the implementation of that policy.
- 9.1.3 The business of the Commodity Group Annual Meeting shall include the consideration of the accounts and the report of the Commodity Policy Council and any other business which may be brought forward for transaction at a Commodity Group Annual Meeting provided due notice has been given of such business in accordance with this Constitution.
- 9.1.4 Matters for inclusion on the agenda shall be submitted to the Commodity Policy Council by any Branch or Branch Member or Commodity Policy Council.
- 9.1.5 All Commodity Group Annual Meeting recommendations must be approved by the Agenda Committee.
- 9.1.6 Not less than sixty (60) days notice of the Commodity Group Annual Meeting shall be given in The Federation's journal or such other method described in clause 5.
- 9.1.7 Business and resolutions to be included in the agenda of a Commodity Group Annual Meeting must be received by the Chief Executive Officer in writing setting out the nature of such business and resolutions no less than forty (40) days prior to the meeting.
- 9.1.8 The Commodity Group Chairperson may permit other business to be discussed at a Commodity Group Annual Meeting notwithstanding that no notice of such business has been given.

9.2 **Votes Recorded Personally**

- 9.2.1 Votes other than for elections shall only be recorded by Voting Members registered for the Commodity Group in accordance with the Constitution and personally present at the Commodity Group Annual Meeting.

9.3 **Rules of Debate**

- 9.3.1 The proceedings of a Commodity Group Annual Meeting shall be governed by rules of debate as published by The Federation from time to time which may be varied by a majority decision of the Members present to meet special circumstances.

9.4 **Eligibility To Attend but not to Vote or to Speak**

- 9.4.1 Any Member together with other invited visitors may attend a Commodity Group Annual Meeting as an observer, subject to any qualification which the Commodity Group Chairperson or the Commodity Group Annual Meeting may from time to time impose, but such invitees shall not vote and may not speak unless invited to do so by the Commodity Group Chairperson.

9.5 **Commodity Group Extraordinary Meetings**

- 9.5.1 All Commodity Group Extraordinary Meeting recommendations must be approved by the Agenda Committee.

- 9.5.2 All meetings of a Commodity Group not being the Commodity Group Annual Meeting shall be called a Commodity Group Extraordinary Meetings. A Commodity Group Extraordinary Meeting may be convened as follows:

(a) ***Convened by a Commodity Policy Council***

A Commodity Group Council may at any time convene a Commodity Group Extraordinary Meetings and not less than twenty-one (21) days notice shall be given to the members registered for the Commodity Group of such Commodity Group Extraordinary Meetings and the business thereof. Such notice shall be given in The Federation's journal or as provided for in clause 5.

(b) **Convened on Requisition of Members**

The Chief Executive Officer whenever requested to do so by the President or by twenty per cent (20%) of the Members registered for a Commodity Group shall convene a Commodity Group Extraordinary Meeting by notice given at such time and place as may be named in the notice to consider any question affecting or concerning the management or objects of that Commodity Group. If the Chief Executive Officer does not within fifty (50) days from the date of the delivery or receipt of such requisition convene a meeting in accordance with this clause for a day not more than eighty (80) days from the date of receipt of such requisition the Members convening the Commodity Group Extraordinary Meeting may themselves convene a Commodity Group Extraordinary Meeting for the business described in the requisition by notice given at such time and place within three (3) months from the date of such delivery as they nominate in such notice. Not less than forty (40) days notice shall be given to the Members of a Commodity Group of such Commodity Group Extraordinary Meetings and the business of that meeting. Such notice shall be given in The Federation's journal or by a method defined in clause 5.

9.6 General Meetings - Quorum

- 9.6.1 No business shall be transacted at a Commodity Group Annual Meeting or Commodity Group Extraordinary Meeting unless a quorum of Members of the Commodity Group is present at the time when the meeting proceeds to business. Thirty (30) Members registered for that Commodity Group personally present shall be a quorum or where a Commodity Group has less than one hundred (100) Members, no less than twenty per cent (20%) of the Members registered for that Commodity Group shall be a quorum.
- 9.6.2 If within half an hour from the time appointed for a Commodity Group Annual Meeting or Commodity Group Extraordinary Meeting a quorum is not present the Commodity Group Annual Meeting, if convened by requisition the Commodity Group Annual Meeting shall be dissolved. In other cases, it shall stand adjourned for seven (7) days and if at such adjourned Commodity Group Annual Meeting a quorum of members is not present within half an hour of the time appointed for the meeting the Commodity Group Members present shall be a quorum.

9.7 General Meetings - Chairperson

- 9.7.1 The Commodity Group President shall be the Commodity Group Chairperson of the Commodity Group Annual Meeting and Commodity Group Extraordinary Meetings and in his/her absence the Vice President shall be the Commodity Group Chairperson. If the Commodity Group Vice President is unable to act as Commodity Group Chairperson, Commodity Group Members attending the relevant meeting shall elect a Commodity Group Chairperson from among the Members present.

