

RULES FOR THE
IRRIGATED CROPPING COUNCIL INCORPORATED

1. Name

The incorporated association is " IRRIGATED CROPPING COUNCIL" (in these rules called "the Association").

2. Statement of purposes

The purposes of the association are:

- 1) to deliver practical research and development that is relevant to mixed farmers and croppers; and
- 2) to encourage adoption of best practice that improves the profitability and long-term viability of mixed farmers and croppers.

3. Definition

- 1) In these Rules, unless the contrary intention appears-

"Act" means the Associations Incorporation Reform Act 2012;

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

"Executive Officer" means the executive appointed by the Board in accordance with rule 34.

"Financial Year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened in accordance with Rule 10 or 11.

"Member" means a member of the Association.

"Ordinary Member of the Board" means a member of the Board who is not an officer of the Association under Rule 21.

"Regulations" means regulations under the Act.

"Relevant documents" has the same meaning as in the Act;

- 2) In these Rules, a reference to the Secretary of an Association is a reference:-

- a) if a person holds office under these Rules as secretary of the Association - to that person; and

- b) in any other case, to the Executive Officer of the Association.

4. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

5. Membership, entry fees and subscription

- 1) Membership shall be available to a person or organisation involved in the cropping industry upon payment of the annual subscription.
- 2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) must not be admitted to membership unless:-
 - a) he/she applies for membership in accordance with sub-rule (3); and
 - b) pays the annual subscription fee.
- 3) An application by a person for membership of the Association must:-
 - a) be made in writing in the form approved by the Board from time to time: and
 - b) be lodged with the secretary of the Association
- 4) If the Secretary determines that an application for membership meets the requirements of these Rules, the Secretary must, as soon as practicable-
 - a) notify the applicant in writing of the approval of membership; and
 - b) enter the applicant's details into the register of members.
- 5) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 6) If the Secretary is of the view that an application does not meet the requirements for membership, he/she must refer the application to the Board which must determine whether to approve or reject the application. If the Board rejects the application, it must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 7) A right, privilege, or obligation of a person by reason of his/her membership of the association:-
 - a) continues for a period of one (1) year but, subject to continued compliance by the member with these Rules, may be renewed indefinitely;
 - b) is not capable of being transferred or transmitted to another person ; and
 - c) terminates upon the happening of the following events:
 - i) non-payment of the annual subscription within 30 days of the due date;
 - ii) the member's death; or
 - iii) resignation.

- 8) The annual subscription shall be determined by the members attending the AGM and falls due on 1 July in each year.

6. Register of members

- 1) The secretary must keep and maintain a register of member's containing-
 - a) the name and address of each member; and
 - b) the date on which each member's was entered in the register
- 2) The register is available for inspection free of charge by any member upon request.

7. Ceasing membership

- 1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one-month notice in writing to the secretary of his/her intention to resign.
- 2) After the expiry of the period referred to in sub-rule (1)-
 - a) the member ceases to be a member; and
 - b) the Secretary must record in the register of members the date on which the member ceased to be a member.

8. Discipline, suspension and expulsion of members

- 1) Subject to these rules, the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or may by resolution:-
 - a) fine that member an amount not exceeding \$500; or
 - b) suspend that member from membership of the Association for a specified period; or
 - c) expel a member from the Association.
- 2) A resolution of the Board under sub-clause (1) does not take effect unless-
 - a) at a meeting held in accordance with sub-rule (3), the Board confirms the resolution; and
 - b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 3) A meeting of the Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- 4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
 - a) setting out the resolution of the Board and the grounds on which it is based; and

- b) stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - c) stating the date, place and time of that meeting; and
 - d) informing the member that he or she may do one or both of the following-
 - i) attend that meeting; and
 - ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
- 5) At a meeting of the Board to confirm or revoke a resolution passed under sub-rule (1), the Board must-
- a) give the member, or his or her representative, an opportunity to be heard; and
 - b) give due consideration to any written statement submitted by the member; and
 - c) determine by resolution whether to confirm or to revoke the resolution.
- 6)

9. Disputes and mediation

- 1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - a) a member and another member; or
 - b) a member and the Association.
- 2) 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 the parties.
- 3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.
- 4) The mediator must be-
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement-
 - i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5) A member of the Association can be a mediator.

