

CONSTITUTION OF RICEGROWERS' ASSOCIATION OF AUSTRALIA INCORPORATED.

Incorporated as an incorporated association in NSW registration number INC9876818
Incorporated on 26 Oct 2001
Constitution modified:
3 August 2018

Preamble:

The Ricegrowers' Association of Australia Incorporated (RGA) is a not for profit incorporated association. The Objects for which are; the promoting of rice growing and rice growers in Australia for the safe, efficient, sustainable and internationally competitive development of rice as a primary industry for the broad benefit of the community.

The RGA also aims to be the collective voice of rice growers and its members in Australia and aims to represent the interests of its members. The main objective of the RGA is to provide its members with strong and effective representation on issues affecting the viability of their businesses, their communities and their industry.

The RGA is made up of branches located across Australia. Each branch annually elects representatives to form the RGA Central Executive. The Central Executive represents their respective branches in determining RGA policy and projects. The Central Executive in turn elects a board to control and manage the affairs of the RGA in line with its determined policy.

The RGA Central Executive policy objectives should seek to protect the interest of the rice growing community by either:

- *Achieving an improved outcome (when an opportunity presents itself); or*
- *Preserving a set of favourable circumstances that are at risk of being negatively impacted.*

The RGA Central Executive manages its policy within three portfolio areas, which are:

- *Water*
- *Productivity & Industry Affairs*
- *Environmental Sustainability*

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1. NAME

The name of the association shall be *Ricegrowers' Association of Australia Incorporated* (hereinafter referred to as RGA).

2. OBJECTS

- 1) RGA is a not for profit incorporated association. The Objects for which RGA exists are the promoting of rice growing and ricegrowers in Australia for the safe, efficient, sustainable and internationally competitive development of rice as a primary industry for the broad benefit of the community.
- 2) RGA pursues these Objects through a range of activities and services that may include but not be limited to:
 - a) providing ricegrowers with the best available information for decision making and for encouraging participation in RGA policy development and performance improvement;
 - b) being an information conduit between Members, industry and external groups;
 - c) encouraging Members to adopt management programs to improve the well-being of the ecological environment for future generations;
 - d) assisting Members to use better business management practices to maximise farm efficiency, productivity and profitability;
 - e) contributing to the continual development of healthy and viable rural communities;
 - f) advocating on behalf of Members for fair and equitable rights in government policy, including access and price for water;
 - g) seeking suitable and responsive rice marketing arrangements;
 - h) ensuring that research funding is appropriately invested;
 - i) maintaining a link between research, extension and practice;
 - j) promoting the Australian rice industry; and
 - k) doing anything ancillary to the Objects.

3. DEFINITIONS

- 1) In these rules:

"Act" means the *Associations Incorporation Act 2009* (NSW);

"Appointed Director" means an individual appointed to the Board in accordance with **rules 7.09), 7.010) & 7.011)**;

"Board" means the controlling body of RGA established in accordance with this Constitution;

"Branch" means the administrative unit within membership of RGA in accordance with **rules 6.0 & 6.1**;

"Branch Executive" means the administrative committee appointed by a Branch to oversee the activities of the Branch in accordance with **rules 6.02) & 6.03)**;

"Branch President" means the individual appointed by a Branch to chair the Branch Executive;

"Branch Secretary" means the individual appointed by a Branch to the role of secretary of the Branch Executive;

- "Branch Vice President"** means the individual appointed by a Branch to the role of vice president of the Branch Executive;
- "Central Executive"** means the representative committee of Members established in accordance with **rule 21**;
- "Constitution"** means this set of rules as amended or supplemented from time to time including, where applicable under the Act, a model rule in the Regulation that may apply by default (note: the intention is that the Constitution normally will stand alone but changes to the law may result in a model rule applying until an appropriate amendment is made to the Constitution);
- "Director"** means an individual appointed to the Board in accordance with **rules 7.2**;
- "Elected Director"** means an individual appointed to the Board in accordance with **rules 7**;
- "Electronic Contact Address"** means an internet-based address such as an email address that is personal to the Member and to which notices and other material may be sent with a high degree of certainty that the intended recipient will receive the material;
- "Executive Director"** means:
- (a) the individuals holding office under this Constitution as secretary of RGA; or
 - (b) if no such person holds that office – the Public Officer;
- "General Meeting"** means a general meeting of the Members including an Annual General Meeting or AGM;
- "Growing Region"** means the administration area for the election of Elected Directors in accordance with **rule 20**;
- "Member"** means a member of RGA in accordance with this Constitution;
- "Non-Voting Member"** means a member of RGA, with no right to vote as a Member on matters put to the membership for decision, in accordance with **rule 5.0 3)(b)** of this Constitution;
- "Objects"** means the objects or purpose for which RGA exists as specified in **rule 2**;
- "Person"** means an individual and any partnership, association, body or entity whether incorporated or not;
- "President"** means the Director appointed as chair of RGA;
- "Public Officer"** means the individual appointed to the role of public officer required under the Act and in accordance with **rule 8.0**;
- "Register"** means the register of Members pursuant to the Act and this Constitution;
- "Representative"** means the individual, as advised by the Member to the Secretary from time to time, who is appointed by a body corporate that is a Member to exercise all or any of the powers that the body corporate may exercise as a Member;
- "Special Resolution"** means a resolution passed as a special resolution in accordance with the Act;
- "Regulation"** means the *Associations Incorporation Regulation 2016*;
- "RGA"** means *Ricegrowers' Association of Australia Incorporated* registration number INC9876818; and
- "Vice President"** means a Director appointed to that role in RGA;
- "Voting Member"** means a Member, with a right to vote on matters put to the membership for decision, in accordance with **rule 5.0 3) a)** of this Constitution.

