



Rules

The Western Australian Farmers Federation (Inc)

ABN: 75 877 985 228

This is the annexure of 26 pages marked "A" referred to in the Form 5 signed by

me and dated

A handwritten signature in blue ink, appearing to read "Tony York".

Tony York, President

Incorporating amendments passed:
AGM/Special Meeting 14th March 2019

The Western Australian Farmers Federation

Address: Level 2, 161 Great Eastern Hwy, Belmont WA 6104 | PO Box 556 Belmont WA 6984

Tel: (08) 9486 2100

Website: www.wafarmers.org.au

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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

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

3. NEUTRALITY

3.1 WAFarmers shall be strictly non-party political and must not make donations to any political party or candidate for election to a State or Commonwealth political office.

3.2 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.

4. DEFINITIONS

4.1 In this Constitution, unless the contrary intention appears:

"active zone" is a zone under rule 20.1 that conducts a minimum of two meetings per year with one meeting being an AGM

"AgConnectWA" is the AgConnectWA membership of WAFarmers provided in rule 10.3

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

"Annual General Meeting" (AGM) means a meeting convened pursuant to rule 25;

"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;

"Director" a member of the WAFarmers Board

"Electronic Meeting" means a meeting held via phone conference, email or any other electronic means

"Farmer" means any person engaged in the practice of agriculture;

"Financial Year" shall be the period from the 1st day of January to the 31st day of December of the same year;

“immediate past president” is the person who held the position of President immediately prior to the election of the newly appointed President

"industry" means all forms of agriculture;

"membership" means such persons as referred to in rule 9.2; "person" includes a corporation, firm, and unincorporated association;

"Membership Year" shall be the period from 1st day of January to 31st day of December, in the same year;

“Non-active zone” means any zone that does not conduct a minimum of two meetings per year

“Officer” means an employee of the association, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the association;

“Office Holder”, is an elected member of a Section Council or Zone Council of the association;

"regulation" or "regulations" means the regulations of WAFarmers

"rules" means the rules of WAFarmers as set out in this document

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

"the Act" means the *Associations Incorporation Act 2015*;

"the Board" means the Board of WAFarmers as provided in rule 18;

"Voting Member" means such persons as referred to in rule 21; "person" includes a corporation, firm, and unincorporated association;

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

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

"WAFarmers Vice President" means the Vice President of WAFarmers as elected pursuant to rule 28.3;

"Zone" or "Zones" means the Zones of WAFarmers as provided in rule 20.

“Zone Executive” means the executive formed in accordance with rule 20.2

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

5. FINANCIAL YEAR

5.1 The first financial year of WAFarmers is to be the period that ends on the date notified to the Commissioner under section 29(5)(e) of the Act

- 5.2 The WAFarmers financial year shall commence on 1st January and conclude at midnight on 31st December of each calendar year
- 5.3 Each subsequent financial year of WAFarmers is the period of 12 months commencing at the termination of the first financial year or anniversary of that termination.

6. OBJECTS OF THE ASSOCIATION

The objects for which WAFarmers is established are to:

- 6.1 promote and safeguard the interests of members/farmers;
- 6.2 promote and safeguard the interests of agriculture and kindred industries as permitted by this Constitution;
- 6.3 develop and promote evidence based policies and submissions that enhance the financial and social wellbeing of members and their communities;
- 6.4 carry out any activity deemed as necessary for the benefit of members and their industries;
- 6.5 create a favourable economic, social and political environment for the rural sector;
- 6.6 promote an understanding of the rural sector within the wider community.

7. 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:

- 7.1 acquire, hold, deal with, and dispose of any real or personal property;
- 7.2 open, operate and close bank accounts;
- 7.3 invest its money
- 7.3.1 in any security in which trust monies may be invested, or
- 7.3.2 in any other manner authorised by the rules of WAFarmers;
- 7.4 borrow money on such terms and conditions as WAFarmers thinks fit;
- 7.5 give such security for the discharge of liabilities incurred by WAFarmers as it thinks fit;
- 7.6 appoint agents to transact any business of WAFarmers on its behalf;
- 7.7 enter into any other contract it considers necessary or desirable;
- 7.8 act as trustee and accept and hold real and personal property upon trust.

8. 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.

