AGRICULTURAL INNOVATION & RESEARCH EYRE PENINSULA INC

RULES

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RULES

1. Name

The name of the incorporated Association is Agricultural Innovation & Research Eyre Peninsula Inc. (AIR EP)

2. Definitions and Interpretation

2.1 In these Rules, unless the contrary appears:

(a) 'Association' means Agricultural Innovation and Research Eyre Peninsula Inc. (AIR EP)

(b) 'Board' means the board of management of the Association

(c) 'Board Member' means the board of management of the Agricultural Innovation and Research Eyre Peninsula Inc.

(d) 'Medium Rainfall Committee' means the AIR EP Medium Rainfall Research Development & Extension Committee appointed under Clause 6.7 of these Rules

(e) 'General meeting' means a general meeting of members of the Association convened in accordance with these rules

(f) 'Low Rainfall Committee' means the AIR EP Low Rainfall Research Development & Extension Committee appointed under Clause 6.7 of these Rules

(g) 'Member' means a member of the Association

(h) 'The Act' means the Associations Incorporation Act 1985 'special resolution" means a special resolution defined in the Act

(i) 'Month' shall mean a calendar month

(j) "Tax Act" means as the case may require the Income Tax Assessment Act 1936 or the Income Tax Assessment Act 1997 as amended, modified or replaced from time to time and includes all regulations to such acts.

2.2 In these Rules, unless the contrary intention appears:

(a) a reference to these Rules includes any variation in or replacement of them;

(b) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;

(c) a reference to the male gender includes the female gender and the singular includes the plural and vice versa; and

(d) the word "person" includes a firm, a body corporate, an unincorporated association or an authority.

3. Objects or purposes of the Association

(a) To be a professional farmer-directed organisation that drives the advancement and practical application of scientific research, development and extension in agriculture.

(b) To promote agriculture excellence with in the region be encouraging sharing of information and resources.

(c) To seek information, initiate and direct research with the aim to develop environmentally sustainable and profitable best practice farming systems relevant to the Eyre Peninsula.

(d) To encourage with existing community organisations to participate in steering the direction of future agricultural research and development in the region.

(e) To act as a link between community, industry and Government to ensure that the farming community in the region has access to necessary information to promote agriculture in to the future.

(f) To promote the importance of agriculture and improve awareness of available career opportunities. To develop the necessary linkages and alliances to improve farmer's prosperity of the Eyre Peninsula.

(g) Promote the advancement and practical application of scientific research, education and training to agriculture industries relevant not only to the Eyre Peninsula but to like environments across Australia.

(h) Foster the inputs and cooperation of dryland cropping and livestock farmers and their communities in supporting agricultural research, extension, education and training.

(i) Provide advice on strategic directions for scientific research, development, extension education and training programs for dryland cropping and livestock farming (including scientific, operational and business leadership) to address the dual needs of being innovative in addressing future issues relevant to the industry whilst providing solutions to current concerns.

(j) Foster long term commitment and funding from interested stakeholders in the field of dryland cropping and livestock farming by:

(i) entering into agreements with relevant parties for the purpose of pursuing the objectives of the Association as set out in this Rule 2;

(ii) providing a leading role in establishing better interaction with various industry bodies, agribusiness entities and financial institutions in guiding research, advisory and training services and funding;

(iii) raising funds from farmers, farmer groups, agribusiness and other relevant (including philanthropic) parties interested in dryland cereal and livestock farming to support the objectives and operations of the Association;

(iv) applying to Government departments or other relevant bodies for grants and subsidies to support the operations of the Association; and

(v) obtaining and maintaining the status of the Association as an approved research institute for the purposes of scientific research within the meaning of section 73A(6) of the Tax Act.

(k) Provide support to graduates/students and further the training and development of persons working on projects as agreed by the Association.

(l) Employ and/or contract skilled persons in connection with the objectives and activities of the Association;

(m) Assist or support other groups or bodies which have similar objectives to the Association;

(n) Generally advance the interests of farmers and rural communities in the field of agriculture.

4. Powers of the Association

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

5. Membership

5.1 Application for Membership

Any person or company can apply for membership of the Association by submitting their name and contact details to the Board. Upon the acceptance of the application by the Board and upon payment of the first annual subscription, the applicant shall be a Member of the Association.

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 payable annually on 1 March 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 Resignations

A Member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

5.4 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 5.4d 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 secretary or 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 5.4(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.