9.8 General Meetings - Adjournment

- 9.8.1 The Commodity Group Chairperson may with the consent of the majority present at any Commodity Group Annual Meeting and Commodity Group Extraordinary Meetings adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.9 **General Meetings - Questions, How Determined**

9.9.1 Except as otherwise provided in this Constitution all questions at a Commodity Group Annual Meeting or Commodity Group Extraordinary Meeting shall be resolved by a show of hands of those Members present provided that five (5) or more Commodity Group Members may require in relation to any question that it be decided by secret ballot.

9.10 **General Meetings - Voting Powers**

9.10.1 When a secret ballot is taken each Commodity Group Member shall have one (1) vote.

10. **THE BOARD**

10.1 **Directors of The Federation**

10.1.1 The Board shall consist of not more than nine (9) Directors and include:

- (a) the President and Vice President elected pursuant to clause 10.2, as ex-officio members; and
- (b) one (1) Director each for the following Commodity Groups pursuant to clause 10.6.1(a):
 - (i) the Grains Group;
 - (ii) the Horticulture Group;
 - (iii) the Livestock Group; and
 - (iv) the United Dairy Farmers of Victoria;
- (c) one (1) Director from the Commodity Groups other than those listed in clause 10.1.1(b); and
- (d) up to two (2) External Directors as determined in accordance with clause 10.6.

10.1.2 The President shall act as the Board Chairperson and in his/her absence the Vice President shall act as the Board Chairperson. In their absence the Directors shall elect a Board Chairperson from the Directors present at a Board meeting.

10.1.3 All Directors must be natural persons all of whom ordinarily reside in Australia.

10.2 **President and Vice President**

10.2.1 The President and Vice President shall be elected by the Voting Members at the Annual General Meeting (or Extraordinary General Meeting in the event of a vacancy in the either of the positions) and the elections, if contested, shall be conducted by Prescribed Ballot.

10.2.2 A separate ballot shall be conducted for the position of President and Vice President.

10.2.3 The President and Vice President must be Voting Members in order to be eligible to assume the offices of President and Vice President.

10.2.4 Nominations for the offices of President and Vice President shall be submitted to the Chief Executive Officer in writing signed by five (5) nominators who shall be Voting Members together with the signed consent of the person nominated for the office of President or Vice President and lodged at least forty (40) days before the time at which the election is to be held.

10.2.5 The President and Vice President are also Directors of the Board.

10.3 **Meetings of the Board**

10.3.1 The Board shall meet a minimum of four (4) times per year at such times and places as resolved by the Board.

10.3.2 The Board Chairperson must give at least twenty-four (24) hours notice to each Director to convene a meeting of Directors, such notice to give details of the matters proposed to be raised and the time and place of the meeting.

10.3.3 A notice of a meeting of Directors must be given in accordance with clause 5 and as otherwise required by the Corporations Act.

10.3.4 A quorum at a meeting of the Board shall be at least five (5) Directors.

10.3.5 All determinations of the Board shall be decided by a majority of votes in the first instance on the voices, provided always that a division may be called for and taken by a show of hands, or if one-half or more of the Directors present at any meeting so desire a question shall be decided by secret ballot.

10.3.6 In cases of urgency a meeting of Directors may be held without the notice required by clause 10.3.2 provided that as much notice as practicable is given to each Director by the quickest practicable means.

10.3.7 The Board may pass a resolution on a matter not set out in the notice for a meeting of the Board in accordance with clause 10.3.2 provided that all Directors present agree unanimously to deal with the matter.

10.4 **Resolution of Directors Without Meeting**

10.4.1 If all Directors sign a document containing a statement that they are in favour of a resolution of the Board in terms set out in a document, a resolution on those terms shall be deemed to have passed at a meeting of the Directors held on the day and at the time at which the document was last signed by a Director.

10.4.2 For the purposes of this clause 10.4, two (2) or more separate documents containing statements in identical terms each of which is signed by all the Directors, shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the day in which the last Director signed the document.

10.5 **Meeting of the Board - Use of Technology**

A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before a meeting of Directors.

10.6 **Appointment of Other Directors to the Board**

10.6.1 The Directors elected by the Commodity Group and External Directors shall be appointed by the Board as follows:

- (a) each of the Commodity Groups listed in 10.1.1(b) shall provide to the Board two nominations within ten (10) Business Days after the Annual General Meeting from which the Nominations Committee shall recommend one nomination from each Commodity Group noted in clause 10.1.1(b) based on achieving an appropriate mix of director skills and experience on the Board;
- (b) Commodity Groups not listed in clause 10.1.1(b) shall consult amongst themselves to provide two nominations to the Board within ten (10) Business Days after the Annual General Meeting from which the Nominations Committee shall recommend one nomination based on achieving an appropriate mix of director skills and experience on the Board; and
- (c) External Directors will be appointed by the Board to provide skills and experience not otherwise held by other Directors.