2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty;

- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
 - (c) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
 - (d) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;
 - (e) singular includes plural and vice versa;
 - (f) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form;
 - (g) cross references are for convenience only where a cross reference in a particular rule identifies another rule that impinges on the interpretation of the particular rule in a key way but not all rules that may affect the interpretation of the particular rule are cross referenced;
 - (h) headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution; and
 - (i) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it.
- 3) The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

4.0 AMENDMENTS TO THE CONSTITUTION

This Constitution shall be altered only by the passing of a Special Resolution. A change in the Constitution does not take effect until it is registered in accordance with the Act.

5.0 MEMBERSHIP

- 1) The number of Members is unlimited but there must be at least 5 Members or such other minimum number in accordance with the Act.
- 2) Apart from the Persons who were Members listed in the Register at the time when this Constitution became effective, subject to **rule 5.3**, the Members are the Persons that are interested in the Objects that agree to become Members and that the Board in its absolute discretion admits to membership in accordance with this Constitution.
- 3) There are 2 classes of membership:
 - (a) **Voting Member** open to Persons that, in the opinion of the Board, are directly or closely involved in the rice growing industry to sufficient extent to warrant membership or to other Persons in recognition of their meritorious contribution to the rice growing industry; and
 - (b) **Non-Voting Member** open to Persons interested in the Objects that are not eligible to be a Voting Member.

- 4) The Board may provide for categories of membership within each class on such conditions as the Board determines provided that the rights of Members shall be in accordance with **rule 5.0 3**).
- 5) At the introduction of this Constitution the categories of Voting Member shall be:
 - (a) Individual Member;
 - (b) Honorary Member;
 - (c) Grower Company Member; and
 - (d) Service Company Member; and
 - (e) the category of Non-Voting Member shall be Supporter Member.
- 6) At the introduction of this Constitution, Members in previous categories of Member shall be allocated into the new categories of Member as follows:
 - (a) '*Grower Members*' shall become Grower Company Members if bodies corporate or Individual Members if individuals;
 - (b) '*Corporate Members*' shall become Service Company Members;
 - (c) '*Retired Rice Grower Members*' shall become Individual Members;
 - (d) '*Young Rice Grower Members*' shall become Individual Members;
 - (e) '*Additional Members*' shall become Individual Members;
 - (f) '*Associate Members*' shall become Supporter Members;
 - (g) '*Honorary Councillor Members*' shall become Honorary Members;
 - (h) '*Supporter Members*' shall become Supporter Members; and
 - (i) '*Industry Supporter Members*' shall become Supporter Members.
- 7) The Board shall determine the allocation if a Member from a previous category has an option of more than 1 category of membership but in determining the allocation must consider in good faith any request by the Member for allocation to a specific category to which they may be eligible.

5.1 MEMBERSHIP QUALIFICATIONS

- 1) The basic requirements of an applicant to be eligible to become a Member in a category of Member at the time this Constitution came into effect and subject to this Constitution shall be:
 - (a) Individual Member - a natural person involved as a grower of rice or who has been a grower of rice or who is involved in the growing of rice through entities or activities related to the growing of rice;
 - (b) Honorary Member - a natural person who has demonstrated, in the opinion of the Board, at least 10 years of outstanding service to the rice industry in Australia provided that the Board's decision to award the membership is endorsed by Members at the next Annual General Meeting;
 - (c) Grower Company Member - a body corporate that is directly involved in the growing of rice;
 - (d) Service Company Member - a body corporate that is directly or indirectly involved in supporting the growing of rice; and
 - (e) Supporter Member - a Person with an interest in the Objects but that does not meet the requirements of a category of Voting Member or that may meet such requirements but that elects not to become a Voting Member in such a category.

