



**THE TASMANIAN FARMERS &
GRAZIERS ASSOCIATION LTD**

ACN 009 477 810

Articles of Association

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PART 1 - DEFINITIONS AND REFERENCES

1 Name and Principal Office

- 1.1 The name of the company is the Tasmanian Farmers and Graziers Association.
 - 1.2 The principal office of TFGA is the registered office of TFGA or any other place TFGA determines.
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2 Definitions

- 2.1 Unless a different meaning is indicated:

Annual General Meeting means an Annual General Meeting of TFGA;

Appointed Director means a Director appointed under article 25;

approval of members means approval of the majority of members present and voting at a general meeting;

Articles mean the Articles of Association of TFGA;

associate member means a person referred to in article 15 who is admitted as an associate member of TFGA under article 19;

Board means the Board of TFGA as constituted under these Articles;

Board Committee means a Board Committee established under Part 9;

business means any corporation, firm, partnership, trust, organisation, association, institution, joint venture, or unincorporated body;

Chairperson means the Chairperson of the Board;

Chief Executive Officer means the Chief Executive Officer appointed and holding office under article 58;

Commodity Council means a Commodity Council of TFGA specified in or created under article 50;

Corporate Member means a business referred to in article 16C, which is admitted as a corporate member of TFGA under article 19;

Corporations Act means the *Corporations Act 2001* (Commonwealth);

Deputy Chairperson means the Deputy Chairperson of the Board;

Director means:

- (a) an Appointed Director; and
- (b) an Elected Director; and
- (c) an Independent Director;

Elected Director means a Director elected under article 26;

eligible member means a full member or a life member;

financial year means :

- (a) 1 January to 31 December in any one year; or
- (b) any other period TFGA determines;

full member means a person referred to in article 13 who is admitted as a full member of TFGA under article 19;

general meeting means a general meeting of TFGA;

Incoming Board means the Board constituted by Appointed Directors and Elected Directors;

Independent Director means a Director appointed under article 27;

life member means a person who is appointed as a life member of TFGA under article 16;

member means :

- (a) a member of TFGA of any category; and
- (b) a nominee member and a second nominee member; and
- (c) a representative member;

nominee member means a person who is a member as a nominee under article 17;

objects mean the objects of TFGA;

office bearer means a person holding an office referred to under article 33.1;

organisation means a body corporate or an unincorporated body or association;

person means a natural person;

prescribed means prescribed by the By-laws of TFGA;

primary industry means agriculture and related industries;

returning officer means a person appointed as such under clause 9 of Schedule 1;

representative means a person appointed to represent a corporate member at a general meeting in accordance with the Corporations Act;

Secretary means the Secretary of the Board appointed in accordance with the Corporations Act;

student member means a person referred to in article 16a who is admitted as a student member of TFGA under article 19;

TFGA means the Tasmanian Farmers and Graziers Association;

3 **References**

- 3.1 Unless a different meaning is indicated:
 - (a) a reference to a law includes a reference to regulations, rules, by-laws and other instruments made under the law;
 - (b) a reference to a law or a provision of a law includes a reference to amendments, re-enactments, consolidations or replacements of that law or the provision;
 - (c) a reference to a numbered article is a reference to a provision of these Articles that corresponds to that number.
- 3.2 These Articles may be referred to as the Constitution of TFGA.

4 **Grammar**

- 4.1 Unless a different meaning is indicated:
 - (a) **may** is permissive and not mandatory;
 - (b) **must** is mandatory;

- (c) **is to** is directory;
 - (d) the singular includes the plural and the plural includes the singular;
 - (e) any parts of speech or grammatical forms of a defined word or defined term have corresponding meanings;
 - (f) **include** is not to be construed as a limitation.
-

5 Corporations Act Provisions

- 5.1 Unless a different meaning is indicated:
 - (a) a word, term or expression in this Constitution relating to a matter that is dealt with in a provision of the Corporations Act, has the same meaning as in that provision; and
 - (b) section means a section of the Corporations Act.
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6 Headings

- 6.1 Headings do not affect the interpretation of these Articles.
-

PART 2 - OBJECTS AND POWERS

7 *Objects*

- 7.1 The objects of TFGA are:
- (a) to provide innovative and effective leadership for Tasmania's primary industries;
 - (b) to be the nationally and internationally recognised representative voice of Tasmanian primary producers;
 - (c) to advance the development of Tasmania's primary industries;
 - (d) to protect the right to farm in an economically, socially and environmentally sustainable manner;
 - (e) to enable members to thrive in a continually evolving operating environment.
-

8 *General Powers*

- 8.1 The TFGA may:
- (a) acquire and dispose of in its own right or as trustee any assets and property, other than real property, without the approval of members ; and
 - (b) acquire and dispose of in its own right or as a trustee any real property with the approval of members; and
 - (c) appoint, employ, remove or suspend employees and agents and other persons necessary or convenient for the purposes of TFGA; and
 - (d) invest and deal with the money of TFGA; and
 - (e) manage the financial affairs of TFGA; and
 - (f) take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any property sold by TFGA, or any money due to TFGA from purchasers and others; and
 - (g) take any gift of money or property, whether subject to any special trust or not, for any one or more of the objects of TFGA; and
 - (h) take any steps the TFGA considers necessary to obtain contributions to its funds, in the form of donations, annual subscriptions or otherwise; and
 - (i) do anything incidental or conducive to the attainment of the objects of the TFGA and the exercise of its powers and the performance of its functions.
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9 *Amalgamation*