5.5 **Register of Members**

A register of Members must be kept and contain:

(a) The name and contact details (including address, telephone number and email address) of each member

(b) The date on which each member was admitted to the Association, and if applicable, the date of and reason(s) for termination of membership.

6. The Board

6.1 **Powers and duties**

(a) The affairs of the Association shall be managed and controlled by 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 comprise:

(i) At least three (3) but no more than five (5) members appointed and approved at an annual general meeting of Members; and

(ii) one (1) representative appointed by the Medium Rainfall Committee; and

(iii) one (1) representative appointed by the Low Rainfall Committee; and

(iv) any person appointed under clause 6.2(b).

(b) The Board may from time to time appoint one or more "ex officio" Board Members for such term and on such conditions (including the terms of such appointment) that the Board determines.

(c) A Board Member shall be a natural person.

(d) The first Board of the Association shall be:

Greg Arthur – member appointment

Andrew Polkinghorne – member appointment

Ken Weber – member appointment

Bryan Smith – member appointment

Bill Long – member appointment

John Richardson – Medium Rainfall Committee appointment

Greg Scholz – Low Rainfall Committee appointment

(e) Subject to these Rules, Board appointments will be for a term of two (2) years from the date the appointment commences.

(f) Subject to these Rules:

(i) a person will not be entitled to hold office as a Board member for a continuous period of more than ten (10) years;

(ii) if a Board member serves a continuous period of ten (10) years prior to them ceasing to be a Board member they will not be entitled to be re-appointed to the Board until the elapse of at least one (1) year thereafter.

(g) The members of the first Board designated as member appointed shall hold office until the first annual general meeting after incorporation. At this time, one half of those members of the Board, who shall be chosen by ballot, shall retire from the Board. At each subsequent annual general meeting one half of those members of the Board appointed by the Members, being the longest serving members, shall retire.

(h) A retiring Board Member shall be eligible to stand for re-election without nomination. No other person except a Board Member appointed by either the Low Rainfall Committee and the Medium Rainfall Committee shall be eligible to stand for election unless a Member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee.

(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) Subject to these Rules, the Medium Rainfall Committee and the Low Rainfall Committee shall have the power to appoint and remove one Board member each by notice in writing to the Chair of the Board.

(k) The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Board without nomination.

6.3 **Proceedings of the Board**

(a) The Board shall meet together for the dispatch of business at least three (3) times each calendar year.

(b) Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the Chair 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 the members of the Board and shall include at least one of the Board Members appointed by the Law Rainfall Committee and the Medium Rainfall Committee or their duly appointed alternative.

(d) Where a Board member who has been appointed by either the Medium Rainfall Committee or the Low Rainfall Committee is unable to attend or participate in a meeting of the Board such Board Member shall have the right to appoint an alternate board member to attend or participate in the relevant Board Meeting on behalf of the Board Member who cannot participate or attend. Notice in writing of such appointment shall be given to the Chair at least twenty four (24) hours prior to the scheduled Board Meeting.

(e) 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.

(f) Meetings of the Board will be chaired by the Chair. If the Chair is absent from any meeting of the Board, the Deputy Chair (if one has been appointed), or in the absence of the Deputy Chair a Board member appointed by the Board members then present, will occupy the chair.

(g) A Board meeting may be held by the Board members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Board members do not need to be physically present for a meeting to be held. A Board member who participates in a meeting in this manner is taken to be present and entitled to vote at the meeting.

(h) If each of the Board members who are eligible to vote on a resolution have signed a document and indicated on such document that they are in favour of, or opposed to, or abstain from, a resolution in terms set out in the document, and a majority of those Board members (as required by these Rules) indicate they are in favour of that resolution, then the resolution will be taken to have been passed at a Board meeting held on the day that the document was last signed by a Board member. For the purposes of this Rule 6.3(g), two (2) or more identical documents, each of which is signed by one (1) or more Board members, together constitute one (1) document signed by those Board members on the days on which they signed the separate documents. Any document referred to in this Rule 6.3(g) may be in the form of a facsimile transmission or in any other electronic format.

(i) To the extent permitted by law, all actions undertaken at a Board meeting or by a person acting as a Board member will, even if it is subsequently found:

(a) that there had been an error made in the appointment of any Board

member; or

(b) that a Board member had become disqualified from being a Member of the Board at that time, be as valid as if every person was duly appointed and holding office.

