CONSTITUTION

The Western Australian Farmers Federation (Inc)

ABN: 75 877 985 228

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The Western Australian Farmers Federation

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WAFarmers Constitution March 2015
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WAFarmers Constitution March 2015
CONSTITUTION OF THE WESTERN AUSTRALIAN FARMERS FEDERATION (INC)

1. NAME

The name of the Association shall be The Western Australian Farmers Federation (Inc) hereinafter referred to as "WAFarmers".

2. OFFICE ETC

2.1 The office of WAFarmers and any place where a meeting of members is convened shall be in Western Australia.

2.2 WAFarmers shall be strictly non party political.

2.3 Freedom of expression of thought shall be the inalienable right of every member of WAFarmers, and no Chairperson of any meeting is authorised to detract from that democratic right provided always that proper courtesy and order are maintained.

3. DEFINITIONS

3.1 In this Constitution, unless the contrary intention appears:

"agriculture" is deemed to include, but is not limited to, all agricultural, horticultural, aquacultural, viticultural, apicultural, silvicultural and pastoral activities;

"Annual Conference" means a meeting convened pursuant to rule 25;

"delegate" means such persons as appointed pursuant to rule 22;

"Chief Executive Officer" means the Chief Executive Officer as provided in rule 24;

"Commodity" means any good, ware, product or merchandise of any kind or any article of trade or commerce;

"farmer" means any person engaged in the practice of agriculture; "Financial Year" shall be the period from the 1st day of December to the 30th day of November of the following year;

"industry" means all forms of agriculture;

"Membership Year" shall be the period from 1st day of February to 31st day of January, in the year immediately following;

"office holder" means an ordinary member who holds an office on the Board, a Section Council or Zone Council;

"ordinary member" means such persons as referred to in rule 8; "person" includes a corporation, firm, and unincorporated association;

"Preferential Voting System" means that system described in regulation 6;

"regulation" or "regulations" means the regulations of WAFarmers.
"rules" means the rules of WAFarmers as set out in this document

"Special Conference" means a meeting of WAFarmers convened pursuant to rule 26;

"the Act" means the Associations Incorporation Act 1987;

"the Board" means the Board of WAFarmers as provided in rule 17;

"WAFarmers" means The Western Australian Farmers Federation (Inc);

"WAFarmers President" means the President of WAFarmers as elected pursuant to rule 28.2;

"WAFarmers Senior Vice President" means the Senior Vice President of WAFarmers as elected pursuant to rule 28.3.1;

"WAFarmers Vice President" means the Vice President of WAFarmers as elected pursuant to rule 28.3.1;

"Zone" or "Zones" means the Zones of WAFarmers as provided in rule 19 and regulation 8.

3.2 Words importing the singular shall apply to the plural and vice versa.

4. OBJECTS OF THE ASSOCIATION

The objects for which WAFarmers is established are:

4.1 promote and safeguard the interests of members/farmers;

4.2 promote and safeguard the interests of agriculture and kindred industries as permitted by this Constitution;

4.3 carry out any activity deemed as necessary for the benefit of members and their industries;

4.4 create a favourable economic, social and political environment for the rural sector;

4.5 promote an understanding of the rural sector within the wider community.

5. POWERS

Subject to the Act, WAFarmers shall have all the powers of a natural person and may do all things necessary or convenient for carrying out its objects and purposes, including but not limited to:

5.1 acquire, hold, deal with, and dispose of any real or personal property;

5.2 open, operate and close bank accounts;

5.3 invest its money

5.3.1 in any security in which trust monies may be invested, or
5.3.2 in any other manner authorised by the rules of WAFarmers;

5.4 borrow money on such terms and conditions as WAFarmers thinks fit;

5.5 give such security for the discharge of liabilities incurred by WAFarmers as it thinks fit;

5.6 appoint agents to transact any business of WAFarmers on its behalf;

5.7 enter into any other contract it considers necessary or desirable;

5.8 act as trustee and accept and hold real and personal property upon trust.

6. APPLICATION OF INCOME AND PROPERTY

The income and property of WAFarmers shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members provided that remuneration may be paid in good faith to officers and servants of WAFarmers or other persons in return for services actually rendered to WAFarmers and that any property may be held on lease or hire from any such officers, servants or persons at reasonable rental.

7. MEMBERSHIP

7.1 Membership of WAFarmers shall be confined to;

7.1.1 ordinary members, and

7.1.2 associate members.

7.2 Subject to rule 11.4 an application for membership shall be accompanied by the first year’s subscription.

7.3 The Board shall have the right to refuse to admit any person as a member without assigning any reason for doing so.

8. ORDINARY MEMBERS

8.1 Any person who;

8.1.1 is engaged on a full or part time basis in agriculture or any kindred industry in Western Australia, or

8.1.2 has retired from such engagement, may, upon application in such form as shall be determined by the Board from time to time, become an ordinary member of WAFarmers.