- 9.1 TFGA, by special resolution, may amalgamate with any companies, institutions, societies or associations which have objects similar to those of TFGA and which prohibit the distribution of their income and property among their members to at least the same extent as that imposed on TFGA.
- 9.2 TFGA may:
- (a) purchase or otherwise acquire any part or all parts of the assets and liabilities of any one or more of the companies, institutions, societies or associations with which TFGA amalgamates; and
 - (b) transfer any part or all parts of the assets and liabilities of TFGA to any one or more of the companies, institutions, societies or associations with which TFGA amalgamates.
-

10 ***Borrowing***

- 10.1 Subject to article 10.3, TFGA, by special resolution at a Special General Meeting or at the Annual General Meeting, may borrow, raise or secure the payment of money or secure the repayment or performance of any debt, liability, contract, or guarantee incurred or entered into by TFGA:
- (a) by the issue of debentures charged on all or any of TFGA's property; or
 - (b) in any other manner TFGA considers appropriate.
- 10.2 TFGA may purchase, redeem or pay off any such securities.
- 10.3 TFGA may borrow:
- (a) up to and including 20% of the total value of its real property without the approval of members; and
 - (b) more than 20% of the total value of its real property only with approval as specified in article 10.4.
- 10.4 Approval under article 10.3 is to be obtained by special resolution at the Annual General Meeting or at a Special General Meeting of TFGA held for that purpose.
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PART 3 - INCOME AND PROPERTY

11 Application of Income and Property

- 11.1 The income and property of TFGA must be applied solely towards the promotion of the objects.
 - 11.2 TFGA must not make any donations to political parties or to candidates for election to a Local Government, State or Commonwealth political office.
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12 Dividends, Bonus and Profit Not Payable to Members

- 12.1 TFGA must not pay or caused to be paid or transferred, directly or indirectly, any dividend, bonus or profit to members.
-

PART 4 – MEMBERSHIP

13 Full Members

- 13.1 A person or business engaged in a primary industry business in Tasmania may apply to be admitted as a full member in accordance with article 19.
- 13.2 A person or business admitted as a full member must pay all levies and subscriptions as determined under these Articles.
-

14 Introductory Members - clause deleted at 2009 AGM

15 Associate Members

- 15.1 A person who has a general interest in primary industry and is not eligible for membership under articles 13, 14, 16, 16A, 16B, 16C, 17 or 18 may apply to be admitted as an associate member in accordance with article 19.
- 15.2 A person admitted as an associate member:
- (a) must pay an annual subscription as determined under these Articles; and
 - (b) may attend and observe the proceedings at a general meeting but has no right to vote; and
 - (c) is not eligible for appointment to the Board or relevant Commodity Councils; and
 - (d) is entitled to receive, at no cost, copies of all newsletters and annual reports of TFGA.
-

16 Life Members

- 16.1 The Board may appoint a person as a life member in recognition of service of a high order by that person to TFGA.
- 16.2 The appointment:
- (a) may be made by the Board of its own motion or from names proposed by a member or members; and
 - (b) must be made in accordance with any criteria determined by the Board.
- 16.3 A life member has the same rights and entitlements as a full member.
-

16A Student Members

- 16A.1 A person undertaking secondary, post-secondary or tertiary studies on a full-time basis may apply to be admitted as a student member in accordance with article 19.
- 16A.2 A person admitted as a student member:
- (a) must pay an annual subscription as determined under these Articles; and
 - (b) may attend and observe the proceedings at a general meeting but has no right to vote; and
 - (c) is not eligible for appointment to the Board or Commodity Councils; and
 - (d) is entitled to benefits as determined by the Board from time to time.
-

16B *Young Members* - clause deleted at 2009 AGM

16C *Corporate Members*

- 16C.1 A business that has a general interest in primary industry and is not eligible for membership under articles 13 and 14, may apply to be admitted as a corporate member in accordance with article 19.
- 16C.2 A business admitted as a corporate member:
- (a) must pay an annual subscription as determined under these Articles; and
 - (b) may attend and observe the proceedings at a general meeting but has no right to vote; and
 - (c) is not eligible for appointment to the Board or Commodity Councils; and
 - (d) is entitled to benefits as determined by the Board from time to time.
-

17 *Nominee Members*

- 17.1 A business that wishes to apply to be admitted as a member must nominate a natural person who is normally resident in Australia and of full legal capacity to act as its nominee in the relevant category of membership.
- 17.2 The rights and entitlements attaching to the category of membership of the business by which a nominee member is nominated are to be exercised by the nominee member for that business. A nominee member may by notice in writing to the Chief Executive Officer appoint a second nominee member for a business. A second nominee member, if appointed, may exercise the rights and entitlements of a nominee member except that for a business that is a full member any voting entitlements at a general meeting, in an election conducted under article 26 or in an election for membership of a Commodity Council are exercisable only by the nominee member and are not exercisable by the second nominee member. Both the nominee member and the second nominee member are eligible for election to a Commodity Council as if they were a full member.
- 17.3 Notwithstanding the appointment of a nominee to act as its nominee member, a business remains subject to the obligations of membership during that appointment.
- 17.4 A business, by notice in writing to the Chief Executive Officer:
- (a) may revoke its nominee's appointment to act as its nominee member; and
 - (b) may appoint a new nominee to replace its nominee who resigns or whose appointment is revoked or otherwise ceases; and
 - (c) must appoint another nominee if its nominee dies.
- 17.5 A new nominee becomes a nominee member of the relevant category when notice of his or her appointment is received by the Chief Executive Officer.
- 17.6 If a person ceases to be nominee member for any reason, including but not limited to resignation, death or revocation of appointment, the appointment by that nominee member of any second nominee member is revoked.
-

