



LIVESTOCK SA INCORPORATED

CONSTITUTION

(As adopted 27 May 2013)

CONSTITUTION

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LIVESTOCK SA INCORPORATED

CONSTITUTION

PART 1: PRELIMINARY

1. **NAME**

The name of the Association is "Livestock SA Incorporated".

2. **INTERPRETATION**

2.1. In this Constitution, unless the context otherwise requires or some other meaning is clearly intended:

"Accounts" has the same meaning as in the Act;

"Act" means the Associations Incorporation Act 1985 (SA), as amended or replaced from time to time;

"Annual General Meeting" is the General Meeting of the Association which must be held in each Financial Year within five (5) months after the end of the preceding Financial Year in accordance with Clause 17.1;

"Arm of the Association" means the Board, the Executive, the Policy Forum, the Regions and the committees;

"Association" means Livestock SA Incorporated;

"Board" means the board of management of the Association;

"Board Member" means a member of the Board;

"Chief Executive Officer" means the principal executive officer of the Association;

"Committee" means a committee established under this Constitution and the Regulations;

"Electronic Communication" means communication in the form of email, SMS or other method approved by the Board;

"Executive" means a the President, the Vice-President and the Treasurer who are members of the Board;

"General Board Member" is a member of the Board other than the Executive;

"Industry Levies" mean levies paid by Livestock Producers pursuant to the *Primary Industries Funding Scheme Act 1998* (SA) and corresponding regulations made under that Act (as amended from time to time) and/or industry levies declared by Regulation of the Association to be industry levies for the purposes of this Constitution;

"Livestock" means any animal raised for food and/or fibre production;

"Livestock Producer" means a person or business entity, however constituted, that is engaged in Livestock Production;

"Livestock Production" means any form of livestock production for food and/or fibre, excluding pork and poultry;

"Member" means a member of the Association;

"Office" means one of the positions on the Executive;

"Officer" has the meaning provided in the Act;

"Policy Forum" means the policy forum established under this Constitution and the Regulations;

"Poll" means the casting or recording of the votes of the Association;

"Region" means a region of the Association established under this Constitution;

"Regulation" means a Regulation made under this Constitution;

"Special Resolution" means a resolution passed by a majority of not less than 75% of the Members who cast valid votes in accordance with the Regulations.

- 2.2. A reference to alteration of this Constitution or variation of a Regulation includes addition or substitution.
- 2.3. Words importing a person include any body corporate or association whether incorporated or not (including a partnership) and words importing the singular include the plural and vice versa.
- 2.4. The headings to clauses do not form part of this Constitution.

3. OBJECTS

The objects of the Association are:

- 3.1. to advance the common interests of Members or groups of Members in Livestock Production and associated activities whilst remaining non-party political and non-sectarian.

4. POWERS

- 4.1. The Association has, in addition and without prejudice to the powers conferred by Section 25 of the Act, power:
 - 4.1.1. to retain and employ persons for the purposes of the Association;
 - 4.1.2. to raise revenue from such sources as the Board shall determine from time to time including, without limitation:
 - 4.1.2.1. membership subscriptions raised from Members; and
 - 4.1.2.2. commercial activities of any kind consistent with or incidental to the objects of the Association;
 - 4.1.3. to invest and deal with its moneys in such manner as the Association thinks beneficial to the Association (whether or not the investment is an authorised trustee investment);

- 4.1.4. to implement arrangements and procedures for the payment and collection of Industry Levies from Livestock Producers upon such terms and in such manner as the Board may determine;
- 4.1.5. to form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements for the purpose of giving effect to the objects of the Association; and
- 4.1.6. to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association or any of them; and
- 4.1.7. to make recommendations on Industry Levies to be voted on as ordinary resolutions at an Annual General Meeting or Special General Meeting.