9. MEMBERSHIP

Under section 4 and 17 of the Act an association must always have at least 6 members with full voting rights.

- 9.1 Under section 19 of the Act a member of the management committee, trustee or a member of the association is not liable in respect of the liabilities of the association. This does not apply to liabilities incurred by or on behalf of the association prior to incorporation
- 9.2 Membership of WAFarmers shall be confined to;
 - 9.2.1 Ordinary membership;
 - 9.2.2 Associate membership;
 - 9.2.3 AgConnectWA membership; and
 - 9.2.4 Any other class of membership determined by the WAFarmers Board
- 9.3 Subject to rule 12.3 an application for membership shall be accompanied by the first year's subscription.
- 9.4 The Board shall have the right to refuse to admit any person as a member without assigning any reason for doing so.
- 9.5 An applicant for membership of WAFarmers becomes a member when:
 - 9.5.1 the Board accepts the application; and
 - 9.5.2 the applicant pays any membership fees payable to WAFarmers under rule 12.
- 9.6 WAFarmers must give each person who becomes a member of the association a copy of the rules and regulations current at the date of joining.
 - 9.6.1 Subject to rule 9.5 the rules and regulations will be made available by electronic transmission or via the WAFarmers website.
 - 9.6.2 Subject to rule 9.5 a hard copy of the rules and regulations must be provided if a member requests them in that manner.

10. MEMBERSHIP CLASSIFICATION

- 10.1 Ordinary Membership
 - 10.1.1 Any business or person who;

10.1.1.1 is engaged on a full or part time basis in agricultural primary production or any kindred industry in Western Australia, or

10.1.1.2 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.

10.1.2 Any person who;

10.1.2.1 paid a membership fee for life subscription prior to the 1998 Annual Conference, or

10.1.2.2 has been awarded life membership, has an ordinary membership of WAFarmers.

10.1.3 Ordinary memberships shall, on application for membership or renewal of their annual subscription, identify their voting members in accordance with voting entitlements referred to in rule 21.1 and identify the particular agricultural commodity or commodities that the membership is engaged in.

10.2 Associate Membership

10.2.1 Any business or person:

10.2.1.1 that seeks to support WAFarmers, and

10.2.1.2 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.

10.2.2 Associate members shall;

10.2.2.1 not be entitled to vote

10.2.2.2 be entitled to attend at:

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

10.2.2.2.2 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.

10.3 AgConnectWA Membership

10.3.1 An AgConnect WA member is any person who:

10.3.1.1 has paid for AgConnectWA Membership subscription and has been accepted as an AgConnectWA Member of WAFarmers.

10.3.2 AgconnectWA members shall be:

10.3.2.1 entitled to vote at the AgConnect Annual General Meeting

10.3.2.2 be entitled to attend the Annual General Meeting

11. AFFILIATION WITH OTHER BODIES

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

12. SUBSCRIPTION

- 12.1 The amount of any subscriptions payable for membership shall be determined by the WAFarmers Board
- 12.2 A pro rata subscription calculated on the date from which the member joins may apply.
- 12.3 All subscriptions whether paid by cash or otherwise, shall be due and payable on the 1st day of January each year.
- 12.4 A member whose subscription has not been paid by the 31st day of March in any year shall be deemed unfinancial and shall thereafter not be entitled to any of the privileges of membership.

13. INSPECTION OF RECORDS AND BOOKS

- 13.1 The Chief Executive Officer shall maintain a register of members as required under section 53 of the Act and record in that register any change in the membership of the association within 28 days of that change.
- 13.2 The register will be maintained at the office of WAFarmers
- 13.3 The register must record the commodity or commodities in which the member is actively engaged.
- 13.4 Pursuant to Section 54 of the Act a member shall have access, upon request and within normal business hours, to the register of membership free of charge
- 13.4.1 If —a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
- 13.4.2 the member must provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of WAFarmers, and 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.
- 13.5 Under section 56 of the Act subject to rule 13.9 if a member makes a copy of, or takes and extract from the register WAFarmers is authorised to determine a reasonable charge for providing a copy.
- 13.6 A member shall have a right to inspect, upon request to the Chief Executive Officer and within normal business hours, the record of the names and addresses of Board

members, and other persons authorised to act on behalf of WAFarmers, under section 58(3) of the Act.