8.2 Any person who;

8.2.1 paid a membership fee for life subscription prior to the 1998 Annual Conference, or
8.2.2 has been awarded life membership under regulation 1, is an ordinary member of WAFarmers.

8.3 Ordinary members shall, on application for membership or renewal of the annual subscription, identify the particular agricultural commodity or commodities that the member is engaged in.

9. ASSOCIATE MEMBERS

9.1 Any person or organisation;

9.1.1 That seeks to support WAFarmers, or

9.1.2 has objects that do not conflict with those of WAFarmers may, upon application in such form as shall be determined by the Board from time to time, become an associate member of WAFarmers.

9.2 Associate members shall;

9.2.1 not be entitled to vote

9.2.2 be entitled to add to their existing title the words- "associated with WAFarmers", and

9.2.3 be entitled to attend at;

9.2.3.1 a meeting of a Section Council particular to the member, to speak on any matter submitted to such Council by the associate member, or

9.2.3.2 Annual Conference.

And shall in all other respects conform to and be bound by the rules and regulations of WAFarmers for the time being in force and shall be entitled (subject to such rules and regulations) to all other rights and privileges as that of an ordinary member.

9.3 Such persons who qualify for ordinary member status are not eligible for: Associate membership.

10. AFFILIATION

WAFarmers may affiliate with other persons or organisations in Western Australia or any other State or with any national organisation.

11. SUBSCRIPTION

11.1 Subscriptions for members shall be determined by the Board unless adjusted in accordance with rule 11.2.

11.2 Annual subscriptions for ordinary members shall be based on whether the farming enterprise is a;

11.2.1 large scale enterprise,
11.2.2 average scale enterprise, or
11.2.3 small scale enterprise.

11.3 A pro rata subscription calculated from the quarter of the year in which the member joins may apply.

11.4 All subscriptions whether paid by cash or otherwise, shall be due and payable on the 1st day of February each year.

11.5 A member whose subscription has not been paid by the 31st day of May in any year shall be deemed unfinancial and shall thereafter not be entitled to any of the privileges of membership.

12. REGISTER OF MEMBERS, INSPECTION ETC

12.1 The Chief Executive Officer shall keep a Register of members setting forth:

12.1.1 the name, residential or postal address, and
12.1.2 the commodity or commodities in which the member is engaged, for each member.

12.2 Pursuant to Section 27 of the Act a member shall have access, upon request and within normal business hours, to the register of members.

12.3 Pursuant to Section 28 of the Act a member may request, and shall be provided with, a copy of these rules and other regulations of WAFarmers in force from time to time.

12.4 Pursuant to Section 29 of the Act a member shall have access, upon request and within normal business hours, to the register of office holders of WAFarmers.

12.5 A member accessing such documents as provided in rule 12.2 agrees to retain the confidentiality of the information contained in such documents and shall not sell or distribute any information on or within such documents.

13. TERMINATION

13.1 Membership of WAFarmers may be terminated upon:

13.1.1 receipt by the Chief Executive Officer of a notice in writing from a member of his or her resignation from WAFarmers, whereupon notice is to take effect;

13.1.1.1 on the date of receipt, or
13.1.1.2 on the date specified in the notice, whichever is the later;

13.1.2 non-payment by a member of his or her membership subscription
13.1.3 expulsion of a member in accordance with rule 14.

14. EXPULSION OR SUSPENSION FROM ORGANISATION

14.1 If the Board considers that a member should be suspended or expelled from membership of WAFarmers because the member's conduct is detrimental to the interests of WAFarmers, the Board shall communicate in writing to the member:

14.1.1 notice of the proposed suspension or expulsion and of the time, date and place that the Board will meet to determine the question of that suspension or expulsion; and

14.1.2 particulars of the alleged conduct,

14.2 The date of the Board meeting shall not be less than 30 days from the date of service of the notice referred to in rule 14.1.1.

14.3 The member shall be afforded full opportunity to attend the meeting and present oral or written testimony.

14.4 The member will be expelled on a resolution carried by not less than two thirds of the members of the Board present.

14.5 The decision of the Board shall be final.

15. LIABILITY OF MEMBERS

Any member causing loss or damage to WAFarmers or its equipment or property through failure to observe and comply with the rules or regulations of WAFarmers or the directions or orders of the Board or the Chief Executive Officer of WAFarmers shall be fully liable therefor.

16. STRUCTURE

The structure of WAFarmers shall comprise;

16.1 The Board,

16.2 Section Councils,

16.3 Zone Councils, and

16.4 Branches.

17. THE BOARD

17.1 There shall be a Board that shall comprise a maximum of eight (8) members being the WAFarmers President who shall be chairperson, the Senior Vice-President, four (4) member representatives and up to two persons, whether members of WAFarmers or not, with special expertise.
Subject to the rules, the Board shall be responsible for managing the affairs of WAFarmers and may exercise all the powers conferred on WAFarmers pursuant to these rules and the Act.