PART 2: MEMBERSHIP

5. MEMBERS

- 5.1. The Association consists of;
 - 5.1.1. Livestock Producers who pay Industry Levies; and
 - 5.2.2. Livestock Producers, or persons affiliated with or providing services to Livestock Producers, who pay subscriptions as defined in the Regulations.
- 5.2. The Board may make Regulations prescribing:
 - 5.2.1. categories of membership of the Association;
 - 5.2.2. availability of categories and admission to each category;
 - 5.2.3. rates of membership subscriptions applicable to Members generally or within categories or groups of Members and the manner of payment;
 - 5.2.4. rights of Members in particular categories to vote or to be eligible for election to positions within the Association;
 - 5.2.5. other attributes of categories of membership; and
 - 5.2.6. such other provisions relating to membership as the Board thinks fit.
- 5.3. A person is not eligible for membership in any category if, in the opinion of the Board, the person supports an organisation the objects of which are detrimental to carrying out any object of the Association.
- 5.4. A Member, not being a sole natural person in its own right, may, by notice in writing to the Association, appoint a natural person as its representative on the following basis:
 - 5.4.1. the Member may at any time, by notice in writing to the Association, revoke the appointment of the representative;
 - 5.4.2. subject to the Regulations, the representative is eligible to hold an office or other position under this Constitution or the Regulations or to act as a delegate of any kind as if he or she were a Member in the same category;
 - 5.4.3. the representative is entitled to cast the vote (if any) of the Member at any General Meeting of the Association or of any Arm of the Association;

- 5.4.4. in computing a quorum at any meeting, the representative is to be counted as if he or she were the Member; and
- 5.4.5. in all other respects, the representative acts in the place of the Member or as the agent of the Member as though he or she were the Member.

6. CESSATION OF MEMBERSHIP

6.1. A person ceases to be a Member if:

- 6.1.1. the person, being a natural person, dies or is or becomes a person whose affairs are administered under a statute relating to mental health;
- 6.1.2. the person, not being a sole natural person in its own right, is dissolved, or becomes devoid of function;
- 6.1.3. the person resigns by written notice to the Association;
- 6.1.4. the person fails to pay a subscription within the time allowed for payment and the Board determines that the person should cease to be a Member;
- 6.1.5. the person fails to comply with any lawful requirement under this Constitution or any Regulation and the Board determines that the person should cease to be a Member;
- 6.1.6. membership in the specified membership category ceases to be available to the person or the person otherwise ceases to be eligible to be a Member in the category;
- 6.1.7. the Member ceases to pay an Industry Levy or requests a refund of their Industry Levy and refuses to pay a subscription in lieu of the Industry Levy; or
- 6.1.8. the Board resolves to expel the person from membership on a charge of conduct detrimental to the interests of the Association.

6.2. In exercising its powers under this clause, the Board must adhere to the principles of natural justice and, in particular, where appropriate, must give the Member:

- 6.2.1. written notice of the particulars of the allegation at least one calendar month before the meeting of the Board at which it is to be determined; and
- 6.2.2. the opportunity to be heard or to make a written submission.

6.3. The Board must give due consideration to any submissions made by or on behalf of the Member and may, by resolution:

- 6.3.1. expel the person from the Association;
- 6.3.2. suspend the membership of the person for such time and on such conditions as the Board thinks fit;
- 6.3.3. reprimand or caution the person in such terms as it thinks fit; or
- 6.3.4. dismiss the charge.

6.4. The determination of the Board must be communicated to the person.

- 6.5. The Board may reinstate to membership a person whose membership has been suspended or has ceased as from a day (including a past day) fixed by the Board on such conditions as the Board thinks fit.

PART 3: EXECUTIVE OF THE ASSOCIATION

7. EXECUTIVE

The Executive of the Association are:

- 7.1. the President;
- 7.2. the Vice-President; and
- 7.3. the Treasurer,

who are members of the Board and will be elected by the Board Members from their number at the first Board Meeting following from an Annual General Meeting. Members of the Board who are not the Executive are General Board Members.