- 13.7 The member may make a copy of or take an extract from a record or document referred to in rule 13.6 but does not have a right to remove the record or document for that purpose.
- 13.8 The member must not use or disclose information in a record or document referred to in rule 13.6 except for a purpose:
- 13.8.1 that is directly connected with the affairs of WAFarmers; or
- 13.8.2 that is related to complying with a requirement of the Act.

14. CESSATION AND TERMINATION OF MEMBERSHIP

14.1 Membership of WAFarmers may be terminated upon:

- 14.1.1 receipt by the Chief Executive Officer of a notice in writing from a member of his or her resignation from WAFarmers, where upon notice is to take effect;
- 14.1.1.1 on the date of receipt, or
- 14.1.1.2 on the date specified in the notice, whichever is the later;
- 14.1.2 non-payment by a member of his or her membership subscription
- 14.1.3 expulsion of a member in accordance with rule 15.

14.2 A person ceases to be a member when any of the following takes place:

- 14.2.1 for a member who is an individual, the individual dies;
- 14.2.2 for a member who is a body corporate, the body corporate is wound up;
- 14.2.3 the person resigns from WAFarmers under rule 14.1.1;
- 14.2.4 the person is expelled from WAFarmers under rule 15.

14.3 The Chief Executive Officer must keep a record, for at least one year after a person ceases to be a member, of:

- 14.3.1 the date on which the person ceased to be a member; and
- 14.3.2 the reason why the person ceased to be a member.

15. EXPULSION OR SUSPENSION FROM ORGANISATION

15.1 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:

- 15.1.1 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
- 15.1.2 particulars of the alleged conduct,
- 15.2 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 15.1.1.
- 15.3 The member shall be afforded full opportunity to attend the meeting and present oral or written testimony.
- 15.4 The member will be expelled on a resolution carried by not less than two thirds of the members of the Board present.
- 15.5 The decision of the Board shall be final.

16. 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 therefore.

17. STRUCTURE

The structure of WAFarmers shall comprise;

- 17.1 The Board,
- 17.2 Section Councils,
- 17.3 Zone Councils
- 17.4 Non-active Zones
- 17.5 or any other special council as determined by the Board

18. THE BOARD

- 18.1 Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept a position or appointment or act as a Director of the Board
 - 18.1.1 a person who is according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws
 - 18.1.2 a person who has been convicted within or outside of the state of;
 - 18.1.2.1 an indictable offence in relation to the promotion, formation or management of a body corporate or
 - 18.1.2.2 an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months or

- 18.1.2.3 an offence under Part 4 Division 3 or section 127 of the Act

Section 39 of the Act only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

- 18.2 There shall be a Board that shall comprise a maximum of eight (8) Directors: being the WAFarmers President who shall be chairperson, the Vice-President, four (4) elected member directors and up to two persons, whether members of WAFarmers or not, with special expertise.
- 18.3 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.
- 18.4 The Board shall have power to;
 - 18.4.1 appoint up to two persons with special expertise to serve on the Board provided that
 - 18.4.1.1 any such appointment must be ratified at the next AGM of WAFarmers
 - 18.4.1.2 any such persons shall not be appointed for more than three(3) consecutive terms
 - 18.4.2 appoint or remove the Chief Executive Officer on such salary and conditions as it may determine,
 - 18.4.3 determine all Zone boundaries
 - 18.4.4 make recommendations to annual conference for appointment of an independent auditor and the remuneration payable to the auditor,
 - 18.4.5 Intervene in and resolve issues of common interest or disputes within or between Section Councils and Zones
 - 18.4.6 fix such travel, daily and special daily allowances to be paid to any member of the Board or Section Council who attends a duly convened meeting of such bodies or otherwise to transact any business deemed necessary by the Board,
 - 18.4.7 call a special conference for the purpose of considering the dissolution of WAFarmers,
 - 18.4.8 fix the remuneration of the WAFarmers President which shall be recorded in the annual financial accounts.
- 18.5 The duties of the Board will include responsibility for governance, strategic direction, financial performance and membership.