- 6) The mediator cannot be a member who is a party to the dispute.
- 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8) The mediator in conducting the mediation, must-
 - a) give the parties to the mediation process every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9) The mediator must not determine the dispute.
- 10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

10. Annual general meetings

- 1) The Association must hold an annual general meeting each year in accordance with the Act.
- 2) The Board may determine the date, time and place of the annual general meeting of the Association.
- 3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 4) The ordinary business of the annual general meeting shall be:-
 - a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
 - c) to elect officers of the Association and other ordinary members of the Board; and
 - d) to receive and consider the financial statements submitted by the Association in accordance with the Act.
- 5) The annual general meeting may conduct any special business of which notice is given in accordance with these Rules.

11. Special general meetings

- 1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- 2) All general meetings other than the annual general meeting are special general meetings.
- 3) The Board may, whenever it thinks fit, convene a special general meeting of the Association.

- 4) If, but for this sub-rule, more than 15 months would lapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 5) The Board must, on the request in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- 6) The request for a special general meeting must-
 - a) state the objects of the meeting; and
 - b) be signed by the members making the request
 - c) be sent to the address of the Secretary.
- 7) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

12. Special business

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

13. Notice of general meetings

- 1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 2) Notice may be sent-
 - a) by prepaid post to the address appearing in the register of members; and
 - b) if the members requests, by facsimile transmission or electronic transmission.
- 3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary or that business, who must include that business in the notice calling the next general meeting.

14. Quorum at general meetings

- 1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- 2) Four members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 3) If within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-
 - a) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and
 - b) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

15. Presiding at general meetings

- 1) The President, or in the President's absence, the Vice-President, shall reside as Chairperson at each general meeting of the Association.
- 2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

16. Adjournment of meetings

- 1) The person presiding may with the consent of a majority of member present at the meeting, adjourn the meeting from time to time and place to place.
- 2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
- 4) Except as provided in sub-rule 17.3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. Voting at general meetings

- 1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- 2) All votes must be given personally or by proxy.
- 3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

- 4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

18. Poll at general meeting

- 1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands -

- a) a declaration by the Chairperson that a resolution has been-
 - i) carried; or
 - ii) carried unanimously; or
 - iii) carried by a particular majority; or
 - iv) lost; and
- b) an entry to that effect in the minute book of the Association,

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

20. Proxies

- 1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy must be as set out in Appendix 1.

21. Board of Management

- 1) The affairs of the Association shall be managed by a board of management.
- 2) The Board:-
 - a) shall control and manage the business and affairs of the Association; and
 - b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

- c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- 3) Subject to section 77 of the Act, the Board shall consist of-
- a) the officers of the Association; and
 - b) up to eight (8) ordinary members,
- each of whom shall be elected at the annual general meeting of the Association in each year.

22. Office holders

- 1) The officers of the Association shall be:-
 - a) a President;
 - b) a Vice-President; and
 - c) a Treasurer.
- 2) The provisions of Rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- 3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

23. Ordinary members of the Board

- 1) Subject to these Rules, each ordinary member of the Board shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 2) In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

24. Election of officers and ordinary Board members

- 1) Nominations of candidates for election of officers of the Association and ordinary members of the Board must be-
 - a) made in writing, approved by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and it is noted that a nomination may be submitted in electronic form; and

- b) delivered to the Secretary of the Association on or prior to the date fixed for the holding of the annual general meeting.
- 2) A candidate may only be nominated for one office, or as an ordinary member of the Board, prior to the annual general meeting.
- 3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 6) The ballot for the election of officers and ordinary members of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

25. Vacancies

The office of an officer of the Association, or of an ordinary member of the Board, becomes vacant if the office or member :-

- a) ceases to be a member of the Association; or
- b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without obtaining a leave of absence from the Board;
- c) otherwise ceases to be a committee member by operation of section 78 of the Act; or
- d) resigns from office by notice in writing given to the Secretary.

26. Meetings of the Board

- 1) The Board must meet at least 2 times in each year at such place and such times as the Board may determine
- 2) Special meetings of the Board may be convened by the Chair or by any 4 of the members of the Board.