5.2 APPLICATION AND FEES FOR MEMBERSHIP

- 1) The Board from time to time must prescribe the form and availability of the application for membership which must provide for the Electronic Contact Address of the applicant.
- 2) The application for membership must be submitted to the Public Officer in writing.
- 3) The Board at its first practical meeting following receipt of the application shall consider the application for membership.
- 4) The Board may refuse any application for membership without being compelled to give the reasons.
- 5) The Board may delegate the consideration and determination of any membership application.
- 6) Subject to **rule 5.2 4)**, when a decision regarding an applicant for membership has been made the Public Officer or other individual delegated by the Board shall send to the applicant written notice of that decision.
- 7) The acceptance of an applicant to be a Member is subject to payment of any relevant fees and if such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the RGA.
- 8) If the applicant has not previously been a Member and is not admitted to membership in due course then any moneys paid by them for membership must be returned to them in full.
- 9) Subject to **rules 5.2 7)**, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.
- 10) Each Member or applicant for membership shall nominate the Branch to which such membership shall be attached and shall only be entitled to be a member of one Branch at any one time.

5.3 CESSATION OF MEMBERSHIP

- 1) A Person ceases to be a Member if the Person:
 - (a) resigns subject to **rule 5.5**;
 - (b) is an individual who dies;
 - (c) is a body corporate that is wound up or deregistered or is put into administration;
 - (d) is expelled subject to **rules 5.10 & 5.11**;
 - (e) is unfinancial having not paid moneys due to RGA 6 months after the date of a final demand for payment unless at its next meeting the Board resolves otherwise;

- (f) is declared bankrupt or insolvent or enters into an arrangement with their creditors generally;
 - (g) is an individual who is or whose estate is subject to the laws related to mental health;
 - (h) is found guilty of an indictable offence unless at its next meeting the Board resolves otherwise; or
 - (i) ceases to be eligible for the class or category of membership unless they become eligible for a different class or category of membership.
- 2) If a Person ceases to be Member, the Secretary must make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.

5.4 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a Person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another Person; and
- (b) terminates on cessation of the Person's membership.

5.5 RESIGNATION OF MEMBERSHIP

- 1) A Member is not entitled to resign that membership except in accordance with this rule.
- 2) A Member that has paid all amounts payable by the Member to RGA in respect of the Member's membership may resign from membership of RGA by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Person ceases to be a Member.

5.6 REGISTER OF MEMBERS

- 1) The Public Officer will establish and maintain a Register specifying at least the name and address of each Person that is a Member together with the date on which the Person became a Member and the Branch to which the Member is attached.
- 2) Subject to the provisions of the applicable laws related to privacy and to the Act, the Register must be kept in the principal place of administration of RGA and information required by law must be open for inspection but not reproduction, free of charge, by any Member during business hours.

5.7 FEES AND SUBSCRIPTIONS

- 1) The Board may determine from time to time to charge Members fees comprising joining fees, annual subscriptions and specific purpose levies and charges.
- 2) The Board may determine different fees for amounts charged to Members as between different classes and categories, if any, of Members and as between Members within a class and/or category of membership. The Board may determine that no fee is payable by a Member.

- 3) Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.
- 4) No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with **rule 5.3**.

5.8 MEMBERSHIP LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of RGA or the costs, charges and expenses of the winding up of RGA is limited to the amount, if any, unpaid by the Member in respect of their membership.

5.9 RESOLUTION OF INTERNAL DISPUTES

In the case of disputes between Members (in their capacity as Members), and disputes between Members and RGA, all reasonable attempts shall be made by all parties concerned to resolve any dispute. Should such attempts to resolve disputes fail, these disputes are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).

5.10 DISCIPLINING OF MEMBERS

- 1) A complaint may be made by any Member that some other Member(s):
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of RGA.
- 2) On receiving such a complaint, the Board must consider the complaint and:
 - (a) may cause notice of the complaint to be served on the Member concerned; and if so
 - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- 3) The Board may resolve to expel the Member from RGA or suspend the Member from rights and privileges of membership of RGA for a specified period if, after considering the complaint and any submissions made in connection with the complaint, the Board is satisfied that the facts alleged in the complaint have been proved.
- 4) If the Board resolves to expel or to suspend a Member, the Secretary must, within 7 days after so resolving, cause written notice to be given to the Member of the resolution, of the reasons given by the Board for so resolving and of the Member's right of appeal under **rule 5.11**.
- 5) Any resolution to expel or to suspend a Member does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned if the Member does not so appeal; or
- (b) if within that period the Member exercises the right of appeal, unless and the appeals process is completed, whichever is the later.

5.11 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 1) The following right of appeal process is available.
 - (a) A Member may appeal to Members of their Branch at a meeting of the Members of their Branch against a resolution of the Board under **rule 5.10 3)**, within 14 days after notice of the resolution is served on the Member, by lodging with the Public Officer and the secretary of the Branch a notice to that effect.
 - (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
 - (c) On receipt of a notice from a Member under **rule 5.11 1)(a)**, the secretary of the Branch must notify the Public Officer and the Branch Executive to convene a general meeting of the Branch to be held, within 28 days after the date on which the secretary of the Branch received the notice, on a date mutually agreed with the Member.
- 2) At a general meeting of the Branch convened under **rule 5.11 1)(c)**:
 - (a) no business other than the question of the appeal against the resolution of the Board is to be transacted; and
 - (b) the Member and a Director (for the Board) must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Voting Members present in person are to vote by secret ballot on the question of whether the resolution of the Board should be confirmed or not.
- 3) If at the general meeting of the Branch the resolution is passed with at least 75% of votes cast in favour of the confirmation of the resolution of the Board, the resolution is confirmed and the Public Officer must be informed and it is only after that event that the Board may resolve that the resolution of the Board under **rule 5.10 3)** takes effect.