- 18.6 Under section 41 of the Act where a Director ceases to be a member of the association's Board it requires that person to, as soon as practicable after their membership ceases, deliver to a member of the Board all of the relevant documents and records they hold pertaining to the management of the associations affairs.
- 18.7 Meetings of the Board
- 18.7.1 The Board shall meet at least 6 times per year for the transaction of WAFarmers business,
- 18.7.2 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,
- 18.7.3 Meetings may be held in person or by electronic means.
- 18.7.4 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.
- 18.7.5 Minutes of all resolutions and proceedings of the Board shall be entered in a book provided for that purpose.
- 18.7.6 A resolution of the Board may be carried without any need for a meeting of the Board when:
- 18.7.6.1 notice of the proposed resolution has been given in writing or electronic form to all the members of the Board and
- 18.7.6.2 at majority of the members of the Board have consented in writing or electronic means to the resolution.
- 18.7.6.3 Any such decision must be ratified and included in the minutes of the next Board meeting.

19. SECTION COUNCILS

Section Councils may be formed for:

- 19.1 any commodity that members have nominated pursuant to rule 10.1.3
- 19.2 General Section; and
- 19.3. any other purpose that the Board may establish from time to time.
- 19.4 Composition
- 19.4.1 Each Section Council shall consist of:
- 19.4.1.1 a President
- 19.4.1.2 a Vice President and

- 19.4.1.3 for Dairy Section Council:
one representative for every ten memberships or part thereof from each zone with at least one membership actively engaged in dairy production
 - 19.4.1.4 for all other Section Councils:
one representative from each zone with at least one membership actively engaged in the commodity;
 - 19.4.2 Zone representatives to Section Councils will be elected annually at the Annual General Meeting of each active zone.
 - 19.4.3 Zone representatives to Section Councils from each non-active zone will be elected annually by a ballot of the membership in each non-active zone conducted by the office of WAFarmers and rule 28.1 shall apply to such election with such changes as are necessary.
 - 19.4.4 A Section Council formed pursuant to rule 19.3 shall comprise a President, a Vice-President and such other persons as the Board may determine from time to time.
- 19.5 Subject to the rules, Section Councils so formed shall have power to do any one or more or all of the following;
- 19.5.1 form an Executive for the Section Council which shall comprise the President and Vice President of the Section Council and,
 - 19.5.1.1 up to four (4) other members of the Section Council,
 - 19.5.2 form standing or occasional committees.
 - 19.5.3 place any matter before the Board or a Special General Meeting or Annual General Meeting provided that such matter may be withdrawn prior to the relevant meeting.
 - 19.5.4 co-opt expertise to the Section Council, the Executive of the Section Council or any standing or occasional committee formed by that Section Council.
- 19.6 Subject to the rules, Section Councils so formed shall;
- 19.6.1 have at least two meetings per year in addition to an annual general meeting, where such meetings may be held in person or by electronic means.
 - 19.6.2 hold an annual general meeting at which such business as deemed necessary for the operation of the Section Council shall be conducted.
 - 19.6.3 hold an annual general meeting at which a President, and Vice President shall be elected in accordance with rule 28.4

- 19.7 Subject to the rules, the function of a Section Council shall be to:
- 19.7.1 develop policies on matters that;
 - 19.7.1.1 are specific to that Section Council, or
 - 19.7.1.2 relevant to that Section Council and are of member interest, or
 - 19.7.1.3 have been referred by the Board.
 - 19.7.2 consider and determine any matter that has been referred by the Board or any Zone,
 - 19.7.3 consider and determine any matter or matters that impact on or are likely to impact on members in relation to that Section Council,
 - 19.7.4 refer such matters to the Board that are of general public interest, and
 - 19.7.5 keep itself informed of all matters, of whatever nature, relating to that Section Council.
- 19.8 A Section Council annual general meeting 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.
- 19.9 A Section Council shall elect from the members of the Section Council, a sufficient number of persons to act as the Section Council's representatives on any national or other body,
- 19.10 Subject to the rules, representatives of a Section Council shall be elected annually.
- 19.11 A member of a Section Council or the Executive of such Section Council who fails to attend three consecutive meetings without leave of absence shall cease to be a member of that Section Council or Executive.
- 19.12 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.
- 19.13 General Section Council
- 19.13.1 There shall be a General Section Council that shall comprise:
 - 19.13.1.1 the WAFarmers President, and the WAFarmers Vice President;
 - 19.13.1.2 one representative from each Zone elected in accordance with rule 19.4.2
 - 19.13.1.3 the President or his or her appointed representative, from each of the Section Councils; and