18 *Representatives of Full Members*

- 18.1 A full member who is a natural person may appoint a person as an administrator or a manager for or on behalf of the full member as his or her representative.
 - 18.2 A representative may exercise the rights and entitlements of the full member in place of the full member.
 - 18.3 The full member remains subject to the obligations of membership during the term of appointment.
 - 18.4 The appointment must:
 - (a) be in writing in the form determined by the Board; and
 - (b) specify the term of the appointment; and
 - (c) be signed by the full member; and
 - (d) be lodged with the Chief Executive Officer.
 - 18.5 The full member may revoke the appointment by notice in writing lodged with the Chief Executive Officer.
-

19 *Application Requirements*

- 19.1 An application to be admitted as a member in any category must:
 - (a) be made in writing in a form determined by the Board; and
 - (b) state the category of membership applied for; and
 - (c) specify the primary production engaged in by the applicant; and
 - (d) state that, if admitted to membership, the applicant agrees to be bound by these Articles and any by-laws or regulations made under the Articles; and
 - (e) be signed by the applicant; and
 - (f) in the case of an application from a business, be accompanied by the written consent of its nominee; and
 - (g) be lodged with the Chief Executive Officer.
 - 19.2 As soon as practicable after the receipt of an application, the Chief Executive Officer is to refer the nomination to the Board.
 - 19.3 The Board, within 6 weeks of receipt of an application, is to:
 - (a) approve the application; or
 - (b) refuse to approve the application.
 - 19.4 The Chief Executive Officer is to notify the applicant, in writing, of the approval or refusal of the application.
 - 19.5 If the application of a person is approved, the person is admitted as a member with effect from the date of the notice.
-

20 *Resignation*

- 20.1 A member may resign by giving notice in writing to the Chief Executive Officer.
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21 Expulsion of Members

- 21.1 The Board may expel a member from TFGA if, in the opinion of the Board, the member acts contrary to the interests of TFGA.
- 21.2 The Board may only consider a resolution for the expulsion of a member if:
- (a) the member has been given at least 14 days notice in writing of:
 - (i) the time and place of the meeting at which the Board is to consider the resolution; and
 - (ii) the grounds alleged to be the reason for the expulsion; and
 - (b) the member has been given a fair opportunity to be heard; and
 - (c) at least 70% of the Directors are present at the meeting.
- 21.3 An affirmative vote for a resolution to expel a member must be carried by a majority of not less than two thirds of the Directors present at the meeting.
- 21.4 If the Board expels a member, the Chief Executive Officer, without undue delay, is to cause to be served on the member a notice in writing:
- (a) stating that the Board has expelled the member; and
 - (b) specifying the grounds for the expulsion.
-

22 Cessation of Membership

- 22.1 A person ceases to be a member on resignation to be provided in writing.
- 22.2 The obligation to pay any amounts owing to TFGA survives the cessation of membership.
- 22.3 Any right, entitlement or privilege attached to membership terminates on cessation of membership.
- 22.4 Cessation of membership takes effect on the date on which a person's name is removed from the register of members.
-

23 Limited Liability and Non-Transfer of Rights and Obligations

- 23.1 A member has no liability as a member of TFGA except as set out in article 62.
- 23.2 Any right, privilege or obligation of a person as a member is not capable of being transferred or transmitted to another person.
-

PART 5 - BOARD OF DIRECTORS

24 *Composition of Board*

- 24.1 The Board is composed of:
- (a) 5 Appointed Directors, one from each Commodity Council;
 - (b) 3 Elected Directors;
 - (c) up to 2 Independent Directors.
-

25 *Appointed Directors*

- 25.1 Each Commodity Council is to appoint a member of that Commodity Council who is an eligible member to be an Appointed Director.
- 25.2 A Commodity Council is to advise the Chief Executive Officer of the name of the person appointed as Appointed Director no later than 14 days before the date of the Annual General Meeting.
- 25.3 The appointment of an Appointed Director is to be ratified at the Annual General Meeting before the Director takes office.
- 25.4 If the appointment of an Appointed Director is not ratified at the Annual General Meeting:
- (a) the office becomes vacant and articles 37.1 and 37.4 apply as if the Appointed Director resigned or vacated office; and
 - (b) if the Appointed Director was an office bearer, that office becomes vacant.
-