6.0 BRANCHES

- 1) For the purpose of servicing Members, RGA shall operate Branches (at the time of the adoption of this Constitution the Branches were known as "Yanco Branch", "Mirrool Branch", "Wakool Branch", "Deniliquin Branch", "Victorian Branch", "Berriquin Branch", "Coleambally Branch", "Hay Branch" and "Queensland Branch"). The Board shall have the discretion to recommend to the Annual General Meeting to form, disband or amalgamate Branches.
- 2) Each Branch shall have a Branch President, one or two Branch Vice-Presidents and a Branch Secretary who together shall comprise the Branch Executive.
- 3) Branch Executive members and any other Branch representatives shall be elected from Voting Members assigned to the Branch by ballots cast by Voting Members of that

Branch present in person at the annual general meeting of the Branch. The Board may set procedures and requirements for such elections.

- 4) A general meeting of each Branch shall be held twice a year, one of which shall be on or before 7 July and be the annual general meeting of the Branch. Notice of such meetings shall be by meeting notices which may be posted or electronically distributed to Members of the Branch. The Branch President and Branch Secretary may call other meetings of the Branch at any other time they consider necessary and shall immediately advise the Executive Director of their intention to call such meetings. The Branch Secretary shall, at any time on the direction of at least 5% of the Voting-Members linked to a Branch, convene a general meeting of the Branch. They shall also call a general meeting if directed to do so by the Board.
- 5) A quorum for a Branch meeting shall be the lesser of five (5) or 20% of the Members linked to the Branch.
- 6) Branches shall submit all resolutions passed by them to the Board for consideration.
- 7) Branch Secretaries shall keep minutes of all meetings and forward a copy to the Executive Director expeditiously after each meeting.

6.1 BRANCH EXECUTIVE - CASUAL VACANCIES

- 1) For the purpose of these rules, a casual vacancy in the Branch Executive occurs if a member of the Branch Executive:
 - (a) ceases to be a Member or a Representative;
 - (b) ceases to be assigned to the Branch in the Register;
 - (c) is removed from office by an ordinary resolution at a general meeting of the Members assigned to the Branch; or
 - (d) resigns office by notice in writing given to the Branch Executive or the Public Officer; or
 - (e) is absent without the consent of the Branch Executive from 3 consecutive meetings of the Branch Executive.
- 2) Should a casual vacancy occur on the Branch Executive, the Branch may elect a Voting Member to fill the vacancy. Any such elected Member shall be a Member at the same Branch as that of the vacating member of the Branch Executive and shall hold office until the next annual general meeting of Members assigned to the Branch concerned.

7.0 BOARD

- 1) The committee required under the Act is to be called the Board and, subject to the Act, the Regulation and this Constitution and to any appropriate resolution passed by Members in General Meeting is:
 - (a) to control and manage the affairs of RGA;
 - (b) to exercise all such functions as may be exercised by the committee under the Act, other than those functions that are required by this Constitution or the law to be exercised by a General Meeting;

- (c) to have power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of RGA;
 - (d) to have power to appoint and otherwise deal with staff and to determine salaries and conditions of employment, subject to the law, including any Executive Director who shall be appointed by the Board at a salary recommended to the Board by a salary review committee comprised of the President and Vice-Presidents in office.
- 2) The Board shall define the Executive Director's duties. The Board and the Executive Director shall define the duties of other staff.
 - 3) The Executive Director shall prepare a financial year budget including details of estimated income and expenditure for consideration by the Board.
 - 4) For the purpose of clarity, all Directors are subject to duties and obligations imposed on members of the committee in accordance with the Act and the law including but not limited to a:
 - a) duty to act with care and diligence in the best interests of RGA;
 - b) duty to disclose and manage interests;
 - c) duty not to dishonestly use information; and
 - d) duty not to dishonestly use the position.

7.1 COMPOSITION OF THE BOARD

- 1) The Board is to consist of:
 - a) A minimum of 3, or such other minimum as may be set by the Act, and a maximum of 9 Directors.
 - b) Of the 9 Directors, 7 are to be Elected Directors and up to 2 may be Appointed Directors.

7.2 ELECTION AND APPOINTMENT OF DIRECTORS

- 1) **Elected Directors** shall be elected by the Central Executive in conjunction with the Annual General Meeting.
- 2) To be eligible to be elected as an Elected Director a candidate must be nominated and be a Voting Member or a Representative of a Voting Member and must be either a retiring Director or a current member of the Central Executive.
- 3) Elected Directors serve for a term of up to 2 years that starts at the conclusion of the Annual General Meeting when they were elected and must not extend later than the conclusion of the second following Annual General Meeting.
- 4) Normally, in even years, up to 4 of the Elected Directors must retire and, in odd years, up to 3 of the Elected Directors must retire. The Elected Directors to retire are those who have been in office the longest since they were last elected.