The Board shall have power to:

17.3.1 appoint up to two persons with special expertise to serve on the Board provided that

17.3.1.1 one such person has formal financial expertise, and or other desirable qualifications required at such time by the organization.

17.3.1.2 any such persons shall not be appointed for more than two terms,

17.3.2 appoint or remove Chief Executive Officer on such salary and conditions as it may determine,

17.3.3 determine Zone boundaries,

17.3.4 make recommendations to annual conference for appointment of an independent auditor and the remuneration payable to the auditor,

17.3.5 Intervene in and resolve issues of common interest or disputes in or between Section Councils, Zones or Branches or any combination of them;

17.3.6 fix such travel, daily and special daily allowances to be paid to any member of the Board or a Section Council who attends a duly convened meeting of such bodies or otherwise to transact any business deemed necessary by the Board,

17.3.7 call a special conference for the purpose of considering the dissolution of WAFarmers,

17.3.8 fix the remuneration of the WAFarmers President which shall be recorded in the annual financial accounts.

Meetings of the Board

17.4.1 The Board shall meet at least once every three (3) months for the transaction of WAFarmers business,

17.4.2 Notice of each meeting shall be forwarded by the Chief Executive Officer to each member of the Board at least seven (7) days prior to such meeting,

17.4.3 Meetings may be held in person or by electronic means.
17.4.4 All questions shall be determined by a majority of the Board members. The quorum for a meeting of the Board is more than half the number of Board members.

17.4.5 Minutes of all resolutions and proceedings of the Board shall be entered in a book provided for that purpose.

17.4.6 A resolution of the Board may be carried without any need for a meeting of the Board when:

17.4.6.1 notice of the proposed resolution has been given in writing or electronic form to all the members of the Board and

17.4.6.2 at majority of the members of the Board have consented in writing or electronic means to the resolution.

17.4.6.3 Any such decision will be ratified and included in the minutes of the next Board meeting.

18. SECTION COUNCILS

Section Councils may be formed for:

18.1 any commodity that members have nominated pursuant to rule 8.3;

18.2 General Section; and

18.3 such other purpose that the Board may establish from time to time.

18.4 Composition

18.4.1 Subject to rule 18, a Section Council shall comprise a President, Senior Vice-President and a Vice-President and one delegate from each Zone with a member or members involved in the Section Council and one member of a Section Council established pursuant to rule 18.3.

18.4.2 A Section Council formed pursuant to rule 18.3 shall comprise a President, Senior Vice-President and a Vice-President and such other persons as the Board may determine from time to time.

18.4.3 The Dairy Section Council shall comprise a President, Senior Vice-President and Vice-President and such number of Zone delegates as is determined annually in accordance with the formula specified in regulation 7, provided always that any Zone with a dairy member has the option of being represented on a Dairy Section Council.

18.4.4 The Pastoral Section Council shall consist of a minimum of five members or such other number as determined by the Board from time to time.
18.5 Subject to the rules, Section Councils so formed shall have power to do any one or more or all of the following:

18.5.1 form an Executive for the Section Council which shall comprise the President, Senior Vice President and Vice President of the Section Council and,

18.5.1.1 up to two other members of the Section Council,

18.5.1.2 for the Grains Section Council, at least two and up to four other members of that Section Council,

18.5.1.3 for the Beekeepers Section Council, three other members of that Section Council.

18.5.2 form standing or occasional committees.

18.5.3 place any matter before the Board or a Special or Annual Conference, provided that such matter may be withdrawn prior to the relevant meeting.

18.5.4 co-opt expertise to the Section Council, the Executive of the Section Council or any standing or occasional committee formed by that Section Council.

18.6 Subject to the rules, Section Councils so formed shall;

18.6.1 have at least two meetings per year in addition to an annual conference, where such meetings may be held in person or by electronic means.

18.6.2 hold an annual conference at which such business as deemed necessary for the operation of the Section Council shall be conducted.

18.6.3 hold an annual meeting at which a President, Senior Vice-President and Vice President shall be elected in accordance with rule 28.4.

18.7 Subject to the rules, the function of a Section Council shall be to:

18.7.1 develop policies on matters that;

18.7.1.1 are specific to that Section Council, or

18.7.1.2 relevant to that Section Council and are of member interest, or

18.7.1.3 have been referred by the Board.

18.7.2 consider and determine any matter that has been referred by the Board or any Zone,
18.7.3 consider and determine any matter or matters that impact on or are likely to impact on members in relation to that Section Council;

18.7.4 refer such matters to the Board that are of general public interest, and

18.7.5 keep itself informed of all matters, of whatever nature, relating to that Section Council.

18.8 A Section Council annual conference shall be convened by at least thirty days' notice to all relevant Zones and by notice published in such publication of WAFarmers that is communicated to members on a regular basis.