- 19.13.1.4 such persons from the General Section Executive that are not otherwise members of the General Section Council.
- 19.13.2 Subject to the rules, the General Section Council shall have power to do any one or more or all of the following;
 - 19.13.2.1 have at least two meetings per year in addition to an annual general meeting, where such meetings may be held in person or by electronic means.
 - 19.13.2.2 form a General Section Executive, comprising the WAFarmers President, WAFarmers Vice President and no more than four other members elected by but not necessarily from the General Section Council;
 - 19.13.2.3 determine any policies that shall apply generally to WAFarmers.
- 19.13.3 Subject to the rules, the function of General Section Council shall be to:
 - 19.13.3.1 develop policies on matters that;
 - 19.13.3.1.1 are of public interest, or
 - 19.13.3.1.2 affect more than one Section Council, or
 - 19.13.3.1.3 have been referred by the Board.
 - 19.13.3.2 consider and determine any matter that has been referred by the Board, and
 - 19.13.3.3 consider and determine any matter that has been referred by another Section Council or Zone.

20. ZONE COUNCILS

- 20.1 "Active Zones" shall;
 - 20.1.1 form a Zone Council.
 - 20.1.2 comprise all members from within the respective Zone.
 - 20.1.3 A member may nominate membership to a zone of his choosing provided that membership does not occur in more than one Zone.
 - 20.1.4 conduct an annual general meeting to elect a President of the Zone Council or form a Zone Executive consisting of at

- least 4 members from the zone to conduct the affairs of the zone
 - 20.1.5 elect any other office bearers deemed necessary,
 - 20.1.6 attend to casual vacancies as soon as practicable after they occur,
 - 20.1.7 Elect representatives to the Section Councils.
- 20.2 An "Active Zone" Council shall conduct a minimum of two meetings per year with one meeting being an Annual General Meeting, provided that the President or Zone Executive formed in accordance with rule 20.1.4 of an Active Zone Council shall;
 - 20.2.1 have the power to convene a special meeting of the Council,
 - 20.2.2 convene a special meeting of the Council upon receiving a request signed by at least ten ordinary members of the Zone.
 - 20.2.3 conduct any meeting other than the Annual General Meeting by electronic means
- 20.3 An "Active" Zone Council may;
 - 20.3.1 conduct commodity specific meetings at which those members from the Zone who have indicated that commodity on the membership form may vote,
 - 20.3.2 place any matter before the Board, Section Council or a Special or Annual Conference, provided that such matter may be withdrawn prior to the relevant meeting.
- 20.4 Elections as referred to in rule 20.1 shall be determined by the Preferential Voting System.

21. VOTING ENTITLEMENTS

21.1 Voting Members

- 21.1.1 Ordinary Member voting entitlements are:
 - 21.1.1.1 A large membership is entitled to nominate up to a maximum of 6 voting members
 - 21.1.1.2 An average membership is entitled to nominate up to a maximum of 4 voting members
 - 21.1.1.3 A small membership is entitled to nominate up to a maximum of 2 voting members
 - 21.1.1.4 A retired membership is entitled to nominate one voting member

21.1.1.5 An AgconnectWA membership is entitled to one AgConnectWA Vote

21.2 No voting members vote may be transferred to a proxy..

21.3 as per rule 21.1.1, each voting member shall exercise one vote only for the election of the WAFarmers President in accordance with rule 28.2.1.

21.4 Each voting member of :

21.4.1 the board

21.4.2 subject to rule 21.5, a Section Council; or

21.4.3 a Zone

shall have only one vote and in the event of an equality of votes the Chairperson shall have a second or casting vote.

21.5 At a Commodity Section Council meeting

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

21.5.2 subject to the rules, each Section Council member shall have one vote.

21.5.3 the President shall have a casting vote in addition to the ordinary vote provided under rule 21.5.1 above.

22. DUTIES OF OFFICERS OR OFFICE HOLDERS

The duties provision will apply to any officer, office holder or any persons who have the ability to influence the Board but do not hold a formal Board position.