PART 4: THE BOARD

8. POWERS OF THE BOARD

- 8.1. The management and control of the Association and of its funds and other property are vested in the Board, which may exercise all the powers of the Association save those that must, under this Constitution or by law, be exercised by the Association in General Meeting.
- 8.2. The Board may not borrow money without the consent of the Association in General Meeting, except to provide working capital for normal operations.
- 8.3. The Board must present at each Annual General Meeting:
- 8.3.1. a report of the affairs of the Association; and
- 8.3.2. audited Accounts of the Association.
- 8.4. An authorisation for payment by the Association or a cheque or order for payment drawn by the Association upon any person must be signed in such manner as the Board directs.
- 8.5. The Board may delegate any of its powers, either generally or in any particular case (whether by Regulation or otherwise):
- 8.5.1. to the Executive; and
- 8.5.2. to any Arm of the Association; and
- 8.5.3. to any Board member or other person

in such manner as the Board thinks fit and may authorise sub-delegation. The Board may at any time withdraw any delegation or impose restrictions on its exercise. A delegation does not derogate from the power of the Board to act.

- 8.6. The Board may, by invitation, appoint any person (whether a Member or not) to be an advisor to the Board and to undertake such functions and responsibilities as the Board may determine, on the basis that:
- 8.6.1. the appointment of the advisor will be for such a period and on such terms as the Board decides;
 - 8.6.2. the advisor may attend such meetings of the Board as the Board determines; and
 - 8.6.3. the advisor will have no right to vote at any meeting of the Board.

9. CONSTITUTION OF THE BOARD

- 9.1. The Board of the Association comprises:
- 9.1.1. The Executive; and
 - 9.1.2. up to seven (7) General Board Members
- noting that at all times that the maximum number of Board Members will be ten (10).
- 9.2. Subject to clause 33.2 of this Constitution, the Board Members are to be elected for terms of two (2) years at an Annual General Meeting of the Association in the manner prescribed by the Regulations.
- 9.3. Elections of Board Members will operate on a two year cycle whereby:
- a) in even years half the positions of the Board will be made vacant and nominations called to fill the vacated positions at the Annual General Meeting; and
 - b) in odd years those positions of the Board that were not vacated in the previous year are made vacant and nominations called to fill the vacated positions at the Annual General Meeting.
- 9.4. For the avoidance of doubt, the Members of the Association do not elect the Executive. If a vacancy exists in the any of the positions comprising the Executive, the elected Board Members shall fill these positions from their number. The remaining Board Members who are not the Executive will be General Board Members.
- 9.5. The Board may fill any casual vacancy of a Board Member by appointing a person eligible for election. A person appointed to fill a casual vacancy holds the office in an acting capacity only and must retire at the next Annual General Meeting.
- 9.6. Retiring Board Members are eligible for re-election.
- 9.7. Subject to Clause 11, each Board Member remains in office until the conclusion of the Annual General Meeting at which his or her successor is elected.

10. NOMINATIONS FOR ELECTION

- 10.1. Nominations of candidates for election as Board Members must be made in writing which must be:
- 10.1.1. signed by a Member as proposer and by the candidate; and
 - 10.1.2. delivered to the Association at least six (6) weeks prior to the Annual General Meeting.

- 10.2. If there is no written nomination for a position as a Board Member an oral nomination made at the Annual General Meeting by a Member may be accepted with the oral consent of the candidate, if he or she is present, or with his or her written consent, if he or she is not present.
- 10.3. Elections are to be conducted as prescribed by the Regulations.
- 10.4. There will be a maximum of 10 Board Members at any one time;
- 10.5. If the number of nominations for the vacant Board Member positions is less than or equal to the number of vacancies, then all those nominated are to be declared without the meeting proceeding to an election.
- 10.6. Candidates are to be elected on a "first past the post" basis by Members of the Association who are, under the Regulations, eligible to vote.

11. CEASING TO BE AN OFFICER OR BOARD MEMBER

- 11.1. The position of an Officer or a Board Member becomes vacant if the incumbent:
 - 11.1.1. dies or is or becomes a person whose affairs are administered under a statute relating to mental health;
 - 11.1.2. ceases to be eligible for the position under this Constitution;
 - 11.1.3. ceases by statute to hold the position or is prohibited by statute from holding the position;
 - 11.1.4. resigns by notice in writing to the Association;
 - 11.1.5. is directly or indirectly interested in any contract or proposed contract with the Association and fails to disclose the nature of his or her interest as required by the Act; or
 - 11.1.6. is removed from his or her position by a resolution of the Association in General Meeting.
- 11.2. On a motion in General Meeting to remove a Board Member from his or her position, the respondent must be given an opportunity to be heard.