26 *Elected Directors*

- 26.1 Before the appropriate Annual General Meeting, an Elected Director is to be elected in each telephone area of 62, 63 and 64 by members having their principal residence in that area.
- 26.2 Only an eligible member may be nominated as an Elected Director.
- 26.3 An eligible member may only be nominated in respect of the telephone area in which that member's principal place of primary production is located.
- 26.4 An eligible member may only be nominated in respect of one telephone area at any election.
- 26.5 An election under this article is to be held in accordance with Schedule 1.
- 26.6 An Elected Director in respect of a telephone area fills the vacancy created on the expiry of the term of the Elected Director for that telephone area.
-

27 *Independent Directors*

- 27.1 The Board is to appoint persons whose skills, qualifications and experience would serve the interest of TFGA to be Independent Directors.
 - 27.2 The appointment of an Independent Director is to be ratified at an Annual General Meeting before the Director takes office.
 - 27.3 An Independent Director is not entitled to vote on the appointment of any Independent Director.
 - 27.4 An Independent Director need not be a member of TFGA.
 - 27.5 If the appointment of an Independent Director is not ratified at an Annual General Meeting:
 - (a) the office becomes vacant and articles 37.3 and 37.4 apply; and
 - (b) if the Independent Director was an office bearer, that office becomes vacant.
-

28 *Term of Office of Directors*

- 28.1 The term of office of a Director is 3 years from the end of the Annual General Meeting following the appointment or election.
 - 28.2 A Director is eligible for re-appointment or re-election.
 - 28.3 A Director who is elected as chairperson, may hold office as chairperson for the maximum term allowed under article 35.
-

29 *Powers of Board*

- 29.1 The Board may exercise all the powers of TFGA except those powers that are required by the Corporations Act or by these Articles to be exercised by a general meeting.
-

30 *Payments to Directors and Office Bearers*

- 30.1 A Director may be:
 - (a) paid a Director's fee as determined and approved by the Annual General Meeting; and
 - (b) reimbursed reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Board or when otherwise engaged in carrying out the duties of a Director.
 - 30.2 In addition to any payments paid under article 30.1, the Chairperson and the Deputy Chairperson may each be paid a fee as recommended by the Board and approved at each Annual General Meeting.
 - 30.3 An Annual General Meeting may determine the fees despite the absence of a recommendation from the Board.
-

31 Incoming Board

- 31.1 As soon as practicable and no later than 21 days after the appointment of Appointed Directors and election of Elected Directors, the Chief Executive Officer is to convene a meeting of those persons and any Director whose term will not expire at the conclusion of the next Annual General Meeting.
- 31.2 The Directors referred to in article 31.1 constitute the Incoming Board.
- 31.3 The meeting is to be held no later than the conclusion of the next Annual General Meeting following that appointment or election.
- 31.4 The purpose of the meeting is to:
- (a) elect the office bearers from the members of the Incoming Board; and
 - (b) consider the nominations of Independent Directors.
-

32 Meetings of Incoming Board

- 32.1 The Incoming Board is to conduct its meeting in the same manner as if it were a meeting of the Board.
- 32.2 A meeting of the Incoming Board may be adjourned to a further meeting of the Incoming Board or to a meeting of the Board so long as:
- (a) the election of the Chairperson takes place before the conclusion of the next Annual General Meeting following the appointment or election of members of the Incoming Board; and
 - (b) the election of the Deputy Chairperson takes place at a further meeting of the Incoming Board or at a meeting of the Board.
-

33 Nominations for Election as Office Bearers

- 33.1 The office bearers are the Chairperson, who is also the chairperson of the Board, and the Deputy Chairperson.
- 33.2 Only life members and full members are eligible to be nominated as Chairperson or Deputy Chairperson.
- 33.3 A nomination for election as an office bearer is to be in writing and is to be:
- (a) accompanied by the consent of the nominee; and
 - (b) lodged with the Chief Executive Officer before or at the meeting at which the election is to be held.
-

34 Procedure for Election of Office Bearers

- 34.1 The Chief Executive Officer is to chair the meeting of the Incoming Board until the election of the Chairperson, at which time the Chairperson is to chair the meeting.
- 34.2 The election of office bearers is to take place in the following order:
- (a) the Chairperson;
 - (b) the Deputy Chairperson.

- 34.3 If there is only one nomination for an office, the person nominated is elected.
- 34.4 If there are 2 nominations for an office, the person who receives the most votes is elected.
- 34.5 If there are more than 2 nominations for an office, the following procedure applies:
- (a) there is to be a series of votes with the person receiving the least number of votes in each case being excluded;
 - (b) this process continues until one person receives a majority of votes;
 - (c) if there are an equal number of votes the vote is to be repeated;
 - (d) if the repeat vote also produces a tied vote, the result of the election is to be determined by the drawing of lots.
- 34.6 A chairperson of a Commodity Council who is elected as Chairperson must vacate the office of chairperson of that Commodity Council within 30 days after being so elected.
-

35 *Term of Office Bearers*

- 35.1 The term of the office bearers is one year expiring at the conclusion of the Annual General Meeting following their election.
- 35.2 The Chairperson is eligible for re-election for a maximum of 4 consecutive terms.
-

36 *Suspension and Vacation of Office of Director*

- 36.1 The office of a Director of the Board is automatically vacated if the Director:
- (a) ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Act; or
 - (b) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of his or her joint or separate estate generally; or
 - (c) becomes of unsound mind or someone whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
 - (d) resigns office in writing or refuses to act; or
 - (e) is elected to a parliament; or
 - (f) ceases to be a full member or life member of TFGA.
- 36.2 A Director is suspended from office if nominated as a candidate for election to a parliament from the date of issue of writs until the declaration of the poll.
-

37 *Casual Vacancies*

- 37.1 If an Appointed Director resigns or vacates office, the Commodity Council that appointed the Director is to appoint another Director within 3 weeks of the vacancy occurring to fill that office.
- 37.2 If an Elected Director resigns or vacates office, the vacant office:
- (a) is to be filled by the last excluded available candidate from the election of that Elected Director; or
 - (b) if such a candidate is not available, remains vacant.