(j) The Board may delegate any of their powers to one or more committees consisting of the number of Board members they think fit.

(k) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Board and shall at all times be and remain subject to the overriding authority of the Board.

6.4 **Disqualification and resignation of Board Members**

The office of a Board Member shall become vacant if a committee member is:

(a) Disqualified from being a Board Member by the Act

(b) Expelled as a member under these rules

(c) Permanently incapacitated by ill health

(d) Absent without apology from more than three meetings in a financial year

(e) Resigns from office as a Board member by written notice given to the Chair.

6.5 **Office Bearers**

(a) The Board will appoint annually a Chair from amongst its number.

(b) The Board may appoint annually a Deputy Chair, a Treasurer and any other officers it thinks are necessary, and may rescind such appointments.

(c) The position of Chair, Deputy Chair, Treasurer and of any other office will become vacant if the relevant Board member:

(i) resigns from that position by written notice given to the Board;

(ii) is removed from that position by a resolution of the Board; or

(iii) ceases to be a Board member.

(d) The Board must appoint a Public Officer as required by the Act.

6.6 **Delegation of Power**

The Board may in addition to the Committees appointed under Rule 6.7 delegate all or any of its powers to a committee or committees consisting of such number of Board members and other people as it thinks fit, and may revoke all or any of the powers delegated. Any such committee must, in executing its delegated powers, conform to any requirements imposed on it by the Board and any By-laws and protocols made by the Board that relate to any Committee but may otherwise determine its own procedures and structure.

6.7 **Committees**

(a) There shall be the following Committees:

(i) The AIR EP Low Rainfall RD & E Committee; and

(ii) the AIR EP Medium Rainfall RD & E Committee.

(b) The Low Rainfall Committee and the Medium Rainfall Committee may each consist of up to twelve (12) members and must conform to any requirements imposed by the Board and any By-laws and protocols that relate to such Committees but may otherwise determine its own procedures and structure.

7. The seal

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

7.2 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 witness e.g. the chairperson and the secretary.

8. General meetings

8.1 **Annual general meetings**

(a) The Board shall call an annual general meeting 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 (if auditor's report is required)

(iii) The election of Board Members

(iv) The appointment of auditors (if required)

(v) Any other business requiring consideration by the Association in general meeting.

8.2 **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 5%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of Members) of the total number of 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 8.2(b) above, the requisitionists, or at least 50% of their number, 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.

8.3 **Notice of general meetings**

(a) Subject to 8.3(b), 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:

(i) serving the Member with the notice personally; or

(ii) by sending it by post to the address appearing in the register of Members; or

(iii) by emailing it to the Member's email address appearing in the Register of Members.

(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.

8.4 **Proceedings at general meetings**

(a) Ten Members (a lesser or greater number may be appropriate depending upon the size of the membership) present personally or by proxy 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 if 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 8.4(d), the chair shall preside as chair 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.

8.5 **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 or, where proxies are allowed, by proxy, 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.

(d) A Member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

8.6 **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.

8.7 **Special and ordinary resolutions**

(a) A Special Resolution as defined in the Act.

(b) An Ordinary Resolution is a resolution passed by a simple majority at a general meeting.

8.8 **Proxies**

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

9. 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 chair of the meeting at which the proceedings took place or by the chair 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.

10. Dispute resolution

(a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between –

(i) A Member and another Member

(ii) A Member and the Association.

(b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(c) If the parties are unable to resolve the dispute at the meeting 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.

11. Financial reporting

11.1 Financial year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 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.

11.3 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.

11.4 Annual returns

If required by the Act the annual (periodic) return shall be lodged with Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

11.5 **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.

12. 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.

13. Winding up

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

14. 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.

15. Indemnity and Insurance

(a) Each past, present and future Board member and any other past, present and future officer of the Association will be indemnified out of the assets of the Association against any liability incurred by them in their capacity as a Board member or other officer, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted.

(b) The Association may take out and maintain a Board members and officers insurance policy for the benefit of past, present and future Board members and any other past, present and future officers of the Association, and pay the premiums associated with that policy.

16. 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 recision 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.

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes 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 Consumer and Business Services, Corporate Services Commission.

17. By Laws and Protocols

The Board is empowered to make, repeal, and amend by-laws and protocols as may from time to time be considered necessary for the wellbeing of the Association including but not limited to rules, protocols and bylaws in relation to the conduct of the officers of any committee but which are not inconsistent with these Rules.