10.6.2 When appointing Directors, the Board shall consider the recommendations provided by the Nominations Committee.

10.7 **Directors' Term of Office**

10.7.1 Directors shall be appointed for a term of two (2) years except in the first year of the operation of this Constitution.

10.7.2 The President, Vice President and Directors from the Livestock, the United Dairy Farmers of Victoria and one External Director position shall expire in even numbered years.

10.7.3 Directors not mentioned in clause 10.7.2 shall have terms that expire in odd numbered years.

10.7.4 Directors shall not be eligible for re-election for more than two (2) consecutive terms.

10.8 **Board - Vacancies**

10.8.1 In the event that the office of a Director nominated by a Commodity Group in accordance with clause 10.1.1(b) becomes vacant, the Board of the relevant Commodity Group/s shall nominate an alternative Director for the remainder of the retiring Director's term. The person filling the vacant position will be eligible to stand for that position as a new candidate at the end of the vacancy term.

10.8.2 In the event of a vacancy in an External Director position, the position shall be filled at the discretion of the Board for the remainder of the External Director's term. The person filling the vacant position will be eligible to stand for that position as a new candidate at the end of the vacancy term.

10.8.3 In the event of a vacancy the President or Vice President the vacancy shall be filled by the Board for the remainder of the relevant term. The person filling the vacant position will be eligible to stand for that position as a new candidate at the end of the vacancy term.

10.8.4 The Board may call an election to fill a casual vacancy in the President or Vice President position if the remainder of the President or Vice President's term is greater than one (1) year. Such an election to be conducted in accordance with clause 10.2.1.

10.9 Commencement of Term of Office on the Board

10.9.1 The President and Vice President shall commence their terms of office at the close of the Annual General Meeting.

10.9.2 Commodity Group and External Directors' term of office shall commence at 9.00 am on the thirtieth (30th) Business Day after the Annual General Meeting.

10.10 Notification to ASIC

The Secretary must notify ASIC within twenty-eight (28) days of any changes to the Directors or Secretary, or their personal details or as otherwise required by the Corporations Act.

11. BOARD OF THE FEDERATION – POWERS AND FUNCTIONS

11.1 Functions of the Board

11.1.1 Subject to law and to any other provision in this Constitution, the business of The Federation shall be managed by the Board as the directors of The Federation, who may exercise all such powers of The Federation as are required by law or by this Constitution.

11.1.2 Without limiting the generality of clause 11.1.1, the Board shall have the following powers and functions:

- (a) to develop and approve the corporate strategic plan;
- (b) to monitor The Federation's performance with consideration of the corporate strategic plan and interpret the Federation's performance in accord with the objectives of the corporate strategic plan;
- (c) to evaluate, approve and monitor the annual budgets and business plans of The Federation and Commodity Groups;
- (d) to appoint and remove the Chief Executive Officer;
- (e) to appoint an acting Chief Executive Officer to carry out the duties of the Chief Executive Officer during the absence from duty of the Chief Executive Officer;
- (f) to appoint the Secretary;
- (g) to cause to be kept a register of all Members indicating which Commodity Group or Commodity Groups each Member is registered with;
- (h) to resolve each year the base subscription fee for membership of The Federation;
- (i) to ensure that effective audit, risk management and regulatory compliance programmes are in place;
- (j) to approve and monitor delegations of authority;
- (k) to appoint an entity every two (2) years to review and evaluate the performance of the Board, each Board committee, External Directors and the Chief Executive Officer;

- (l) to appoint the Victorian Farmers Federation Property Trust Limited or other trustee as trustee of the property and funds of The Federation and from time to time, if thought fit, remove any such trustee and appoint another or others in its or their place;
- (m) to manage and co-ordinate the activities and policy of the Federation;
- (n) to report the performance and activities of The Federation to Members; and
- (o) to admit any person to Honorary Life Membership of The Federation or award a Certificate of Merit in recognition of the distinguished service rendered to The Federation.

11.2 **Board Committees**

- 11.2.1 The Board shall establish a nominations committee to provide advice and guidance to the Board on the appointment and performance of the Board, Directors and membership of Board committees and other matters as directed by the Board.
- 11.2.2 The nominations committee shall consist of three (3) persons being the President and two External Persons.
- 11.2.3 The Board may appoint other committees with such powers and discretions as may from time to time be resolved and may include in such committees members on a temporary basis.
- 11.2.4 All Board committees shall operate at the discretion of the Board and have such powers as the Board from time to time determines notwithstanding any provisions of this Constitution.