- 5) Retiring Elected Directors are eligible to be nominated for re-election. Elected Directors who have served 4 or more consecutive terms should consider standing down and if they do seek re-election and are nominated should explain to the Central Executive why they believe it is appropriate for them to continue as Directors.
- 6) The Board shall set the processes and timing for the nomination of candidates for election as Elected Directors. Candidates must be nominated in writing by 2 members of the Central Executive. If the candidate is a Representative, they must also be nominated by the Voting Member that has appointed them.
- 7) To ensure a diversity of views on the Board not more than 3 Elected Directors can have an address in the Register in the same Growing Region.
- 8) If the number of candidates nominated for an Elected Director position is less than or equal to the number of vacancies, no ballot will be required and all shall be deemed elected. Any vacant positions that remain after an election shall be treated as casual vacancies. If the number of candidates nominated for an Elected Director position exceeds the number of vacancies a ballot must be held with the members of the Central Executive. The Board shall set the terms and processes for the ballot.
- 9) **Appointed Directors** may be appointed by the Board for a term determined by the Board up to 24 months from the date of their appointment.
- 10) Appointed Directors may be Members or Representatives or, if the required skills, experience, perspectives or capabilities are not available from Members or Representatives, other individuals.
- 11) Appointed Directors may only be appointed if they have skills, experience, perspectives or capabilities that the Board determines from time to time are important for the Board but which are not available to the Board from the Directors at that time.
- 12) The Central Executive, in conjunction with each Annual General Meeting, shall appoint from the Directors remaining in office after the Annual General Meeting and from the Directors appointed at the Annual General Meeting to take office (or resume office) after the Annual General Meeting the President and 2 Vice Presidents who shall take office from the conclusion of the Annual General Meeting. The process for appointing the office bearers shall be as determined by the Board from time to time.

8.0 **PUBLIC OFFICER**

- 1) The Board must appoint a Public Officer under terms and conditions determined by the Board and who may be the Executive Director and who must be an individual eligible to be a public officer under the Act.
- 2) The Public Officer must, once appointed as Public Officer, register in accordance with the Act.

- 3) It is the duty of the Public Officer to keep minutes of:
 - (a) all appointments of office-bearers and Directors of the Board;
 - (b) the names of Directors present at Board and Board committee meetings and at General Meetings; and
 - (c) all proceedings at Board meetings, meetings of committees of the Board and General Meetings.
- 4) The Public Officer has all the powers and duties of a public officer under the Act and may be removed in accordance with the Act.

9.0 CASUAL VACANCIES

- 1) For the purpose of this Constitution, a Director vacates the office of Director and a casual vacancy in the office of a Director occurs if the Director:
 - (a) dies;
 - (b) is an Elected Director and ceases to be a Member or a Representative;
 - (c) becomes bankrupt or the Representative of a Member that is insolvent under administration within the meaning of the law or makes any arrangement or composition with their creditors generally;
 - (d) resigns office by notice in writing given to the Public Officer; or
 - (e) is removed from office under **rule 10.0**;
 - (f) becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board unless at the next meeting of the Board, the Board resolves otherwise;
 - (h) is convicted on indictment of an offence and the Board does not within 2 months after that conviction resolve to confirm the Director's appointment to the office of Director;
 - (i) has failed to disclose a material personal interest/conflict that would be required to be disclosed under the Act or the law unless at the next meeting of the Board, the Board resolves otherwise;
 - (j) is removed as a Director by an ordinary resolution at a General Meeting subject to **rule 10.0**; or
 - (k) is or becomes a paid employee of RGA.
- 2) Should a casual vacancy occur in the office of an Elected Director, the Board may appoint an eligible Member or Representative to fill the vacancy. In selecting, a candidate the Board should endeavour to appoint a Director linked to the same Branch and Growing Region as that of the vacating Director. If the vacancy occurs within 6 months of the next election linked to the next Annual General Meeting the Board may determine to leave the vacancy for possible filling at the next election. Any Director appointed to fill a casual vacancy must retire at the next Annual General Meeting but if eligible and nominated may stand for election.
- 3) Should a casual vacancy occur in the office of President or of a Vice President due to the Director stepping down from that office and remaining a Director or ceasing to be a Director the Directors must appoint a Director to fill the vacant office and that

Director shall hold that office until the conclusion of the next Annual General Meeting.