- 37.3 If an Independent Director resigns or vacates office, the Board may only fill the vacancy with the approval of all the remaining Directors.
- 37.4 A vacancy filled under article 37.1 or 37.3:
(a) is for the balance of the unexpired term of office; and
(b) is to be ratified at the next following Annual General Meeting.
- 37.5 A vacancy filled under article 37.2 is for the balance of the unexpired term of office.
- 37.6 If the office of Chairperson becomes vacant for any reason:
(a) the Deputy Chairperson takes office as the Chairperson; and
(b) an election is to be held for the office of Deputy Chairperson.
- 37.7 If the office of Deputy Chairperson becomes vacant for any reason, an election is to be held for that office.
- 37.8 If both offices of Chairperson and Deputy Chairperson become vacant for any reason, an election is to be held for both offices.
- 37.9 An election under article 37.6, 37.7 or 37.8 is to be held as determined by the Board.
-

38 Directors' Interests

- 38.1 Subject to provisions of the Corporations Act relating to the disclosure of and voting on matters involving material personal interests, a Director may:
(a) hold any office or place of profit on TFGA, except that of auditor; and
(b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by TFGA or in which it has any interest; and
(c) enter into any contract or arrangement with TFGA; and
(d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of TFGA or persons dependent on or connected with them; and
(e) act in a professional capacity, or be a member of a firm which acts in a professional capacity, for TFGA, except as auditor; and
(f) except where the Corporations Act precludes, participate in, vote on and be counted in a quorum for, any meeting, resolution or decision of the Board and may be present at any meeting where any matter is being considered by the Board; and
(g) sign or participate in the execution of a document by or on behalf of TFGA.
- 38.2 A Director may do anything mentioned in article 38.1 despite any fiduciary relationship of office without:
(a) any liability to account to TFGA for any direct or indirect benefit; or
(b) affecting the validity of any contract or arrangement.
- 38.3 A Director, in performing the duties of office:
(a) must exercise reasonable care and diligence; and
(b) must act in good faith and in the best interests of TFGA; and
(c) must not improperly use the office of Director or any information obtained in the course of that office; and
(d) must act honestly.
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PART 6 - PROCEEDINGS OF BOARD

39 Convening Meetings

- 39.1 The Board may meet, adjourn and otherwise regulate its meetings and proceedings, as it considers appropriate.
 - 39.2 The Board is to meet at least 6 times in each calendar year at times and places the Board determines.
 - 39.3 The Chairperson may convene a meeting of the Board.
 - 39.4 The Chief Executive Officer, on the written request of a majority of the Directors, must convene a meeting of the Board.
 - 39.5 The Chief Executive Officer is to give notice of each meeting of the Board to each Director by post, facsimile or electronic transmission at least 7 days before the date of the meeting whenever practicable.
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40 Procedure at Meetings

- 40.1 The Chairperson is to chair meetings of the Board.
 - 40.2 If the Chairperson is not present within 15 minutes after the time appointed for the holding of a Board meeting or is unable or unwilling to act, the following may be the chairperson, in order of entitlement:
 - (a) the Deputy Chairperson;
 - (b) a Director chosen by a majority of the Directors present.
 - 40.3 A meeting of the Board may be held using any technology as agreed by the majority of the Directors.
 - 40.4 The quorum for the transaction of the business of the Board is a majority of the Board Members.
 - 40.5 The continuing Directors may act notwithstanding a vacancy in their number.
 - 40.6 If the number is reduced below 6, the continuing Directors, except in an emergency, may act only for the purpose of convening a general meeting.
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41 Voting

- 41.1 Each Director has one vote.
- 41.2 A question arising at a meeting of the Board is to be decided by a majority of votes of the Directors present and entitled to vote.
- 41.3 A majority decision of the Board is a decision of the Board.
- 41.4 If there is an equality of votes, the question is answered in the negative.

42 ***Validity of Acts of Directors***

- 42.1 All acts done at a meeting of the Board, of the Incoming Board, or by a person acting as a Director, are valid notwithstanding that:
- (a) there was any defect in the appointment or continuation in office of a person as a Director or of a person so acting; or
 - (b) a person acting as a Director was disqualified or was not entitled to vote.
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PART 7 - ANNUAL AND GENERAL MEETINGS

43 *Annual General Meeting*

- 43.1 The Annual General Meeting is to be held at a time and place in Tasmania as determined by the Board.
- 43.2 The business of an Annual General Meeting is to include the following:
- (a) approval of the levies and subscriptions as determined by the Board under article 59.1;
 - (b) ratification of appointments of Directors;
 - (c) determination and approval of fees payable to Directors;
 - (d) approval of fees payable to office bearers;
 - (e) any other business required to be dealt with at an Annual General Meeting by these Articles or the Corporations Act.
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44 *Cancellation of Meetings*