12. PROCEEDINGS OF THE BOARD

- 12.1. The Board shall meet at the time and manner as set out in the Regulations.
- 12.2. Notice of every meeting of the Board must be given by such means as is convenient (including, in case of emergency, by telephone) to each member of the Board, but no such notice needs to be given to any member of the Board who is, for the time being, absent from Australia or has been granted leave of absence by the Board.
- 12.3. The Board may meet in person or by means of a contemporaneous linking together by telephone or other method of audio or audio visual communication. All of the provisions of this Constitution relating to meetings of the Board apply, as far as possible and with any necessary changes, to meetings of the Board by telephone or audio or audio visual communication.
- 12.4. A member of the Board taking part in a meeting by telephone or audio or audio visual communication:

- 12.4.1. is to be considered present in person at the meeting;
 - 12.4.2. must not leave the meeting by disconnecting the telephone or other communication device without first advising the person presiding at the meeting; and
 - 12.4.3. will conclusively be presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously given such advice.
- 12.5. A resolution in writing signed by all the members of the Board for the time being entitled both to receive notice of a meeting of the Board and to vote on the resolution, is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Board members. If the documents are signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a member of the Board unless the document, by its terms, is said to take effect from another date. A facsimile transmission or other document produced by mechanical or electronic means under the name of a member of the Board, with that person's authority, will be considered to be a document in writing signed by the Board member.
- 12.6. At all meetings of the Board:
- 12.6.1. the President; or
 - 12.6.2. in the absence of the President, the Vice-President; or
 - 12.6.3. in the absence of the President and Vice-President, a General Board Member appointed by the meeting,
- is to preside.
- 12.7. The quorum for a meeting of the Board is half plus one (1) of the elected Board Members present in person or by proxy.
- 12.8. Questions arising at a meeting of the Board are to be decided by a majority of votes, each Board Member having one (1) vote. In the case of an equality of votes, the person presiding has a second or casting vote.
- 12.9. The Board may act notwithstanding any vacancy but if the number of Board Members is less than a quorum, the Board may act only to fill a vacancy or to call a General Meeting.
- 12.10. Subject to this Constitution, the Board may regulate its business and proceedings in such manner as it thinks fit. The Chief Executive Officer must, on the requisition of the President or five (5) other Board Members, summon a meeting of the Board.
- 12.11. The Board must cause minutes of its proceedings and Accounts of the Association to be kept, arrange for an annual audit and furnish reports and Accounts to the Annual General Meeting of the Association.
- 12.12. The validity of the acts of the Board is not affected by any defect in the appointment of a Board member or disqualification of a Board Member not drawn to the attention of the Board at the time.

PART 5: ARMS OF THE ASSOCIATION

13. THE POLICY FORUM

- 13.1. The Policy Forum comprises:
 - 13.1.1. the President;
 - 13.1.2. one (1) other member of the Board nominated annually by the Board; and
 - 13.1.3. other members as elected under Clause 33.3.
- 13.2. The Policy Forum is to monitor policy overview and development and make recommendations to the Board.
- 13.3. The Policy Forum may establish specialised reference groups (“**Reference Groups**”) in relation to specific issues if it thinks fit.

14. REGIONS

- 14.1 The Regions are listed below:
 - 14.1.1 “Pastoral” – All areas of northern South Australia where grain growing generally does not occur.
 - 14.1.2 “Western” – The area west of Port Augusta where grain growing generally does occur.
 - 14.1.3 “South East” – The area south of a line Keith to Salt Creek.
 - 14.1.4 “Central” – The area south of the River Murray, south of the line Blanchetown to Gawler and north of the line Keith to Salt Creek.
 - 14.1.5 “Mid North” – The area north of Blanchetown to Gawler and east of Port Augusta where grain growing generally does occur.
- 14.2. Branches are described and constituted in accordance with the Regulations.
- 14.3. Within each Region there is to be a regional group comprising:
 - 14.3.1. the chair (“**Regional Chair**”), and
 - 14.3.2. other members,

collectively known as (“**the Regional Group**”)all of whom are to be elected by the members of the Branches within the Region.
- 14.4. Each Regional Group must meet at such times and in such manner as it determines.
- 14.5. Each Regional Group must keep the Board informed of its deliberations and decisions. In particular and without limiting the generality of the foregoing, each Regional Chair must maintain regular communication with the President regarding the activities of the Regional Group.