18.9 The Grains Section Council shall;

18.9.1 Elect annually from the members of the Section Council, a sufficient number of persons to act as the Section Council's representatives or any national or other body,

18.9.2 appoint the President of the Section Council or his or her nominee as the Section Council member for national representation provided the appointment of the nominee is supported by 75% of the members of the Section Council.

18.10 Subject to the rules, members of a Section Council shall be elected annually.

18.11 Upon retirement from the position of President of a Section Council such person shall retain a seat upon the Section Council under the title of "Immediate Past President" until the close of the next annual meeting at which elections are held.

18.12 General Section Council

18.12.1 There shall be a General Section Council that shall comprise:

18.12.1.1 the WAFarmers President, the WAFarmers Senior Vice President and the WAFarmers Vice President;

18.12.1.2 the Immediate Past President;

18.12.1.3 a delegate from each Zone;

18.12.1.4 one delegate, or proxy, from each of the Section Councils; and

18.12.1.5 such persons from the General Section Executive that are not otherwise members of the General Section Council.

18.12.2 Subject to the rules, the General Section Council shall have power to do any one or more or all of the following;
18.12.2.1 form a General Section Executive, comprising the WAFarmers President, Senior Vice President, Vice President and no more than four other members elected by but not necessarily from the General Section Council;

18.12.2.2 determine any policies that shall apply generally to WAFarmers.

18.12.3 Subject to the rules, the function of General Section Council shall be to:

18.12.3.1 develop policies on matters that;

18.12.3.1.1 are of public interest, or

18.12.3.1.2 affect more than one Section Council, or

18.12.3.1.3 have been referred by the Board.

18.12.3.2 consider and determine any matter that has been referred by the Board, and

18.12.3.3 consider and determine any matter that has been referred by another Section Council or Zone.

19. ZONE COUNCILS

19.1 Each Zone shall form a Zone Council.

19.2 Each Zone Council shall comprise all members from within the respective Zone.

19.3 A member resident in one Zone may transfer all membership entitlements to one provided always that registration in more than one Zone does not occur.

19.4 A Zone Council shall conduct a minimum of two meetings per year, provided that the President of a Zone Council shall;

19.4.1 have the power to convene a special meeting of the Council,

19.4.2 convene a special meeting of the Council upon receiving a request signed by at least ten ordinary members of the Zone.

19.5 Zone Councils shall;

19.5.1 conduct an annual meeting where there shall be elected a President of the Zone Council,

19.5.2 elect any other office bearers deemed necessary,
19.5.3 attend to casual vacancies as soon as practicable after they occur,

19.5.4 Elect delegates to the Section Councils.

19.6 Elections as referred to in rule 19.5 shall be determined by the Preferential Voting System.

19.7 A Zone Council may;

19.7.1 conduct commodity specific meetings at which those members from the Zone who have indicated that commodity on the membership form may vote,

19.7.2 conduct any meeting in person or by electronic means,

19.7.3 place any matter before the Board, a Section Council or a Special or Annual Conference, provided that such matter may be withdrawn prior to the relevant meeting.

20. BRANCHES

20.1 A Zone Council may establish a branch or branches within the relevant Zone where such branch is comprised of members from within the Zone.

20.2 Such branches as may be formed shall comply with the requirements of regulation 5 and such other management criteria as the Zone Council or the Board shall determine from time to time.

21. VOTING ENTITLEMENTS

21.1 Each member of;

21.1.1 the Board,

21.1.2 subject to rule 21.2, a Section Council; or

21.1.3 a Zone or Branch, shall have one vote when attending a meeting of the relevant group and in the case of an equality of votes the Chairperson shall have a second or casting vote.

21.2 At a Commodity Section Council meeting;

21.2.1 the President, Senior Vice President and Vice President of the Commodity Section Council shall have one vote,

21.2.2 subject to the rules, each delegate may cast one vote for each twenty members, or part there-of, of the Zone from which the delegate has been appointed, who have nominated that commodity in accordance with rule 8.3,
21.2.3 each delegate at a Beekeepers Commodity Section Council meeting shall have one vote only.

21.2.4 the President shall have a casting vote in addition to the ordinary vote provided under rule 21.2.1 above.

21.3 Notwithstanding rule 21.1, an ordinary member shall exercise one vote only for the election of the WAFarmers President in accordance with rule 28.2.1.

21.4 Subject to regulation 9, delegates at an Annual Conference or Special Conference called pursuant to rule 26.1.2, shall have one vote only and in the case of an equality of votes;

21.4.1 unless rule 21.4.2 applies, the Chairperson shall have a second or casting vote,

21.4.2 with respect to the election of office bearers, the provisions of regulations 6.1 and 6.2 apply.

21.5 Each member at a Special Conference called pursuant to rule 26.1.1 shall have and in the case of an equality of votes the Chairperson shall have a second or casting vote.