- 44.1 The Board may cancel a general meeting or an Annual General Meeting it has convened if it considers it appropriate to do so.
- 44.2 The Board must not cancel a general meeting convened by members according to the Corporations Act or by the Board on the request of the members.
- 44.3 Notice of the cancellation of a meeting must:
- (a) state the reason for the cancellation; and
 - (b) be given to each member individually; and
 - (c) be given to each other person entitled to be given notice under the Corporations Act or these Articles.
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45 *Non-Receipt of Notice*

- 45.1 Any resolution passed at a general meeting or at an adjourned general meeting or any cancellation or adjournment of a general meeting, is not invalid only because a person entitled to receive notice of the general meeting, adjournment or cancellation of a general meeting did not receive notice.
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46 *Quorum*

- 46.1 A quorum for a general meeting is 30 members present and entitled to vote either in person or by proxy, of whom at least 20 are present in person.
- 46.2 An item of business may not be transacted at a general meeting unless a quorum is present.
- 46.3 If a quorum is present at the beginning of a general meeting, it is taken to be present throughout the general meeting, unless the chairperson on the chairperson's own motion or at the instance of a member, proxy, attorney or representative who is present declares it otherwise.

- 46.4 If a quorum is not present within 30 minutes after the time appointed for a general meeting, the general meeting:
- (a) if convened by, or at the request of, members is dissolved; and
 - (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to any other day, time and place the chairperson appoints by notice to the members and others entitled to notice of the general meeting.
- 46.5 If a quorum is not present at an adjourned general meeting within 30 minutes after the time appointed for the adjourned general meeting, the members present are taken to constitute a quorum.
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47 Chairing Meetings

- 47.1 The Chairperson is to be the chairperson of a general meeting, but if the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may be the chairperson, in order of entitlement:
- (a) the Deputy Chairperson;
 - (b) a Director chosen by a majority of the members present in person or by proxy, attorney or representative.
- 47.2 The chairperson of a general meeting:
- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting; and
 - (b) subject to the approval of members, may admit observers to, and may exclude or remove observers from, the meeting; and
 - (c) may invite people who are not members or proxies, attorneys or representatives of members to attend and speak at any general meeting if, in the opinion of the chairperson, it is in the interests of TFGA that they do so, but may remove such people from the general meeting; and
 - (d) having regard to the Corporations Act, may terminate discussion or debate on any matter if the chairperson considers it necessary or desirable for the proper conduct of the meeting.
- 47.3 Any decision by the chairperson under 47.2 (a), (c) and (d) is final.
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48 Voting on Resolutions

- 48.1 Every resolution submitted to a general meeting must be decided:
- (a) in the first instance, on the voices; and
 - (b) at the discretion of the chairperson or at the request of any person properly present at the meeting, on a show of hands.
- 48.2 Before a vote is taken, the chairperson must inform the meeting, if an appointment of a proxy specifies the way the proxy is to vote on a particular resolution, how the proxy votes are to be cast.
- 48.3 A declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes, is conclusive evidence of the fact.
- 48.4 A resolution of the general meeting is passed on receiving support of the majority of votes of those present and entitled to vote.

- 48.5 If there is a tied vote, the resolution is lost.
- 48.6 The chairperson or the minutes need not state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.
- 48.7 Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution is in favour of it.
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49 Eligibility and Entitlement to Vote

- 49.1 To be eligible to vote at a general meeting, a member must have his or her name entered on the register of members for at least 28 days before the date of the general meeting.
- 49.2 Subject to any right or restrictions under these Articles, each member present in person or by proxy and entitled to vote has one vote plus additional votes as specified in the following scale:
- (a) \$ 501 - \$1500 annual levies paid by the member - 1 additional vote
 - (b) \$1501 - \$2500 annual levies paid by the member - 2 additional votes
 - (c) \$2501- \$3500 annual levies paid by the member - 3 additional votes
 - (d) \$3501 - \$4500 annual levies paid by the member - 4 additional votes
 - (e) \$4501 or more annual levies paid by the member - 5 additional votes
- 49.3 The Board is to review the entitlement to additional votes at least once every 2 years to ensure that the scale specified in article 49.2 is maintained in current value terms.
- 49.4 The Board may recommend a change in the entitlement to additional votes as a result of the review.
- 49.5 Any change recommended by the Board to entitlement to additional votes is to be:
- (a) ratified by special resolution at a Special General Meeting or the Annual General Meeting; and
 - (b) treated as a modification to this article.
- 49.6 A member may apply, in the prescribed form, to the Board for the additional votes to which the member is entitled.
- 49.7 An objection to the right of a person to attend or vote at a general meeting or an adjourned general meeting:
- (a) may not be raised except at that general meeting or adjourned general meeting; and
 - (b) must be referred to the chairperson of the general meeting for a decision.
- 49.8 A vote that is not disallowed under the objection is valid for all purposes.
- 49.9 If there is a dispute as to the admission or rejection of a vote, the chairperson of the meeting must decide it.
- 49.10 A decision made by the chairperson under this article is final.
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PART 8 - COMMODITY COUNCILS