15. COMMITTEES

- 15.1. The Board may appoint committees for such purposes and with such powers as the Board determines.
- 15.2. Each committee is to comprise no more than six (6) members.
- 15.3. Members of committees:
 - 15.3.1. need not be members of the Board;
 - 15.3.2. may be appointed for such terms as the Board decides; and
 - 15.3.3. may be removed by the Board at any time.
- 15.4. The determinations of any committee are subject to confirmation by the Board unless the Board has given the committee full power to act.
- 15.5. Each committee must elect its own chair.
- 15.6. A committee must keep the Board informed of its deliberations and decisions.
- 15.7. Subject to this Constitution and the Regulations, a committee may regulate its business and proceedings in such manner as it thinks fit.

PART 6: CHIEF EXECUTIVE OFFICER

16. CHIEF EXECUTIVE OFFICER

- 16.1. The day to day operations of the Association (including the day to day operation of each Committee and Section) are to be managed by the Chief Executive Officer and staff of the Association acting under the direction of the Chief Executive Officer.
- 16.2. The Chief Executive Officer is to have all powers which are necessary or desirable to:
 - 16.2.1. manage the ordinary functions of the Association;
 - 16.2.2. implement policies and decisions of the Board; and
 - 16.2.3. manage staffing levels of the Association.
- 16.3. The Chief Executive Officer is permitted to attend Board Meetings, however will not hold any voting rights.

PART 7: MEETINGS

17. GENERAL MEETINGS

- 17.1. An Annual General Meeting of the Association must be held within five (5) months after the end of the Financial Year on a day and at a place and time fixed by the Board.
- 17.2. A Special General Meeting may be called by the Board at any time and must be called by the Board on a requisition made by three (3) Regions, provided that any such requisition:

- 17.2.1. must be in writing;
- 17.2.2. must state the purpose or purposes of the meeting; and
- 17.2.3. must be delivered to the Association.
- 17.3. At least thirty (30) days notice, in writing or Electronic Communication, must be given to Members of the holding of a General Meeting and of the business to be transacted.
- 17.4. No business, except of a formal nature, can be transacted at a General Meeting unless such business has been specified in the notice convening the meeting.
- 17.5. At the Annual General Meeting, the business will be:
 - 17.5.1. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - 17.5.2. to receive from the Board a report of the proceedings of the Association and audited Accounts for the preceding financial year;
 - 17.5.3. to elect the Board Member(s) whose position falls due for election in the relevant year; and
 - 17.5.4. to deal with such other business as is permitted by Regulation.
- 17.6. Any Member of the Association is entitled to attend a General Meeting of the Association.
- 17.7. A General Meeting is not invalidated by failure to give notice to any Member.
- 17.8. The Board shall convene a Special General Meeting for the purpose of considering a matter submitted or is requisitioned under sub-clause 17.2.

18. VOTING

- 18.1. Each Member who is entitled under the Regulations to vote has one (1) vote on a resolution or in an election and each vote has equal value.
- 18.2. The Board may make Regulations specifying the methods by which Members may vote:
 - 18.2.1. for the election of Board Members;
 - 18.2.2. at General Meetings;
 - 18.2.3. at meetings of Arms of the Association; and
 - 18.2.4. for other purposes specified in the Regulations,and no vote will be valid unless it is cast in accordance with the Regulations.
- 18.3. The methods of voting to be specified in the Regulations may include voting by Members:
 - 18.3.1. in person;
 - 18.3.2. by proxy;
 - 18.3.3. by post; and

18.3.4. by electronic online or such other means as the Regulations may prescribe.