10.0 REMOVAL OF DIRECTOR

- 1) The Members may, by resolution passed at a General Meeting for which full notice is given, remove any Director from office before the expiration of the Director's term of office. If such a vacancy arises that is not filled within 3 months in accordance with **rule 9.0 2)** the Central Executive may by resolution appoint another eligible individual to hold office of Elected Director until the expiration of the term of office of the Director so removed.
- 2) If a Director to whom a proposed resolution referred to in **rule 10.0 1)** relates makes representations in writing to the Public Officer or President (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Public Officer must make a copy of the representations available to each Member and the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

11.0 MEETINGS AND QUORUM

- 1) The Board shall meet at least once in each quarter at such place and time as the Board may determine and at any other time as ordered by the President or any 2 Directors.
- 2) The quorum for any meeting of Board shall be a majority of Elected Directors in office at the time and such quorum must be present at all times. A Director who is excluded from part of a meeting due to a material personal interest shall be counted in determining the quorum.
- 3) Directors shall receive such fees for their services as Directors as are determined in total by the Annual General Meeting and as apportioned between Directors as the Directors determine. All reasonable necessary expenses incurred by Directors on RGA business shall be refunded to them subject to satisfactory proof of expense.
- 4) Oral or written notice of a meeting of the Board must be given by the Executive Director to each Director (except Directors on leave of absence approved by the Board) at least 48 hours (or such other period as may be unanimously agreed on by the Directors before the time appointed for the holding of the meeting.
- 5) At a meeting of the Board:
 - (a) the President or, in the President's absence, a Vice-President is to preside as chair; or
 - (b) if the President and the Vice-Presidents are absent or unwilling to act, such one of the remaining Directors as may be chosen by the Directors present at the meeting is to preside as chair.

12.0 SUB-COMMITTEES

- 1) The Board may seek advice on policy development and delegate to one or more sub-committees (consisting of such Member or Members or Representatives as the Board thinks fit) the exercise of such of the functions of the Board as are specified by the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function, which is a duty, imposed on the Board by the Act or by any other law.
- 2) The sub-committee shall be chaired by a Director.
- 3) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 4) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, or as to reporting obligations as may be specified in the instrument of delegation.
- 5) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- 6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 7) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 8) A sub-committee may meet and adjourn, as it thinks proper.

13.0 VOTING AND DECISIONS

- 1) Unless otherwise specified in this Constitution, questions arising at a meeting of a Branch Executive or the Board or any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Branch or Board or sub-committee present at the meeting and eligible to vote.
- 2) Each individual present at a meeting of a Branch Executive or the Board or of any sub-committee appointed by the Board (including the individual presiding as chair at the meeting) who is eligible to vote is entitled to one vote. In the event of an equality of votes on any question, the motion is not carried and the individual presiding does not have a second or casting vote.
- 3) Subject to **rule 7.1 1)a)** the Board may act despite any vacancy on the Board.

14. GENERAL MEETINGS

14.1 ANNUAL GENERAL MEETING - HOLDING OF

- 1) RGA will convene an Annual General Meeting in accordance with the Act.

- 2) The AGM venue and date shall be determined by the Board.
- 3) In addition to any other business which may be transacted at the AGM, the business of the AGM is to include the following:
 - (a) to confirm the minutes of the last preceding AGM and of any General Meeting held since that meeting;
 - (b) to receive from the Board reports on the activities of RGA during the last preceding financial year;
 - (c) to receive and consider the any reports or statements required to be submitted to Members under the Act;
 - (d) to receive the appointment of any Directors by the Central Executive; and
 - (e) to receive the appointment of the President and 2 Vice Presidents by the Central Executive.
- 4) The President shall chair General Meetings. Should the President not be available or not be willing to chair, a Vice-President shall chair the meeting or if no Vice-President is available or is willing then another Director as determined between themselves shall chair the meeting or if no Director is available or is willing then a Voting Member or Representative of a Voting Member must be appointed by the Voting Members and Representatives of Voting Members present in person to chair the meeting

14.2 GENERAL MEETINGS - CALLING OF

- 1) The Board may, whenever it thinks fit, convene a General Meeting.
- 2) The Board must, on the requisition in writing of the lesser of 5% or at least fifty (50) Voting Members, convene a General Meeting.
- 3) A requisition of Voting Members for a General Meeting:
 - (a) must state the purpose or purposes of the meeting, which must be for a proper purpose;
 - (b) must be signed by the Members making the requisition;
 - (c) must be lodged with the Public Officer; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

14.3 NOTICE

- 1) The Public Officer must, at least 21 days before the date fixed for the holding of a General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting and, if the nature of the business proposed to be dealt with requires a Special Resolution, the wording of and intention to propose the resolution as a Special Resolution must be included in the notice of meeting.
- 2) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under **rule 14.1 3).**

- 3) A Member desiring to bring any business that may be properly brought before a General Meeting may give notice in writing of that business to the Public Officer who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