50 Commodity Councils

- 50.1 Each of the following is a Commodity Council:
- (a) the Agriculture Council;
 - (b) the Dairy Council;
 - (c) the Meat Council;
 - (d) the Vegetable Council;
 - (e) the Wool Council.
- 50.2 The Board, subject to a special resolution at a general meeting, may create and dissolve Commodity Councils.
- 50.3 The Board may make, amend, substitute or repeal a by-law it considers necessary for the proper management, control and administration of Commodity Councils.
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51 Functions of Commodity Councils

- 51.1 The functions of a Commodity Council are as follows:
- (a) to elect one of its number to be a Commodity Director; and
 - (b) to formulate and advise the Board about policy relevant to the branch of the primary industry it represents; and
 - (c) to recommend to the Board the amount of levies payable by persons who are engaged in a primary industry represented by the Commodity Council and the manner in which the levies are to be paid; and
 - (d) to refer all matters of general application to the Board that are not related solely to the commodity it represents; and
 - (e) to otherwise act in accordance with procedures established by the Board.
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52 Suspension and Vacation of Office

- 52.1 A member of a Commodity Council is suspended from that office if the member is nominated as a candidate to a parliament from the date of issue of writs until the declaration of the poll.
- 52.2 The office of a member of a Commodity Council is vacated if the member is elected to a parliament.
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PART 9 - COMMITTEES

53 Board Committees

- 53.1 The Board must establish an Audit Committee.
 - 53.2 The Board may establish Board Committees consisting of any Director or Directors, as it considers appropriate.
 - 53.3 The Board is to determine the roles and responsibilities of a Board Committee.
 - 53.4 The Board may delegate any of its powers to a Board Committee.
 - 53.5 A Board Committee must exercise any power delegated to it in accordance with any directions of the Board.
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54 Meetings of Board Committees

- 54.1 A Board Committee may elect a chairperson of its meetings.
 - 54.2 If a chairperson is not elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson of the meeting.
 - 54.3 A Board Committee may meet and adjourn, as it considers appropriate.
 - 54.4 Questions arising at any meeting are to be determined by a majority of votes of the members present.
 - 54.5 If there is an equality of votes, the question is answered in the negative.
 - 54.6 All acts done at a Board Committee meeting, or by a person acting as a Director, are valid notwithstanding that:
 - (a) there was any defect in the appointment or continuation in office of a person as a Director or of a person so acting; or
 - (b) a person acting as a Director was disqualified or was not entitled to vote.
-

55 Suspension and Vacation of Office

- 55.1 A member of a Board Committee is suspended from that office if the member is nominated as a candidate to a parliament from the date of issue of writs until the declaration of the poll.
 - 55.2 The office of a member of a Board Committee is vacated if the member is elected to a parliament.
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56 ***Specific Purpose Committees***

- 56.1 The Board may establish Specific Purpose Committees consisting of any members as it considers appropriate for a purpose specified by the Board.
 - 56.2 The Board is to determine the roles and responsibilities of a Specific Purpose Committee.
 - 56.3 The Board may delegate any of its powers to a Specific Purpose Committee.
 - 56.4 A Specific Purpose Committee must exercise any power delegated to it in accordance with any directions of the Board.
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PART 10 – BRANCHES

57 *Branches*

- 57.1 The Board, on the request of at least 10 members residing or owning property in a particular area may create a branch of TFGA for that area.
- 57.2 The functions of a branch of TFGA are as follows:
- (a) to provide a forum for education, information and social matters for members;
 - (b) to advise the Board on issues of current and emerging interest to TFGA;
 - (c) to provide a forum for responding to issues affecting local rural communities;
 - (d) to make submissions, representations and recommendations to the Board and provide input into the development of policies of TFGA;
 - (e) to act as an information resource for TFGA;
 - (f) to otherwise act in accordance with procedures established by the Board for the membership and conduct of branches.
- 57.3 The Board, with the approval of members, may abolish a branch.
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PART 11 – MISCELLANEOUS

58 *Chief Executive Officer*

- 58.1 The Board may appoint a person as Chief Executive Officer for any period and on any condition it considers appropriate.
- 58.2 The Chief Executive Officer is to act as the Secretary of TFGA for the purposes of the Corporations Act.
- 58.3 The Chief Executive Officer is to:
- (a) carry out any duties as directed by the Board; and
 - (b) report to each meeting of the Board on any action taken or proposed on all resolutions carried by the Board; and
 - (c) appoint, suspend or dismiss employees of TFGA according to merit and without discrimination; and
 - (d) manage and control employees, except where otherwise directed by the Board.
- 58.4 The Chief Executive Officer:
- (a) has the right to notice of all general meetings and Board meetings; and
 - (b) subject to any resolution of the Board, has the right to attend and speak at those meetings; and
 - (c) has no right to a vote at those meetings.
- 58.5 In the absence of the Chief Executive Officer, the Board may appoint another person to act as Chief Executive Officer during that absence.
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59 *Levies and Subscriptions*

- 59.1 Before the Annual General Meeting, the Board is to determine:
- (a) the amount of levies payable by full members; and
 - (b) the amount of subscriptions payable by members; and
 - (c) the manner in which the levies and subscriptions are payable.
- 59.2 The Board may determine the maximum amount of levies payable by members.
- 59.3 The determinations of the Board made under this article must be approved at the Annual General Meeting or at a Special General Meeting.
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60 *By-laws and Regulations*

- 60.1 The Board may make, amend, substitute or repeal any by-laws or regulations it considers necessary or desirable for the proper control, administration and management or TFGA's affairs, operations, finances, interests, effects and property.
- 60.2 The substitution or repeal of a by-law does not affect the validity of anything done under it before its substitution or repeal.