11.3 **Policy Council**

- 11.3.1 The Board shall establish a Policy Council.
- 11.3.2 The Policy Council shall be chaired by the President, and the members of the Policy Council will be the Vice President, all Commodity Group Presidents and the chairpersons of all Issues Advisory Committees. However, the chairperson of the Victorian Farmers Federation Industrial Association shall be chairperson of the relevant Issues Advisory Committee.
- 11.3.3 The Policy Council shall have the power to appoint members to the Policy Council on a temporary basis.
- 11.3.4 The functions of the Policy Council are to:
 - (a) determine, present and preserve the general policy of The Federation;
 - (b) annually review the policy performance of The Federation and report to the Board;
 - (c) regularly review the policy objectives of The Federation;
 - (d) refer all matters of policy specifically concerning a particular Commodity Policy Council or Issues Advisory Committee to the relevant council or committee;

- (e) decide policy when view conflict on a policy position between Commodity Policy Councils and/or Issues Advisory Committees;
- (f) review and approve all recommendations submitted for debate at a Branch Annual Meeting, Commodity Group Annual Meeting or Annual General Meeting;
- (g) establish Issues Advisory Committees to advise the Policy Council on matters of policy; and
- (h) establish an Agenda Committee from time to time.

12. CHIEF EXECUTIVE OFFICER

12.1 Responsibilities

12.1.1 Subject to the instruction and control of the Board, the responsibilities of the Chief Executive Officer shall include:

- (a) the engagement and dismissal of employees of The Federation PROVIDED THAT persons engaged for the specific purpose or purposes of assisting the Commodity Groups shall only be engaged and dismissed by the Chief Executive only after consultation with the Commodity Group Presidents;
- (b) to be the returning officer for all elections of The Federation;
- (c) executing returns and documents on The Federation's behalf;
- (d) supervising the approved records, books of account;
- (e) supervising and monitoring The Federation budget;
- (f) referring to the appropriate Commodity Policy Council or Commodity Policy Councils matters which in his or her opinion are of concern to such Commodity Policy Council or Commodity Policy Councils;
- (g) to be the public officer of the incorporated body of The Federation;
- (h) carrying out such other duties as may from time to time be delegated to that person or vested in that person by the Board;
- (i) keep books, documents and securities of The Federation in his/her custody;
- (j) the right of attendance at any meeting of The Federation and at times convenient to the Chairperson of the meeting the right to speak at such meetings but not vote; and
- (k) allocating staff duties having regard to strategy and policy approved by the Board.

13. GENERAL MEETINGS OF MEMBERS

13.1 Annual General Meetings

13.1.1 The timing of the Annual General Meeting must be held in accordance with the Corporations Act.

13.1.2 The business of the Annual General Meeting shall include:

- (a) the consideration of the accounts and balance sheet of The Federation;
- (b) the consideration of the reports of the Board and the reports of the trustee of the property and funds of The Federation and of the Auditors;
- (c) any matters of Federation policy;
- (d) the appointment of the Auditors;
- (e) any recommendation of the Board in relation to subscription;
- (f) any other business submitted to the Agenda Committee of the Policy Council by any Branch, Commodity Council or committee established in accordance with this Constitution; and
- (g) any business pursuant to this Constitution or required by the Corporations Act,

provided due notice has been given of such business in accordance with this Constitution.

13.1.3 The chairperson of the Annual General Meeting must ensure that there is adequate and reasonable time available at the Annual General Meeting for Members present to ask questions and comment on the activities and affairs of The Federation.

13.2 **Notice of Annual General Meeting and meetings of Members**

13.2.1 Subject to the provisions of the Corporations Act, at least twenty-one (21) days notice must be given by The Federation to all Members for an Annual General Meeting.

13.2.2 The Board may at any time convene a general meeting of Members (other than an Annual General Meeting) by providing twenty-one (21) days notice to the Members of such meeting of Members and the business of the meeting. Such meetings will be known as Extraordinary General Meetings. Notice of an Extraordinary General Meeting shall be given pursuant to clause 5.

13.2.3 The Federation may decide to provide to Members a preliminary notice of an Annual General Meeting or Extraordinary General Meeting up to sixty (60) days prior to the Annual General Meeting or Extraordinary General Meeting. Such notice does not override the obligation of The Federation to provide a further notice of the Annual General Meeting or Extraordinary General Meeting in accordance with clause 13.2.2 and the Corporations Act.

13.2.4 Subject to the provisions of the Corporations Act, a notice of an Annual General Meeting or Extraordinary General Meeting must:

- (a) set out the place, date and time for the meeting;
- (b) state the general nature of the meeting's business; and
- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution.

13.2.5 A copy of the audited financial statements prepared in accordance with the Corporations Act for the most recently ended financial year must be made

available to the Member with the notice of Annual General Meeting. The Board may determine the method by which the audited financial statements are provided to the Members provided that it is in accordance with the Corporations Act.