14.4 PROCEDURE

- 1) No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- 2) Five Members present in person (being Members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 3) If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - a) the meeting, if convened upon the requisition of Members in accordance with **rule 14.2 2)**, shall be dissolved; and
 - b) in any other case the meeting stands adjourned to such day, and at such time and place, as the President determines or, if no determination is made by the President, to the same day in the next week at the same time and place provided that if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.
 - c) Appointed Directors who are not Members or Voting Members or Representatives may attend and speak at a General Meeting but may not vote.
 - d) Each Voting Member at a General Meeting shall have 1 vote. On a show of hands, Voting Members present in person or by Representative shall be entitled to vote. If a poll is called Voting Members present in person or by Representative or by valid proxy shall be entitled to vote.
 - e) A poll may be demanded by the chair of the meeting or by 3 Voting Members present in person by Representative or by proxy.
 - f) A poll must be taken as and when directed by the chair of the meeting.
 - g) A declaration by the chair of the meeting of the result of a vote and a record of that declaration in the minutes of the meeting is proof of the result without details of the votes being recorded.
 - h) Any objection to an individual's right to vote at the meeting must be made before the vote is taken at the meeting and the decision by the chair of the meeting in regard to the right of the individual to vote is final.

14.5 PROXY

- 1) A Voting Member that is not able to attend a General Meeting in person or by Representative is entitled to appoint another Member as proxy to act on behalf of the Voting Member. Unless otherwise indicated on the proxy form the proxy shall be the chair of the meeting. If the Member indicated by the appointing Member as the proxy does not attend the meeting then the proxy transfers to the chair of the meeting.

- 2) The proxy shall have the rights of a Voting Member to be counted in the quorum (but not if the proxy is also a Voting Member), to speak and to join in demanding a poll but will not have the right to vote on a show of hands and will only have the right to vote on a poll when the form of proxy directs how the proxy is to vote on the question and where so directed the proxy must so vote on a poll.
- 3) The Board may prescribe a form of proxy but a proxy shall be valid provided an instrument appointing a proxy is in writing, contains the Voting Member's name and address, RGA's name, the proxy's name or the office held by the proxy, the meeting at which the appointment may be used and how the proxy is to vote on the matter/s before the meeting.
- 4) To be valid, the form appointing the proxy must be received by the Public Officer at least 48 hours before the time set for the meeting and delivered in accordance with the instructions for the delivery of proxies included in the notice of meeting.
- 5) A later proxy displaces any earlier proxy received by the Public Officer.

14.6 USE OF TECHNOLOGY AT MEETINGS

- 1) Any meeting held in accordance with this Constitution may be held at 2 or more venues using any technology approved by the Board that gives each of the participants entitled to vote at the meeting in accordance with this Constitution a reasonable opportunity to participate.
- 2) A Member who participates in a meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

14.7 POSTAL OR ELECTRONIC BALLOTS

- 1) RGA may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under **rule 5.11**) or the removal of a Director under **rule 10**. A postal or electronic ballot is to be conducted in accordance with the Act.
- 2) Where the Board allows Voting Members to cast a direct vote by electronic or postal means to supplement voting on a matter at a General Meeting the direct voting must be done in a way that identifies that a Voting Member has voted but with the actual way in which the vote has been cast secret.
- 3) The Board must advise Members at the time of inviting a direct vote as to whether the result of the vote shall be the decision of the Members or whether the matter that has been voted on by direct vote shall also be voted on at a General Meeting and the decision shall be the combined result of the direct vote and the voting at the General Meeting in which case a poll must be called on the matter at the General Meeting.

- 4) The voting process must ensure that a Voting Member attending a General Meeting dealing with a matter on which the Voting Member has cast a direct vote must not vote at the General Meeting on that matter on which the Voting Member has already voted.

15.0. ADMINISTRATION

15.1 INSURANCE

RGA may effect and maintain insurance.

15.2 FUNDS - SOURCE

- 1) The funds of RGA are to be derived from annual subscriptions and other fees of Members, donations, charges for services provided and, subject to any resolution passed at a General Meeting, such other sources as the Board determines.
- 2) All money received by RGA must be deposited as soon as practicable and without deduction to the credit of RGA's bank account.
- 3) RGA must, as soon as practicable after receiving any money, issue an appropriate receipt.

15.3 FUNDS - MANAGEMENT

- 1) A bank account or accounts, under the name of RGA, shall be operated with a bank approved by the Board. This account shall be managed by the Executive Director with payments authorised by any Director.
- 2) Subject to the Act, the Board shall appoint an auditor as required and fix such fee for the audit as considered necessary.
- 3) RGA shall have three trustees whose duties and responsibilities will be to invest the RGA's funds and transact such business and be custodians of such securities and documents as shall be decided by the Board. For the purpose of implementation of this rule, the three trustees shall normally be the President and two Vice-Presidents.
- 4) Subject to any valid resolution passed at a General Meeting, the funds of RGA are to be used in pursuance of the Objects in such manner as the Board determines.
- 5) No income or property of RGA shall be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member, any former Member, any Director or any former Director or to any Person claiming through such a Person.
- 6) Nothing in this Constitution shall prevent payment in good faith of:
 - a) reasonable and proper remuneration to any employee of RGA;
 - b) subject to this Constitution, reasonable and proper amounts to any Member in return for any services they render to RGA;

- c) interest at a rate not exceeding interest at the rate for the time being payable to RGA's bankers for money lent or that would be lent to RGA;
- d) reasonable and proper rent for premises leased by any Member to RGA;
- e) reimbursement in good faith of out-of-pocket expenses incurred on behalf of RGA where such expenses have been appropriately authorised in accordance with processes as determined by the Board from time to time; and
- f) any other sums payable under this Constitution.