- 60.3 A by-law:
- (a) is subject to these Articles; and
 - (b) must not be inconsistent with these Articles; and
 - (c) is binding on all members; and
 - (d) has the same effect as a provision of these Articles.
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61 Seal

- 61.1 A common seal or duplicate common seal of TFGA may be used only with the authority of the Board.
- 61.2 Every document that is affixed with the seal must be signed by a Director and be countersigned by another Director or another person appointed by the Board to countersign that document or a class of documents in which that document is included.
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62 Winding up

- 62.1 The provisions of the Corporations Act in relation to a voluntary winding up apply to TFGA, except that at least 3 months' notice must be given to the Annual General Meeting at which a resolution for the winding up is to be put.
- 62.2 Any property remaining on the winding up or dissolution of TFGA after satisfaction of all its debts and liabilities may not be paid to or distributed among members but must be given or transferred to another organisation:
- (a) that has objects similar to the objects of TFGA; and
 - (b) whose Constitution prohibits the distribution of its income and property among its members to at least the same extent as imposed on TFGA under these Articles.
- 62.3 The organisation to which property is to be given or transferred is to be determined:
- (a) by the members at or before the time of dissolution; or
 - (b) if there is no such determination, by a judge who has jurisdiction in the matter.
- 62.4 Each member undertakes to contribute to TFGA's property if TFGA is wound up while the member is a member or within one year after the member ceases to be a member.
- 62.5 The contribution is for:
- (a) payment of TFGA's debts and liabilities contracted before the member ceased to be a member; and
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) for adjustment of the right of the contributors among themselves.
- 62.6 The amount required to be paid under article 62.4 is not to exceed \$10.
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63 ***Indemnity***

- 63.1 A person who is or has been a Director, Chief Executive Officer or Secretary of TFGA is entitled to be indemnified out of the property of TFGA against:
- (a) every liability incurred by the person in that capacity, except a liability for legal costs; and
 - (b) all legal costs incurred in defending proceedings, whether civil or criminal or of an administrative or investigative nature, in which the person becomes involved because of that capacity.
- 63.2 Article 63.1 only applies if the person has not committed a fraud, acted dishonestly or engaged in wilful misconduct.
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64 ***Insurance***

- 64.1 TFGA may pay or agree to pay, whether directly or indirectly, a premium for a contract insuring a person who is or has been a Director, Chief Executive Officer or Secretary against liability incurred by the person in that capacity, including a liability for legal costs.
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SCHEDULE 1 - ELECTION OF ELECTED DIRECTORS

1 *Method of Election*

1.1 The ballot is to be a postal ballot of all eligible members.

2 *Time of Election*

2.1 The Board is to determine the closing date and time for the poll.

2.2 The election is to be conducted not more than three (3) months and not less than one (1) month before the Annual General Meeting in each year.

3 *Eligibility*

3.1 To be eligible to vote, a member must be on the register of members for at least seven (7) days before the close of nominations for election of Elected Directors.

4 *Nominations*

4.1 A nomination for election as an Elected Director in respect of a telephone area is to be:

- (a) in writing in the prescribed form; and
- (b) signed by two (2) eligible members, other than the nominee, who have their principal place of residence in that telephone area; and
- (c) submitted in person or by post to the returning officer.

4.2 Nominations close at 12.00 noon on the second Friday following the advertisement of the notice of election in all Tasmanian daily newspapers.

5 *Notice of Election*

5.1 Notice of election is to be given:

- (a) in all Tasmanian daily newspapers on the same Saturday that is not less than forty-nine (49) days before the date of the poll; and
- (b) in the issue of the main Tasmanian rural newspaper immediately before that Saturday daily.

5.2 The notice must:

- (a) be in a form determined by the returning officer; and
- (b) include notice of the date of the poll; and
- (c) call for nominations for election of Elected Directors.

6 *Voting Period*

6.1 Ballot papers are to be posted to all eligible members at least twenty-one (21) days before the date of the poll.

7 *Method of Voting*

7.1 The voting system is to be in accordance with Schedule 4 of the *Electoral Act 1985*.

- 7.2 A member is to vote by placing the number one (1) against the name of the candidate of the first choice and so on for the number of candidates that the member wishes to vote for in order of preference.
- 7.3 A member must vote for at least as many candidates as there are positions to be filled.
- 7.4 A member may vote by his or her proxy, attorney or representative.

8 *Votes*

- 8.1 Subject to this clause, each member has one (1) vote.
- 8.2 A member may make application in the prescribed form to the Board for additional votes.
- 8.3 The Board is to determine the additional votes to which a member is entitled according to the amount of annual levies paid by the member.

9 *Returning Officer*

- 9.1 TFGA is to appoint a returning officer for the election of Elected Directors.
- 9.2 The returning officer is to determine any procedures necessary for the proper conduct of the election.