22.1 Under section 44 of the act an officer of an association must exercise his or her powers and discharge his or her duties with a degree to care and diligence that a reasonable person would exercise if that person

22.1.1 were an officer of the association in the associations circumstances; and

22.1.2 occupied the office held by, and had the same responsibilities within the association as, the officer

22.2 Under section 45 of the Act an officer of an association must exercise his or her powers and discharge his or her duties

22.2.1 in good faith in the best interests of the Association; and

22.2.2 for a proper purpose

22.3 Under section 46 of the Act an officer of the association must not improperly use his or her position to

22.3.1 gain an advantage for the officer or another person; or

- 22.3.2 cause detriment to the Association
- 22.4 Under section 47 of the Act a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to
 - 22.4.1 gain an advantage for the person or another person; or
 - 22.4.2 cause detriment to the Association

23. WAFARMERS PRESIDENT

- 23.1 The WAFarmers President shall preside at all:
 - 23.1.1 meetings of the Board, Annual General Meetings, Special General Meetings and General Section Council,
 - 23.1.2 functions of WAFarmers.
- 23.2 In the absence of the WAFarmers President, the WAFarmers Vice President shall preside.
- 23.3 Subject to rule 23.1 and rule 23.2 in the absence of the WAFarmers 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 18.4.2.
- 24.2 Subject to direction of the Board, the Chief Executive Officer shall;
 - 24.2.1 be responsible for the day to day management and administration of WAFarmers and all staff;
 - 24.2.2 have the authority 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. The CEO will not have voting rights at meetings.
 - 24.2.6 be responsible for the receipt and banking of all monies and shall make such disbursements as are lawfully permitted and delegated by the board.
 - 24.2.7 ensure the custody and control of:
 - 24.2.7.1 the books and any securities of WAFarmers;
 - 24.2.7.2 the financial records and, as applicable, the financial statements or financial reports of WAFarmers

for a period of no less than 7 years.

- 24.2.8 have responsibility for the preparation of the annual report and the financial management of the organisation in accordance with the budget as approved by the Board
- 24.2.9 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,
- 24.2.10 be responsible for ensuring the WAFarmers Board policies are adhered to
- 24.2.11 ensure compliance with Sections 17, 27, 28 and 29 of the Act,
- 24.2.12 carry out such other duties as determined by the Board from time to time.

25. ANNUAL GENERAL MEETING (AGM)

- 25.1 An Annual General Meeting shall be held in every calendar year within four months after the end of the Financial Year.
- 25.2 Annual General Meeting 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 Members, Zones and Section Councils and by notice published in such publication of WAFarmers that is communicated to members on a regular basis.
 - 25.2.3 Under section 86 of the Act the association appointed auditor is entitled to receive all notices of and other communications relating to any general meetings of the association
- 25.3 All the powers provided for in these rules may be exercised at an Annual General Meeting, 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 GENERAL MEETING

- 26.1 A Special General Meeting 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 10% of members representing at least four zones, or

26.1.2 by a decision of the Board.

26.2 A Special General Meeting 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 Members, Zones 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 General Meeting, 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 General Meeting shall be referred to the Board for implementation.

27. PROCEEDINGS AT ANNUAL OR SPECIAL GENERAL MEETINGS

27.1 The following shall be the order of business at every Annual General Meeting:

27.1.1 Consideration and confirmation or otherwise of the minutes of the last Annual General Meeting and of any Special General Meeting held since the preceding Annual General Meeting, 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 Financial Statements 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 Vice President and Board members

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

27.1.6 General Business.

27.2 Motions

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

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 General Meeting.

27.3 A record of the proceedings at every Annual General Meeting shall be kept, confirmed as correct and signed by the Chairperson at the next succeeding meeting.

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 the Annual General Meeting.

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 the Annual General Meeting.

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 or electronic ballot.

28.2.2 At least thirty days prior to the Annual General Meeting the Chief Executive Officer shall close off the register of members who are eligible to vote.

28.2.3 The ballot shall open twenty one days before the commencement of the Annual General Meeting and shall close at 5pm on the day immediately prior to the commencement of the Annual General Meeting.