27. Notice of Board meetings

- 1) Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 2) Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28. Observers or advisers

The Board may invite representatives from relevant Government authorities, or other advisers, to attend meetings of the Board, provided that those invited representatives and advisers shall not have any specific right to receive notices of or vote at Board meetings.

29. Quorum for Board meetings

- 1) Any 3 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 2) No business may be conducted unless a quorum is present.
- 3) If within half an hour of the time appointed for the meeting a quorum is not present-
 - a) in the case of a special meeting- the meeting lapses;
 - b) in any other case- the meeting shall stand adjourned to the same place and same time and day in the following week.
- 4) The Board may act notwithstanding any vacancy on the Board.

30. Presiding at Board meetings

At meetings of the Board:-

- a) the President or, in the President's absence, the Vice-President presides; or
- b) if the President and the Vice-President are absent, or unable to preside the members present must choose one of their number to preside.

31. Voting at Board meetings

- 1) Questions arising at a meeting of the Board, or at a meeting of any sub-Board appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such a manner as the person presiding at that moment may determine.
- 2) Each member present at a meeting of the Board or of any sub-Board appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

32. Circulating resolution

- 1) The Board may pass a resolution without a Board meeting being held if a majority of the Board members entitled to vote on the resolution have provided their consent in writing to the resolution in accordance with this rule 32.
- 2) A Board member may consent to a resolution by providing the Association with a document (including by fax or electronic means):
 - a) setting out the terms of the resolution;
 - b) containing a statement to the effect that the member of the Board is in favour of the resolution; and

- c) signed by the Board member.
- 3) Alternatively, the Board member may consent to a resolution by giving the Association a written notice (including by fax or electronic means):
 - a) that includes the Board member's assent to the particular resolution;
 - b) that sets out the terms, or identifies, the particular resolution; and
 - c) where the Board member has notified the Association in writing of a specified means by which their consent must be authenticated, that enables the Board member's consent to be authenticated by those specified means.
- 4) Separate copies of a document referred to under rule 32.2) may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.
- 5) The resolution is passed when the last Board member forming part of the majority required to pass the resolution consents to the resolution in accordance with this rule 32.

33. Removal of Board member

- 1) The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first mentioned member.
- 2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to members of the association.
- 3) The Secretary or President may give a copy of the representation to each member of the Association or, if they are not given, the member may require that they be read out at the meeting.

34. Appointment of Executive Officer

- 1) The Board:
 - a) may appoint an Executive Officer for a period and on the terms (including as to remuneration) as the Board sees fit;
 - b) may delegate to the Executive Officer any of the powers that the Board may exercise; and
 - c) subject to the terms of appointment, may revoke or vary:
 - i) the appointment of the Executive Officer; or
 - ii) any of the powers conferred on the Executive Officer .
- 2) The Executive Officer must fulfil the duties of Secretary for the Association.

35. Secretary

If:

- 1) the Board does not exercise its discretion to appoint an Executive Officer in accordance with rule 34; or
- 2) for any reason, the Executive Officer's appointment comes to an end or he or she is unable to perform the duties of Secretary for the Association,

then the Board must appoint one of the existing members of the Board as Secretary of the Association until such time as a new Executive Officer is appointed.

36. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceeding of each general meeting, and each Board meeting, together with a record of the names of the persons present at Board meetings.

37. Funds

- 1) The Treasurer of the Association must-
 - a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - b) keep correct accounts and books showing the financial affairs of the Association with full details of the receipts and expenditure connected with the activities of the Association
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the treasurer and a nominated member of the Board.
- 3) The funds of the Association shall be derived from annual subscriptions, grants, donations and such other sources as the Board determines.

38. Seal

- 1) The Association will not use a common seal.

39. Notice to members

Except for the requirement in rule 13, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-

- a) delivering the notice to the member personally; or
- b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

40. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

41. Custody and inspection of books and records

- 1) Except as otherwise provided in these Rules, the Secretary must keep in his or her control all books, documents and securities of the Association.
- 2) Members may on request inspect free of charge—
 - a) the minutes of general meetings;
 - b) subject to subrule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- 3) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 4) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION

I,

of

being a member of IRRIGATED CROPPING COUNCIL INCORPORATED

appoint

of

being a member of the Irrigated Cropping Council, as my proxy vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held

on the day of 20 and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution)

Signed

Date