22. DELEGATES

22.1 Delegate status shall apply to all meetings of;

22.1.1 Commodity Section Councils including the annual conference of such Section Councils,

22.1.2 Annual Conference, and

22.1.3 Special Conferences called pursuant to rule 26.1.2.

22.2 Commodity Councils

22.2.1 Delegates to the annual conferences of the Commodity Section Councils are determined as follows;

22.2.1.1 For Meat, Wool or Grains Section Commodity, one delegate for each twenty Zone members or part there-of,

22.2.1.2 For the Dairy and Beekeepers Section Commodity, all ordinary members, who have nominated that Section Commodity in accordance with rule 8.3.

22.3 Annual and Special Conferences

22.3.1 Zone Councils may appoint delegates on the basis of one delegate for each twenty Zone members or part there-of.
22.3.2 Zone Councils may appoint proxy delegates in accordance with the provisions of regulation 9 and such proxy delegates have the same rights and voting powers as a delegate.

22.3.3 The register of financial members used to determine delegate representation shall be closed off twenty one clear days prior to the commencement of the Annual or Special Conference.

22.3.4 The Zone President or his or her nominee shall provide the Chief Executive Officer with a list of the Zone delegates, or of any changes to such list, appointed by the Zone to attend such Annual or Special Conference, by 9.00am on the day of the commencement of the Conference.

22.3.5 Members of the Board shall be accorded delegate status and such shall be additional to any Zone, Beekeepers or Pastoral Section delegate representation.

22.3.6 The Beekeepers Section shall be regarded as a Zone and delegates shall be appointed in accordance with rule 21.4.1.

22.3.7 The Pastoral Section Council shall appoint delegates in accordance with the following criteria;

22.3.7.1 one delegate for up to five members within the Pastoral Zone or who have nominated pastoral under rule 8.3.

22.3.7.2 two delegates where there are between six and forty such members, and

22.3.7.3 one delegate for each additional twenty members or part thereof in addition to the number of delegates determined under (i) or (ii) above.

23. CHAIRPERSON

23.1 The WAFarmers President shall preside at all,

23.1.1 meetings of the Board, Annual and Special Conferences and General Section Council,

23.1.2 functions of WAFarmers.

23.2 In the absence of the WAFarmers President, the WAFarmers Senior Vice President shall preside.

23.3 In the absence of the WAFarmers Senior Vice President
23.3.1 at meetings of the Board, a Chairperson shall be elected from the members of the Board present,

23.3.2 at meetings of Annual and Special Conferences and the General Section Council the WAFarmers Vice President shall preside.

23.4 Subject to rule 23.3 in the absence of the WAFarmers President, the WAFarmers Senior Vice President and the WAFarmers Vice President, a Chairperson shall be elected from the members present at the relevant meeting.

24. CHIEF EXECUTIVE OFFICER

24.1 A Chief Executive Officer shall be appointed by the Board pursuant to rule 17.3.2.

24.2 Subject to direction of the Board, the Chief Executive Officer shall;

24.2.1 be responsible for the day to day management of the administration of WAFarmers and all staff;

24.2.2 have the right to employ and dismiss staff,

24.2.3 provide advice to the Board and General Section Council as required,

24.2.4 conduct correspondence under the direction of the Board and General Section Council,

24.2.5 attend, ex-officio, or appoint another person to so attend, at meetings of the Board, General Section Council and General Section Executive with no voting rights,

24.2.6 be responsible for the receipt and banking of all monies and shall make such disbursements as are lawfully permitted or required,

24.2.7 have responsibility for the preparation of the annual report and the financial management of the organization in accordance with the budget as approved by the Board

24.2.8 be responsible for recording the minutes and resolutions of all Annual General Conference, Special Conference, Board and General Section Council meetings and the maintenance of those records,

24.2.9 in accordance with rule 36.3 countersign any deed, instrument or document,

24.2.10 ensure compliance with Sections 17, 27, 28 and 29 of the Act,

24.2.11 carry out such other duties as determined by the Board from time to time.
25. ANNUAL CONFERENCE

25.1 An Annual Conference shall be held in every calendar year within four months after the end of the Financial Year.

25.2 Annual Conference shall be;

   25.2.1 held at such place and upon such day as the Board may from time to time determine,

   25.2.2 convened by the giving of at least sixty days' notice to all Zones and Commodity Councils and by notice published in such publication of WAFarmers that is communicated to members on a regular basis.

25.3 All the powers provided for in these rules may be exercised at an Annual Conference, including the power to,

   25.3.1 alter the Constitution, and

   25.3.2 impose a levy on members for any specific purpose.

   25.3.3 appoint the auditor

26. SPECIAL CONFERENCE

26.1 A Special Conference shall be held;

   26.1.1 at the request in writing, to be addressed and served upon the Chief Executive Officer either personally, by post, or electronic means, of not less than one hundred members representing at least four zones, or

   26.1.2 by a decision of the Board.