- 13.2.6 Subject to any provisions of the Corporations Act, the accidental omission to give notice of a meeting to any Member or non receipt of a notice by a Member does not invalidate the proceedings at any meeting of Members of The Federation.

13.3 **Member Business**

13.3.1 Any Member desiring to bring any business before an Annual General Meeting or Extraordinary General Meeting other than that set out in the notice convening the meeting may do so upon giving to the Chief Executive Officer notice in writing setting out the nature of such business but so that such notice reaches the Chief Executive Officer no less than forty (40) days prior to the meeting at which such business is intended to be brought forward.

13.3.2 Any other business submitted to the Chief Executive Officer will be considered by the Agenda Committee of the Policy Council before being included in the business for the Annual General Meeting or Extraordinary General Meeting.

13.4 **Extraordinary General Meetings - Convened by Members**

13.4.1 The Board whenever requested to do so by:

- (a) at least thirty (30) Branch Presidents; or
- (b) Members with at least five percent (5%) of the votes that may be cast at an Annual General Meeting or Extraordinary General Meeting; or
- (c) one hundred (100) Members who are entitled to vote at an Annual General Meeting or Extraordinary General Meeting,

must call to hold an Extraordinary General Meeting by notice to the Members within twenty-one (21) days after the request is given to The Federation. The Extraordinary General Meeting must be held not later than two (2) months after the request is given to The Federation.

13.4.2 A request by Members to call and arrange an Extraordinary General Meeting pursuant to clauses 13.4.1(b) and 13.4.1(c) must:

- (a) be in writing;
- (b) state any resolution to be proposed at the Extraordinary General Meeting;
- (c) be signed by the Members making the request; and
- (d) be given to The Federation.

13.4.3 Members with more than fifty percent (50%) of the votes of all of the Members who make a request under clauses 13.4.1(b) and 13.4.1(c) may call and arrange to hold an Extraordinary General Meeting if the Board does not within twenty-one (21) days from the date of the delivery or receipt of such requisition.

13.4.4 Subject to the Corporations Act, not less than twenty-one (21) days notice shall be given to the Members of The Federation of such Extraordinary General

Meeting and the business thereof. Such notice shall be given to Members in accordance with clause 5 and the Corporations Act.

13.5 General Meetings - Quorum

13.5.1 No business shall be transacted at any meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business.

13.5.2 A quorum shall be one hundred (100) Members personally present.

13.5.3 If within half an hour from the time appointed for a meeting of Members a quorum is not present the meeting if convened by requisition shall be dissolved. In other cases the meeting of Members shall stand adjourned for seven (7) days and if at such adjourned meeting a quorum of Members is not present within half an hour of the time appointed for the meeting of Members the Members present shall be a quorum.

13.5.4 The chairperson of the meeting of Members shall adjourn the meeting of Members if more than forty per cent (40%) of those eligible to vote who are in attendance are registered for the same Commodity Group.

13.6 Meetings of Members - Chairperson

13.6.1 The President shall be chairperson of meetings of Members and failing the President, the Vice President shall be chairperson, and in their absence, the meeting shall elect a chairperson from among the Members present.

13.7 Meetings of Members - Adjournment

13.7.1 The chairperson of the meeting of Members may with the consent of the majority of the Members present at any meeting of Members adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting of Members other than business left unfinished at the meeting from which the adjournment took place.

13.8 Voting

13.8.1 Except as otherwise provided in this Constitution, all questions at a meeting of Members shall be resolved by a show of hands of Voting Members provided that five (5) or more Members may require in relation to any question that it be decided by secret ballot.

13.8.2 Unless a poll is so demanded, a declaration by the chairperson of the meeting of Members that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of The Federation is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

13.8.3 Votes may be given personally by Members.

13.8.4 Persons or entities acting as proxies are permitted to vote on a show of hands but each proxy will only be entitled to one vote even if the proxy represents several Members.

13.8.5 When a secret ballot is taken each Member shall have one vote. Proxy votes shall be permitted.

13.9 **Scrutineer**

13.9.1 In the event of a secret ballot being held at a meeting of Members, the chairperson of the meeting of Members shall if the Chief Executive Officer is absent, appoint an alternative returning officer and shall, if requested, permit each candidate for election to appoint a scrutineer to represent that person at the ballot.

13.10 **Rules of Debate**

13.10.1 The proceedings of all meetings of Members shall be governed by rules of debate as published by The Federation from time to time which may be varied by majority decision of the relevant meeting to meet special circumstances.

13.11 **Eligibility To Attend but not to Vote or to Speak**

13.11.1 Non-Voting Members together with other invited visitors may attend the Annual General Meeting or Extraordinary General Meeting as an observer subject to any qualification which the chairperson may from time to time impose. Non-Voting Members or invitees shall not vote and any invitee may not speak unless invited to do so by the chairperson of the meeting.