28.3 WAFarmers Vice President and members of the Board

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

28.3.1.1 WAFarmers Vice President,

28.3.1.2 for a member Board Director

28.3.2 On the adoption of these rules:

28.3.2.1 the Board member holding office as Senior Vice President shall assume the office of Vice President; and

28.3.2.2 the member holding office as Vice President shall no longer hold that office or a position on the Board.

28.4 Section Councils

28.4.1 The positions of President and Vice President of the section councils shall be elected by the voting members of each membership actively engaged in the commodity as per rule 10.1.3 at the annual general meeting of such section council

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

28.5 Term of office

28.5.1 Subject to the following rules, all elected positions will be for a term of one year.

28.5.2 The term of office for all Board members will be two years. A Board member, other than President and Vice President, will be eligible to be elected as a Board Member, for no more than three consecutive terms (a maximum of 6 years). A member will be eligible for election as a Board Member after an absence of no less than one (1) year.

28.5.3 The President will be eligible for re-election for a further term of two years with a maximum term of office of four consecutive years. A member will be eligible for election as President after an absence of no less than one (1) year, unless elected under rule 28.6.1.

28.5.4 The term of office for the Vice President will be two years, with no right to be re-elected into that position at the end of the term.

28.6 Failure of nomination for WAFarmers President

28.6.1 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 at the Annual General Meeting.

28.6.2 All voting members present at the Annual General Meeting will be entitled to one vote.

28.6.3 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 voting members or representatives 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 General Meeting 30 voting members in attendance representing at least half the “Active” Zones shall form a quorum.
- 29.4 At an Annual General Meeting of:
- 29.4.1 Livestock, Grains and General Section Council, twenty (20) voting members representing at least half of the active zones with at least one member actively engaged in that commodity shall form a quorum.
- 29.4.2 Dairy Council, ten (10) voting members representing at least half of the active zones with at least one member actively engaged in that commodity shall form a quorum.
- 29.4.3 Beekeepers Section Council five (5) voting members shall form a quorum.
- 29.5 The quorum requirements for meetings of Zone Councils shall be five voting 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 the decision or motion.
- 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 person ceases to be a Board member if the person”
- 30.1.1 dies or otherwise ceases to be a member; or
- 30.1.2 resigns from the Board; or
- 30.1.3 becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act; or
- 30.1.4 becomes permanently unable to act as a Board member because of a mental or physical disability; or
- 30.1.5 fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

- 30.2 A casual vacancy in the office of the WAFarmers President and WAFarmers Vice-President shall be filled as follows;
- 30.2.1 by the WAFarmers Vice-President assuming the position of WAFarmers President,
- 30.2.2 by the WAFarmers Board appointing a person to fill the casual vacancy for Vice President,
- 30.3 Notwithstanding rule 28.5, a person filling a casual vacancy in the office of WAFarmers President or Vice President shall hold office until the next Annual General Meeting and the provisions of rule 28 shall apply mutatis mutandis..
- 30.4 A casual vacancy in the position of President of a Section Council shall be filled by the Vice President of the Council assuming the position.
- 30.5 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.
- 30.6 Subject to rule 32.1 & 32.2 any person filling a casual vacancy as provided in rules 30.2, 30.3 30.4 and 30.5, shall hold office until the next Annual General Meeting.
- 30.7 Should a casual vacancy occur through leave of absence pursuant to rule 32.1 & 32.2 in the positions of WAFarmers President, Vice-President or a President of a Section Council, then rules 32.1 and 32.2 shall apply.
- 30.8 Should a candidate, as defined in rule 32.1 & 32.2, be unsuccessful then that person shall immediately resume their elected role within WAFarmers until the expiration of their term and the person appointed to fill that casual vacancy shall immediately step down, unless an election has occurred with respect to the position previously held by the candidate (pursuant to rules 30.3 and 30.6), wherein the candidate shall not resume that position.