26.2 A Special Conference shall be convened at a date, time and place to be determined by the Board following no less than thirty days notice of the meeting;

   26.2.1 to all Zone and Commodity Councils, and

   26.2.2 by notice published in such publication of WAFarmers that is communicated to members on a regular basis.

26.3 All the powers provided for in these rules may be exercised at a Special Conference, including the power to alter the Constitution however only the question or questions specified in the notice convening the meeting shall be considered by the meeting.

26.4 Any resolution or resolutions arising from a Special Conference shall be referred to the Board for implementation.

27. PROCEEDINGS AT ANNUAL OR SPECIAL CONFERENCES

27.1 The following shall be the order of business at every Annual Conference:
27.1.1 Consideration and confirmation or otherwise of the minutes of the last Annual Conference and of any Special Conference held since the preceding Annual Conference, where such confirmation shall be conclusive evidence of the truth and regularity of the proceedings recorded therein.

27.1.2 Consideration and acceptance or otherwise of the Annual Reports of the Board.

27.1.3 Receipts of the Annual Balance Sheet, Profit and Loss and accompanying Accounts and Reports of the Auditors and the adoption of the same or otherwise.

27.1.4 Elect by preferential system the WAFarmers President, WAFarmers Senior Vice President, WAFarmers Vice President and Board members

27.1.5 Any motions or special business of which notice has been given or which is brought forward by the Board.

27.1.6 General Business.

27.2 Motions

27.2.1 The Board or any Section or Zone Council may place motions on the agenda by giving written notice to the Chief Executive Officer at least thirty days before Annual Conference.

27.2.2 A copy of such motions as referred to in rule 27.2.1 shall be published in such publication of WAFarmers that is communicated to members on a regular basis at least twenty one days before Annual Conference.

27.3 A record of the proceedings at every Annual Conference shall be kept and signed by the Chairperson at the next succeeding meeting, after being confirmed as accurate.

28. ELECTIONS

28.1 Nominations

28.1.1 Subject to the rules, nominations for the positions of all elected office bearers for the Board and Section Councils shall be lodged in writing with the Chief Executive Officer not less than thirty days before Annual Conference.

28.1.2 Such nominations shall be signed by the nominee and the member making the nomination.

28.1.3 All such nominations shall be published in such publication of WAFarmers that is communicated to members on a regular basis not less than least twenty one days before Annual Conference.
28.2 WAFarmers President

28.2.1 A ballot shall be held for the position of WAFarmers President in such a manner that enables ordinary members to exercise a postal ballot.

28.2.2 At least thirty days prior to Annual Conference the Chief Executive Officer shall close off the register of members who are eligible to vote and arrange to mail a Postal Ballot form to the address of each such member.

28.2.3 The postal ballot shall open twenty one days before commencement of Annual Conference and shall close at 5 PM on the day immediately prior to the commencement of Annual Conference.

28.2.4 A member who wishes to exercise a postal vote must ensure that a completed ballot form is returned to the office of WAFarmers, or such other address as may be stated by the Chief Executive Officer, no later than 5 PM on the day immediately prior to the commencement of Annual Conference.

28.3 WAFarmers Senior Vice President, WAFarmers Vice President and members of the Board representing the Regions

28.3.1 A ballot for the following positions shall be conducted at the annual conference

28.3.1.1 the position of WAFarmers Senior Vice President,

28.3.1.2 the position of WAFarmers Vice President,

28.3.1.3 the positions of the two longest serving members of the Board.

28.4 Section Councils

28.4.1 Subject to the rule 28.4.4 the positions of President and Senior Vice President and Vice President of the sections councils shall be elected by membership of the section council either at the annual conference of such section council or within thirty (30) days of such conference, provided that such office holders need not necessarily come from the membership of the section council.

28.4.2 Each member of the Section Council shall have only one vote

28.4.3 A member of the Section Council may nominate for more than one position and may withdraw his or her nomination for any position.

28.4.4 The position of President, Senior Vice President and Vice President of the Dairy Section Council shall be elected by Delegates present at the annual conference of the Council
28.5 General Section Executive

The General Section Council shall elect the four members of the General Section Executive, other than the WAFarmers President, WAFarmers Senior Vice President and WAFarmers Vice President, within 30 days of the Annual Conference.

28.6 Term of office

28.6.1 Subject to the rules all election positions will be for a term of one year.

28.6.2 The Board members and the special expertise members will be for a term of two years provided that a Board member shall not be eligible for re-election after completing two such terms of office.

28.6.3 The WAFarmers President shall hold office for a term of two years and shall be eligible for re-election for not more than two terms of office, unless otherwise directed by the Annual General Conference.

28.7 Failure of nomination for WAFarmers President

28.7.1 Where no nomination for the position of WAFarmers President has been received pursuant to rule 28.1.1, nominations for the position will be taken from the meeting of Annual Conference.