13.12 **Omission to give notice**

13.12.1 Subject to any provisions of the Corporations Act, the accidental omission to give notice of a meeting to any Member or non-receipt of a notice by a Member does not invalidate the proceedings at any meeting of Members.

14. **PROXIES - ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING**

14.1 **Appointing a Proxy**

14.1.1 A Voting Member may appoint any person or entity as his or her proxy to attend and vote on his or her behalf at an Annual General Meeting and Extraordinary General Meeting.

14.1.2 A proxy may be appointed until further notice or only for a single meeting. If the proxy is for a single meeting, the instrument must specify the day upon which the meeting for which it is intended to be used is to be held and shall only entitle the proxy to attend the specified meeting and any adjournment of that meeting of Members.

14.1.3 The instrument appointing a proxy must be lodged with The Federation no later than five (5) days before the meeting for which the proxy relates or at which it is to be first used either at the Registered Address, facsimile or via any electronic form specified by the Board from time to time.

14.1.4 Members that are incorporated bodies may appoint individuals to represent them at meetings of The Federation in accordance with the Corporations Act.

14.2 **Form of Proxy**

14.2.1 Subject to the Corporations Act and as otherwise resolved by the Board from time to time, an appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the Corporations Act, by the Member making the appointment and contains the following information:

- (a) the Member's name and address;
- (b) The Federation's name;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the meetings at which the appointment may be used.

14.2.2 The chairperson of the meeting of Members, may in his or her discretion, admit a proxy notwithstanding that it fails to comply strictly with the information required to be contained in the proxy set out in clause 14.2.1.

15. **TRUSTEE**

15.1 **Trustee - Appointment**

15.1.1 Victorian Farmers Federation Property Trust Ltd ACN 004 268 235, hereinafter referred to as the Trustee, shall be the trustee of the property and funds of The Federation. The Directors for the time being shall also be the directors of the Trustee.

15.1.2 The Chief Executive Officer for the time being shall be the secretary of the Trustee.

16. **FUNDS**

16.1 **Funds - Banking Account and Investments**

16.1.1 The funds of The Federation shall be paid into a bank and the bank accounts shall be utilised as the Board shall direct.

16.1.2 Any moneys or funds not immediately required for the purposes of The Federation may be invested in the name of the Trustee in such manner as the Board may from time to time direct but no member of the Board and no Director or officer of the Trustee or the Chief Executive Officer shall be responsible for any loss that may arise from such investment unless such loss be caused by his wilful neglect or default.

16.2 **Funds - Voluntary Contributions**

16.2.1 The Federation may accept voluntary contributions to the funds of The Federation or any Commodity Group. Such contributions made for the purposes of any Commodity Group shall be credited to the account of that Commodity Policy Council in the books of The Federation.

16.3 **Funds - Disposal And Control**

16.3.1 All moneys paid to The Federation shall be the property of The Federation and shall be controlled by the Board.

16.3.2 When a Commodity Group returns a surplus at the end of a financial year, such surplus will be available for use at the direction of the Commodity Group or the Commodity Groups' reserve.

16.3.3 Should a Commodity Group return a deficit at the end of a financial year, such deficit will be carried forward or be offset against a Commodity Group's reserve.

16.4 **Funds - Mode of Drawing and Signing Cheques**

16.4.1 When The Federation draws cheques against its banking account, each cheque shall be signed by at least any two (2) of the following:

- (a) a Director;
- (b) the Chief Executive Officer; or
- (c) staff of The Federation authorised by the Chief Executive Officer to sign cheques.

16.5 **Funds - Source**

16.5.1 Funds shall be derived from subscriptions, donations, sponsorship and such other sources as the Board so resolves.

17. **ACCOUNTS**

17.1 **Accounts - Financial Year**

17.1.1 The financial year of The Federation and of each Commodity Group shall commence on one (1) January and end on thirty-one (31) December or as the Board may from time to time resolve.

17.2 **Accounts - Books of Account**

17.2.1 Proper books of account in accordance with generally accepted accounting principles shall be kept on behalf of The Federation.

17.3 **Accounts - Statement of Receipts and Expenditure and Balance Sheet**

17.3.1 The Board shall cause to be prepared in respect of each financial year an audited statement of receipts and expenditure and a balance sheet of The Federation which shall be presented annually to the Annual General Meeting.

17.4 **Accounts - Commodity Groups**

17.4.1 Each Commodity Policy Council shall prepare a budget in respect of each financial year and statement of income and expenditure which shall be submitted to the Chief Executive Officer and the Members attending the Commodity Group Annual Meeting.