19. PROCEEDINGS AT A GENERAL MEETING

- 19.1. At a General Meeting of the Association:
- 19.1.1. the President; or
 - 19.1.2. in the absence of the President, the Vice-President; or
 - 19.1.3. in the absence of the President and the Vice-President, a General Board Member,
- is to preside.
- 19.2. The quorum at a General Meeting is thirty (30) Members present in person or by proxy.
- 19.3. Subject to this Constitution and the Regulations and except in the case of a Special Resolution, all resolutions are to be decided by a majority of the votes of Members participating in the vote.
- 19.4. Unless a poll is demanded, a resolution put to a General Meeting is to be decided upon a show of hands of Members present in person and a tally of other votes which have been validly cast in accordance with the Regulations.
- 19.5. Ten (10) Members present in person or by proxy may demand a poll.
- 19.6. A poll is to be conducted in such manner as is prescribed by Regulation or failing prescription by Regulation, in such manner as the chairperson determines.
- 19.7. In the case of an equality of votes, the person presiding has a second or casting vote, both on a show of hands and on a poll.
- 19.8. Subject to this Constitution, the Regulations and in particular and without limiting the generality of the foregoing, Standing Orders made by Regulation, a General Meeting of the Association is to be conducted in accordance with the rulings of the person presiding.
- 19.9. Notice need not be given to Members of an adjournment of a meeting unless new business is to be dealt with.

20. PROXY VOTING

- 20.1. Any Member who is entitled to vote may appoint in writing another Member who is a natural person to be his, her or its proxy and to attend and vote at any meeting of the Association.
- 20.2. An instrument of proxy must be in such form as the Board may determine and must be delivered or posted addressed to the Chief Executive Officer at the principal office of the Association so as to be received at least three (3) clear business days before the date of the meeting to which it relates.
- 20.3. For the purpose of this clause a "business day" means any day other than a Saturday, a Sunday or a public holiday observed in the City of Adelaide.

PART 8: MISCELLANEOUS

21. NOTICES

21.1. Any notice to be given to any person for the purposes of this Constitution may be given to the person by delivering the notice to the person personally or by posting or delivering by Electronic Communication the notice to the person at an address supplied by the person to the Association for the giving of notices or at the address of the last known or most usual place of residence or business of the person or of the registered office of the person or leaving the notice at any such address.

A notice sent by post is taken to have been given on the day on which it would be delivered in the ordinary course of post.

21.2. A notice to be given to a Regional Group may be given to the Secretary (if any) of the relevant body or, if there is no Secretary, then to the person nominated by the body to receive notices on its behalf.

21.3. Notice of a general meeting of any Arm of the Association may be given in such manner (including publication) as is prescribed by the Regulations.

21.4. Where a number of days' notice is required, the day on which the notice is given is not counted but the day on which the notice expires is counted.

21.5. Every Arm of the Association must use its best endeavours to intimate as early as possible to its members the forthcoming programme of meetings and other events of the Association and of that particular Arm of the Association:

21.5.1. by the media; or

21.5.2. by a newsletter,

but no act of an Arm of the Association is invalidated by any failure on its part to comply with this sub-clause.

22. MINUTES

22.1. Minutes of all proceedings of General Meetings and of meetings of the Board must be kept in accordance with the requirements of the Act.

22.2. The minutes must be confirmed by the Members present at a subsequent meeting and must be signed by the person who presided at the meeting at which the proceedings took place or by the person presiding at the meeting at which the minutes are confirmed.

23. FINANCIAL YEAR

The financial year of the Association commences on the 1st day of April and ends on the 31st day of March in the following year.

24. REGULATIONS

24.1. The Board may make, amend and repeal such Regulations as are contemplated by this Constitution or as are necessary or convenient for the purposes of this Constitution, and may vary or revoke any Regulation.

24.2. Regulations bind the Association and Members.

- 24.3. On making a Regulation, the Board must promulgate the Regulation by notice to Members. Publication of the Regulation in a newsletter distributed to Members is sufficient and effective notwithstanding that the newsletter is not received by every Member.
- 24.4. A Regulation takes effect on the day of its publication in the newsletter or on such other day as the Board determines.
- 24.5. Subject to the Regulations, except where the context otherwise requires or some other meaning is clearly intended, an expression in a Regulation has the same meaning as is conferred on it by this Constitution.
- 24.6. Any Regulations annexed to this Constitution at the time it is adopted have the same effect as if made by the Board immediately following the adoption of this Constitution and are to take effect then.