28.7.2 All members present at the Annual Conference will be entitled to one vote on the nomination(s).

28.7.3 Where the position of WAFarmers President is filled pursuant to this rule, the term of office will be for no longer than one year.

29. QUORUM

29.1 Subject to the following rules the quorum for any meeting of members shall be at least half of the members or delegates entitled to vote at any such meeting.

29.2 Once a quorum has been fulfilled at the commencement of a meeting it will thereafter apply throughout the meeting regardless of whether any person or persons subsequently leave the meeting.

29.3 At a Special or Annual Conference delegates representing ten Zones shall form a quorum.

29.4 At an annual conference of;

29.4.1 a Meat, Wool or Grains Section Council, ten delegates representing four Zones shall form a quorum.
29.4.2 the Dairy Council ten delegates representing three Zones shall form a quorum.

29.4.3 the Beekeepers Section Council five delegates shall form a quorum.

29.5 There are no quorum requirements for meetings of Zone Councils shall be five members from the relevant Zone.

29.6 In the event that a quorum is not achieved, the meeting may proceed provided that all decisions of, and motions passed by the meeting shall,

29.6.1 be circulated to all persons entitled to attend and vote at the meeting within 3 business days of the meeting, and

29.6.2 not be implemented unless a quorum of those persons entitled to attend and vote at the meeting so ratify following such circulation.

29.7 For the purpose of rule 29.6.2, ratification means the provision of a written response (which may be electronic) within 24 hours of the circulation, agreeing to the decision(s) or motion(s) as the case may be.

30. **CASUAL VACANCIES**

30.1 A casual vacancy in the office of the WAFarmers President, the WAFarmers Senior Vice-President or WAFarmers Vice-President shall be filled as follows;

30.1.1 by the WAFarmers Senior Vice-President assuming the position of WAFarmers President,

30.1.2 by the WAFarmers Vice-President assuming the position of WAFarmers Senior Vice-President and by the Board immediately choosing a WAFarmers Vice-President from among the members of the Board.

30.2 A casual vacancy in the position of President, Senior Vice-President, or Vice-President of a Section Council shall be filled in the same manner as set out in rule 30.1.

30.3 A casual vacancy in a position of the Board, a Section Council or Executive or Zone Council or that of Zone President shall be filled by the affected body choosing a person from among its constituency.

30.4 Subject to rule 32.1 any person filling a casual vacancy as provided in rules 30.1, 30.2 and 30.3, shall hold office until the next opportunity for election occurs.

30.5 Should a casual vacancy occur through leave of absence pursuant to rule 32.1 in the positions of WAFarmers President, Senior Vice-President, Vice-President or a President of a Section Council, then rules 30.1 and 30.2 shall apply.

30.6 Should a candidate, as defined in rule 32.1, be unsuccessful then that person shall immediately resume their elected role within WAFarmers until the
expiration of their term. Any person appointed to fill that casual vacancy shall immediately step down.

31. ACCOUNTS

31.1 Subject to this rule, all monies or securities for monies received by WAFarmers shall be paid into a bank account of WAFarmers as and when the same are received and such monies shall be used for the carrying out of the objects and purposes of WAFarmers.

31.2 All cheques or other payments drawn on WAFarmers bank account shall be signed or authorized by any two of the following officers of WAFarmers, being the President, Senior Vice President and the Chief Executive Officer, or such other person as the Board may appoint from time to time.

31.3 The authority of the persons referred to in rule 31.2 is hereby limited to the amount standing to the credit or within any approved overdraft facility of the WAFarmers bank account.

31.4 Investments

31.4.1 Subject to the approval of the Board, monies or funds not immediately required for the operational purposes of WAFarmers may be invested by the Chief Executive Officer in such manner as approved by the Board.

31.4.2 No member of the Board or the Chief Executive Officer shall be responsible for any loss that may arise from such investment unless such loss is caused by wilful neglect or default.

31.5 Unless expressly provided for elsewhere in these rules, no Council shall be authorised or have the power to incur debt in the name of WAFarmers or to pledge the assets of WAFarmers.

31.6 The Board may approve the holding of a bank account by a Branch or Zone.

31.7 WAFarmers shall keep and maintain proper accounts. The Board shall cause a full and correct statement of the financial affairs of WAFarmers to be prepared for each financial year.

31.8 The accounts of WAFarmers shall be audited by an Auditor who shall be qualified to practice as a company auditor in the State and such final accounts duly audited shall be submitted at the Annual Conference together with the Audited Report.

32. CONFLICT OF INTEREST

32.1 Political interests
32.1.1 When a member of WAFarmers holding an elected position gains pre-selection with a political party, or in the case of an independent makes public his candidature, leave of absence shall be automatically granted from the time the person gains pre-selection, or the date a nomination is lodged with the Electoral Commission, whichever occurs first.

32.1.2 Such leave of absence shall end when the poll is declared, but if the member is successful the member shall resign immediately from the elected position held within WAFarmers.