18. **AUDITOR**

18.1 **Auditor - Appointment**

18.1.1 The accounts of The Federation shall be audited in each financial year by the Auditor who shall be a registered company auditor. The Auditor shall be appointed each year at the Annual General Meeting. In the event of a casual vacancy occurring in the position of the Auditor, the Board shall appoint another qualified auditor who shall be appointed until the next Annual General Meeting and may then be eligible for re-appointment.

18.2 Auditor - Duties

18.2.1 The Auditor shall examine books, vouchers, documents, and securities of The Federation including Commodity Groups and shall make a report on that examination which shall be submitted at the Annual General Meeting.

19. CHAIRPERSON'S VOTES AND MINUTES OF MEETINGS

19.1 Chairperson's Vote at Meetings

19.1.1 The chairperson of all meetings held within The Federation shall have a deliberative vote and in the case of equality of votes may have a casting vote.

19.1.2 The chairperson of all meetings held within The Federation shall have the right to call a secret ballot.

19.2 Minutes - Records of Meetings

19.2.1 Minutes shall be kept and recorded in accordance with the Corporations Act of every meeting held in accordance of this Constitution.

20. RETENTION OF RECORDS

20.1 Retention Of Records - Inspection

Subject to any applicable law, the accounting records and auditor's report shall be retained by The Federation for a period of at least seven (7) years after the completion of the transactions to which they relate and shall be kept at the Principal Office in such manner as the Board may direct.

21. SECRET BALLOTS

21.1 Secret Ballots - Procedure for Elections

21.1.1 Whenever pursuant to this Constitution a meeting is to hold an election which, if contested, is to be resolved by secret ballot and the following procedure shall be observed:

- (a) written notice of the meeting, giving particulars of the election to be held at the meeting, shall be forwarded to all members entitled to attend and vote at such meeting. Except where otherwise provided, the period of such notice shall be not less than forty (40) days;
- (b) in the event of a secret ballot being held at the meeting, the Chief Executive Officer will act as returning officer. In the event that the Chief Executive Officer is unable to attend the meeting, the chairperson shall when necessary appoint a returning officer and shall invite each candidate for election to appoint a scrutineer to represent that person at the ballot. In the event of a candidate failing to appoint such scrutineer the chairperson may appoint a scrutineer to represent such candidate at the ballot;
- (c) the returning officer shall deliver a set of voting papers to each eligible member present for the purpose of such member exercising his vote;
- (d) after voters have marked their voting papers the returning officer shall collect the voting papers and in the presence of the scrutineers check

and count the voting papers and report the result of the ballot to the chairperson of the meeting;

- (e) the returning officer shall declare the result of the ballot to the meeting; and
- (f) when determining the result of all elections of The Federation and Commodity Groups an equality of votes shall be resolved by lot.

21.1.2 The provision above, clause 21.1.1, may be undertaken directly at the meeting for which such secret ballot is to be transacted or by postal ballot pursuant to the notice provision contained herein.

22. FEDERAL COUNCILS

22.1 Federal Councils - Questions to be Referred

22.1.1 Whereas similar federations have been or may be established in other parts of Australia with objects identical with or similar to the objects of The Federation and in order to achieve as far as possible uniform policy and unity of action by all such federations, the Board may refer any questions that may arise to a Federal Council.

22.2 Federal Councils - Representatives to be Nominated

22.2.1 The Board, and Commodity Policy Councils may nominate and send a representative or representatives to such Federal Council(s).

23. RULES OF DEBATE

23.1 Rules of Debate

23.1.1 Rules of debate to be observed at all meetings within The Federation shall be in accordance with a schedule circulated by the Board from time to time.

24. DISQUALIFICATION

24.1 Disqualification

24.1.1 The office of a Director, or a member of the Commodity Policy Council or any other committee or of The Federation shall be vacated:

- (a) if they shall cease to be a Member of The Federation;
- (b) if they shall become appointed as a full time salaried member of a statutory board or authority engaged in or concerned with Agriculture;
- (c) if a resolution be passed by the governing body by whom they were elected that they shall be removed from office (a copy of such resolution shall be forwarded to the Chief Executive Officer);
- (d) if by notice in writing to the Chief Executive Officer from the elected person; or
- (e) if the elected position is no longer available as a result of a Commodity Group merging or dissolving.

25. PARLIAMENTARY ENDORSED CANDIDATES AND MEMBERS OF PARLIAMENT

25.1 Parliamentary Endorsed Candidates and Members of Parliament

25.1.1 A Director or Member of a Commodity Policy Council, or any other committee or of The Federation shall be suspended from that office if they become an endorsed candidate to a Parliament of Victoria or Australia from the date of being an endorsed candidate until the declaration of the poll.

25.1.2 A Member holding any elected position within The Federation shall resign their position if they are elected to a Parliament of Victoria or Australia.

26. CONSTITUTION

26.1.1 The Federation must send a copy of the Constitution to a Member within seven (7) days if the Member:

- (a) asks the company, in writing, for the copy; and
- (b) pays any fee (up to the prescribed amount) required by the Board from time to time.