31. ACCOUNTS

- 31.1 Subject to this rule, all monies or securities for monies received by WAFarmers shall be paid into a bank account held in the name of WAFarmers when received and such monies shall be used for the carrying out of the objects and purposes of WAFarmers.
- 31.2 All payments drawn on WAFarmers bank account shall be signed or authorised by any two of the following officers of WAFarmers, being the President, Vice President and the Chief Executive Officer, or such other persons as the Board may appoint from time to time in accordance with the WAFarmers Board Signatory Policy.
- 31.3 The authority of persons referred to in rule 31.2 is hereby limited to the authority as delegated by the WAFarmers Board and within the approved 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 on behalf of WAFarmers the in such manner as authorised 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 willful neglect or default.
- 31.5 Unless expressly provided for elsewhere in these rules, no Section Council, Member or Representative shall be authorised or have the power to incur debt in the name of WAFarmers or to pledge the assets of WAFarmers.
- 31.6 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.
- 31.7 The accounts of WAFarmers shall be audited by an Auditor who shall be qualified to practice as a company auditor in the State of WA 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.
- 32.2 Commercial Conflict
- 32.2.1 Upon a 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.
- 32.2.4 Under section 43 of the Act a member at any of the association's committee meetings including the Board meeting who has a material conflict of interest in a matter being considered at a meeting must not be present while the matter is being considered at the meeting or during a vote on the matter.
- 32.2.5 Every disclosure of material personal interest made by any committee or Board member must be recorded in the minutes of the meeting at which the material personal interest is disclosed.

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 General Meeting 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 of WAFarmers to the same extent as if every member of 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 members present and entitled to vote at a Special or Annual General Meeting of which notice, specifying the intention to propose the resolution as a special resolution, has been given in accordance with rules 25.2.2 or 26.2. 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 members entitled to vote.

36. DISSOLUTION OR WINDING UP

- 36.1 The Board may call a Special General Meeting for the specific purpose of considering the dissolution of WAFarmers.

- 36.2 Pursuant to rule 36.1 such Conference shall be held at a time and place to be determined by the Board following thirty days' notice to all Members, Zones and Sections published in such publication of WAFarmers that is communicated to members on a regular basis.
- 36.3 Voting Members and voting entitlements shall be as provided for in rule 21.1 The quorum for a Special Conference called pursuant to this rule shall be fifty (50) voting members from at least half of the "Active" zones.
- 36.4 The members may resolve upon the dissolution of WAFarmers. Such resolution shall be agreed to by not less than 75% of the votes recorded by members in a ballot.
- 36.5 In the event that such resolution is agreed in accordance with rule 36.4, shall be deemed to exist for the purpose of winding up and distributing the assets (if any) in accordance with rules 36.7, 36.8 and 36.9 and shall proceed in accordance with Section 30 of the Act.
- 36.6 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.
- 36.7 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.
- 36.8 Under section 24(1) of the Act surplus property can only be distributed to one or more of the following:
- 36.8.1 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
 - 36.8.2 a company limited by guarantee that is registered as mentioned in the Corporations Act 2001 section 150
 - 36.8.3 a company holding a license that continues in force under the Corporations Act 2001 section 151 or
 - 36.8.4 a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
 - 36.8.5 a body corporate that —
 - 36.8.5.1 is a member or former member of the incorporated association; and
 - 36.8.5.2 at the time of the distribution of surplus property has rules that prevent the distribution of property to its members;
 - 36.8.6 a trustee for a body corporate referred to in paragraph (e);

- 36.8.7 a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing cooperative as defined in that Act
- 36.8.8 The incorporated association or charity, as referred to in rule 36.8, shall be determined by the members of WAFarmers at or before the time of dissolution or winding up.

37. RESOLVING DISPUTES

37.1 In this rule:

grievance procedure means the procedures set out in this rule

party to a dispute includes a person”

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

37.2 The procedure set out in this rule 37 (the grievance procedure) applies to disputes:

37.2.1 between members; or

37.2.2 between one or more members and WAFarmers.

37.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

37.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 37.3, any party to the dispute may start the grievance procedure by giving written notice to the Chief Executive Officer of

37.4.1 the parties to the dispute; and

37.4.2 the matters that are the subject of the dispute.

37.5 Within 28 days after the Chief Executive Officer is given the notice, a Board meeting must be convened to consider and determine the dispute.

37.6 The Chief Executive Officer must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

37.7 The notice given to each party to the dispute must state:

37.7.1 when and where the Board meeting is to be held; and

37.7.2 that the party, or the party’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.

37.8 At the Board meeting at which a dispute is to be considered and determined, the Board must:

37.8.1 give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and

37.8.2 give due consideration to any submissions so made; and

37.8.3 determine the dispute.

37.9 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.