25. COMMON SEAL

The common seal of the Association may only be affixed to an instrument pursuant to a resolution of the Board and in the presence of two members of the Board or one member of the Board and another person authorised by the Board.

26. AUDIT OF ACCOUNTS

- 26.1. The Board:
 - 26.1.1. must appoint a person or persons who are qualified under the Act to be the Association's auditor or auditors;
 - 26.1.2. may remove an auditor from office; and
 - 26.1.3. must determine the remuneration of auditors.
- 26.2. The auditor or auditors must examine and audit the Accounts of the Association in accordance with the Act and report on the Accounts at such times as the Board requires.

27. PUBLIC OFFICER

Unless the Board otherwise determines, the Chief Executive Officer is the Public Officer of the Association for the purposes of the Act.

28. INDEMNITY

- 28.1. The following persons, namely:
 - 28.1.1. each Officer;
 - 28.1.2. each Board Member;
 - 28.1.3. each Officer of a Regional Group;
 - 28.1.4. each committee member;
 - 28.1.5. the Chief Executive Officer and all other employees of the Association; and
 - 28.1.6. such other persons as may be prescribed by Regulation.

will be indemnified by the Association to the extent permitted by statute in respect of any claim by any person against him or her arising out of his or her involvement in good faith in the affairs of the Association.

28.2. The Association may, to the extent permitted by the Act:

28.2.1. purchase and maintain insurance; and

28.2.2. pay or agree to pay premiums for insurance,

for any person to whom clause 28.1 applies against any liability the person incurs as an Officer or in another capacity specified in clause 28.1 including, but not limited to, liability for negligence or for reasonable costs and expenses incurred in defending legal proceedings, whether civil or criminal and whatever their outcome.

29. ALTERATION OF CONSTITUTION

This Constitution may only be altered, rescinded or replaced by a Special Resolution carried at a General Meeting of the Association.

30. ASSOCIATION TO BE NON-PROFIT

The income and property of the Association must be applied solely towards the promotion of the objects of the Association and no portion may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members or relatives of Members. Nothing in this clause prevents the payment in good faith of remuneration to any employee of the Association or to any member of the Association for any service actually rendered to the Association or a reasonable recompense for property made available to the Association or expense incurred on behalf of the Association.

31. TAX EXEMPT STATUS

The Association established for the purpose of promoting the development of Australian farming resources including:

31.1. animal husbandry and rearing of animals; and

31.2. pastoral pursuits; and

31.3. agricultural,

and is not carried on for the profit or gain of its individual Members. The Association is exempt from Income Tax by virtue of Section 50-1 of the *Income Tax Assessment Act 1997*.

32. DISPOSAL OF ASSETS ON WINDING UP

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

32.2 Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up or deregistration of the Association.

32.3 If upon winding up of the Association there remains after the satisfaction of all its liabilities any 'surplus assets' as defined in the Act, the surplus must not be paid to, or distributed among, the Members but must be handed to such other institution or

institutions having objects similar to the object of the Association, as a General Meeting of the Association determines at or before the time of dissolution, and if and so far as effect cannot be given to the preceding provisions, then to some charitable object or objects, to be chosen by a General Meeting of the Association.

33. ADOPTION

- 33.1. This Constitution will come into force immediately after it has been adopted by the Association, subject to approval of the Consumer Affairs Commission.
- 33.2. The initial Board Members of the Association ("**the Initial Board Members**") along with their term of appointment shall be:
- Richard Halliday (two year term to expire in 2015);
 - Andrew Ogilvie (one year term to expire in 2014);
 - Geoffrey Power (two year term to expire in 2015);
 - Jack England (two year term to expire in 2015);
 - Andrew Withers (two year term to expire in 2015);
 - Jean Evans (one year term to expire in 2014);
 - Penny Schulz (one year term to expire in 2014);
 - Alexander MacLachlan (two year term to expire in 2015);
 - Mark Turnbull (one year term to expire in 2014).

The Initial Board Members will hold office for the term indicated above until the Annual General Meeting in the relevant year of expiry, but are then eligible for re-election in accordance with the provisions of clause 9.

- 33.3. A Policy Forum may be elected annually and will meet at least annually.