32.1.3 A member of a Section Council or the Executives of such Section Councils who fails to attend three consecutive meetings without leave of absence shall cease to be a member of that Section Council or Executive.

32.2 Commercial conflict

32.2.1 Upon accepting nomination to an elected position on a Section Council, or to be a member of the Board, a member shall issue a declaration of interest, other than a common interest, in any commercial organisation dealing directly with primary producers.

32.2.2 Once elected a copy of such declaration must be forwarded to the Chief Executive Officer who must also be notified of future variations of any interests.

32.2.3 Any person holding an office as defined in rule 32.2.1 shall not take part in the consideration of any matter concerning an organisation of which that person is also a Director.

33. VALIDITY OF ACTS

33.1 Any decision of the Board, a Section Council or Executive or Zone Council shall be valid notwithstanding that the matter requiring attention was transmitted by post, facsimile or other electronic means and that the votes were returned in an appropriate manner.

33.2 All acts of any Annual or Special Conference or any meeting of the Board, a Section Council or Executive or Zone Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a member of such bodies, or that the members of them were disqualified, be as valid as if every such appointment and member was regular and qualified as the case may be.

34. INTERPRETATION OF THE RULES

Where required during the course of a meeting the Chairperson shall decide on any question of the interpretation of the rules. In the event that such decision is challenged the question of interpretation shall be put to the meeting and the decision of the meeting will be final.
35. RULES AND ALTERATION

35.1 These rules bind every member and WAFarmers to the same extent as if every member and WAFarmers had signed and sealed these rules and agreed to be bound by all their provisions.

35.2 The rules may be amended by resolution of not less than seventy-five percent of the delegates present and entitled to vote at a Special or Annual Conference of which notice, specifying the intention to propose the resolution as a special resolution, has been given in accordance with rules 26.2 and 27.2.2 as the case requires.

35.3 A motion of which notice has been given in accordance with rule 35.2 may be amended by a majority of delegates entitled to vote.

36. COMMON SEAL

36.1 The Common Seal of WAFarmers shall not be affixed to any instrument except by the authority of the Board.

36.2 The Common Seal may be so affixed by any two or more of the persons authorised by the Board to use the Common Seal.

36.3 The persons so using the Common Seal shall sign every deed, instrument or document to which it shall be affixed, and such deed, instrument or document shall also be countersigned by the Chief Executive Officer of WAFarmers.

36.4 A separate book shall be kept and called the "register of the Seal" in which prior to affixing the Seal to any deed, instrument or document:

36.4.1 there shall be entered a short title and description of the same, together with the date of the Board's authorisation of the fixing of the seal to such deed, instrument or document, and

36.4.2 such entry shall be signed by those persons using the Seal and the Chief Executive Officer prior to such deed, instrument or document being delivered out of the custody of WAFarmers.

37. DISSOLUTION OR WINDING UP

37.1 The Board may call a Special Conference for the specific purpose of considering the dissolution of WAFarmers.

37.2 Pursuant to rule 37.1 such Conference shall be held at a time and place to be determined by the Board following thirty days' notice to all Zones and Sections published in such publication of WAFarmers that is communicated to members on a regular basis.

37.3 Delegates and voting entitlements shall be as provided for in rule 21.4. The quorum for a Special Conference called pursuant to this rule shall be fifty (50) delegates from a combined majority of Zones.

37.4 The delegates may resolve upon the dissolution of WAFarmers. Such resolution shall be agreed to by not less than three quarters of the votes recorded by delegates in a ballot.
37.5 In the event that such resolution is agreed in accordance with rule 37.4, shall be
deemed to exist for the purpose of winding up and distributing the assets (if any) in
accordance with rules 37.7, 37.8 and 37.9 and shall proceed in accordance with
Section 30 of the Act.

37.6 Upon the final distribution of the assets, the Board shall submit to a Special
Conference a statement of the distribution, duly audited, and the Conference
having dealt with same may give instructions as to the disposition of the
books and records of WAFarmers and WAFarmers shall then stand finally
dissolved.

37.7 If upon the winding up or dissolution of WAFarmers there remains after the
satisfaction of all debts and liabilities any property whatsoever and wheresoever
situated, such property must not be paid to, or distributed amongst, the
members of WAFarmers.

37.8 Such surplus property must be distributed:

37.8.1 to another association incorporated under the Act which has
similar objects and which is not carried out for the purposes of
profit or gain to its individual members, or

37.8.2 for charitable purposes.

37.9 The incorporated association or charity, as referred to in rule 37.8, shall be
determined by the members of WAFarmers at or before the time of dissolution or
winding up.

38. REGULATIONS

38.1 Regulations may be made, varied, amended or deleted by an Annual or Special
Conference upon a motion from the Board, Section Council or Zone Council.

38.2 The making, amending, varying or deleting of regulations shall be in
accordance with rule 35.2.