27. ALTERATION OF CONSTITUTION

27.1.1 No provision of this Constitution may be altered nor any provision added to or rescinded except by resolution of an Annual General Meeting or Extraordinary General Meeting which resolution must be passed by not fewer than three quarters of such Members (including any proxies) as are present at such meeting.

27.1.2 At least sixty (60) days notice of the proposed alteration to or rescission of this Constitution must be given to Members. Such notice shall be given in accordance with the notice provisions contained in this Constitution.

28. DISSOLUTION

28.1 Dissolution - Commodity Groups

28.1.1 The Annual General Meeting may upon the request of any Commodity Policy Council resolve to merge or dissolve the Commodity Group for which that Commodity Policy Council is responsible by a resolution passed by three fourths majority of the Voting Members present.

28.1.2 If a resolution for the dissolution of a Commodity Group is passed any funds or other assets held by its Commodity Policy Council shall be immediately transferred to The Federation.

28.2 Dissolution - Federation

28.2.1 The Federation may be dissolved by a resolution passed by a three quarters majority of the Members present and voting at an Extraordinary General Meeting of Members duly convened for that purpose provided that not less than six (6) calendar months notice in writing of the intention to convene such an Extraordinary General Meeting has been given to all the Members of The Federation.

- 28.2.2 If a resolution for the dissolution of The Federation is passed, the real and personal property of The Federation shall be held by the Trustee and shall be applied by it firstly in payment of the debts and liabilities of The Federation and the costs of and incidental to the dissolution and after that, shall be transferred to such other body, institution or federation having objects similar to those of The Federation and whose Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on The Federation as the Board may resolve or in default of any determination by the Board to some non-profit making body, institution or federation as a Judge of the Supreme Court of Victoria may resolve.
- 28.2.3 Upon the final distribution of the property and assets of The Federation the Trustee and treasurer of The Federation shall submit to the Members an audited statement of the distribution.
- 28.2.4 No portion of the income, moneys, or funds of The Federation or of any Commodity Group shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Members on the dissolution of The Federation or at any other time.

29. **AUTHORITY TO SUE**

- 29.1.1 Any legal action shall be prosecuted by the Chief Executive Officer in his own name on behalf of The Federation and the issue of any such proceedings shall be, in the absence of any evidence to the contrary, evidence of the authority of the Board to the Chief Executive Officer to issue such proceedings on behalf of The Federation.

30. **INDEMNITY**

- 30.1.1 Subject to the Corporations Act, every member of the Board, the Commodity Policy Councils, Issues Advisory Committee, the Chief Executive Officer of The Federation and other officers for the time being of The Federation and Directors and officers of the Trustee shall be indemnified out of the assets of The Federation against any liability arising out of the execution in good faith of the duties of his office.

31. **REMUNERATION AND ALLOWANCES OF DIRECTORS AND OFFICEHOLDERS**

31.1 **Directors**

- 31.1.1 Subject to the Corporations Act, The Federation is prohibited from making any payment to any Director except for:
- (a) the payment of out-of-pocket expenses incurred by the Director in the performance of any duty as Director where the amount payable does not exceed an amount previously approved by the Board;
 - (b) payment for any service rendered to The Federation by the Director in a professional or technical capacity, other than in the capacity of Director, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;

- (c) payment of any salary or wage due to the Director as an employee of The Federation where the terms of employment have been approved by the Board; or
- (d) the payment of an insurance premium in accordance with clause 30.

31.2 **Officeholders**

- 31.2.1 Subject to the Corporations Act and clause 31.1, the Board may resolve to pay out-of-pocket expenses incurred by the officeholder in the performance of any duty as an officeholder where the amount payable does not exceed an amount previously approved by the Board.

32. **REPLACEABLE RULES**

- 32.1.1 Notwithstanding any mandatory replaceable rules, each of the provisions of the Corporations Act which would but for this clause apply to The Federation as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to The Federation.

33. **INCONSISTENCY WITH THE CORPORATIONS ACT**

- 33.1.1 In the event that a provision of this Constitution is inconsistent with the Corporations Act, the provisions of the Corporations Act shall prevail.

34. **TRANSITIONAL PROVISIONS**

- 34.1.1 If an Annual Conference of a Commodity Group is held after the date of adoption of this Constitution (Adoption Date) but the notice of meeting for the Annual Conference is sent out prior to the Adoption Date, the Annual Conference will be governed by the applicable Constitution in place prior to the Adoption Date (Prior Constitution). However, if there is any inconsistency between this Constitution and the Prior Constitution in dealing with the business of or arising from the Annual Conference, the Board and the relevant Commodity Policy Council will seek to resolve that inconsistency in a manner that as far as possible gives effect to the objectives of this Constitution.