16.0 CUSTODY OF BOOKS

Except as otherwise provided by this Constitution, the Executive Director must keep in his or her custody or under his or her control all records, books and other documents relating to RGA.

16.1 INSPECTION OF BOOKS

The records, books and other documents of RGA must be open to inspection, free of charge, by a Member during business hours in accordance with the Act or as approved by the Board.

17.0 SERVICE OF NOTICES

- 1) For the purpose of this Constitution, a notice may be served on or given to a Person:
 - a) by delivering it to the Person personally, or
 - b) by sending it by pre-paid post to the address of the Person, or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to an address including the Electronic Contact Address specified by the Person for giving or serving the notice.
- 2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the third day after posting, and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent.

18. FINANCIAL YEAR

The financial year of RGA is the 12 months period commencing on 1 July and ending on the following 30 June.

19. WINDING UP

- 1) If any property remains following the winding up or dissolution of RGA after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another institution or incorporated body that has:

- (a) objects, which are similar to the Objects;
- (b) a constitution which requires its income and property to be applied to promoting its objects;
- (c) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on RGA by **rule 15.3 5).**

- 2) Subject to the Act, the identity of the institution or incorporated body is to be determined by special resolution of the Members at or before the time of dissolution and failing such determination being made then in accordance with the Act.

20. GROWING REGIONS

- 1) Growing Regions are broad contiguous regional areas of similar geographic and agricultural nature in which rice is grown in Australia.
- 2) The Board must determine the boundaries of Growing Regions from time to time. There must be at least 3 Growing Regions.
- 3) On the request of Members through the Central Executive, the Board may review the boundaries of Growing Regions and on firm basis may partition large Growing Regions into smaller Growing Regions.

21. CENTRAL EXECUTIVE

- 1) The Central Executive is a key link between the Members, particularly the Members that are growers of rice, and the Board. Key roles of the Central Executive are:
 - a) providing new Elected Directors to the Board, appointing Elected Directors to the Board and appointing the President and 2 Vice Presidents from the Directors;
 - b) providing expert guidance on the development of industry policy; acting as a communications channel for comments and feedback from Members to the Board and to the Central Executive; and
 - c) promulgating to the Members understanding of industry policy and RGA developments.
- 2) The Central Executive shall comprise delegates from the Branches plus the Chairman of *Ricegrowers' Limited* (or their delegate), the Chairman of *The Rice Marketing Board for the State of New South Wales* (or their delegate), and the Chairman of the Rice Research and Development Committee (or their delegate).
- 3) Each Branch shall elect by ballot from Voting Members linked to them at its annual general meeting, delegates to Central Executive on the basis of the number of Voting Members assigned to the Branch as at 30 May of that year. The quota of delegates shall be:

1-75	Voting Members will entitle a Branch to	1 delegate;
76-150	Voting Members will entitle a Branch to	2 delegates;
151-225	Voting Members will entitle a Branch to	3 delegates;

226-300	Voting Members will entitle a Branch to	4 delegates;
301 plus	Voting Members will entitle a Branch to	5 delegates.

- 4) Delegates elected to Central Executive by annual general meetings of Branches shall assume office immediately following the annual general meeting of the Branch. Delegates elected at the inaugural meeting of a new Branch shall assume office immediately following their acceptance by Central Executive, in accordance with Rule (a).
- 5) Each delegate to the Central Executive from a Branch is, subject to these rules, to hold office until the conclusion of the annual general meeting of the Branch following the date of the member's election, but is eligible for re-election.
- 6) Each delegate to the Central Executive may, at their discretion, appoint an alternate delegate provided that:
 - a. the appointment is subject to the endorsement of the alternate delegate by the relevant Branch Executive;
 - b. details of endorsed alternate delegate must be provided to the Executive Director and until such details are provided the alternate delegate is not eligible to attend meetings of the Central Executive;
 - c. a delegate to the Central Executive may request copies of papers for Central Executive meetings to be forwarded to their alternate delegate;
 - d. a delegate wishing to have their alternate delegate attend a meeting of the Central Executive as substitute for them must inform the President prior to the meeting; and
 - e. an alternate delegate attending a meeting of the Central Executive as substitute for a delegate has all the rights and powers of the delegate, they are not the agent of the delegate.
- 7) Each delegate to the Central Executive shall have 1 vote, subject to this Constitution as to eligibility to vote.
- 8) The President or a Vice President will chair meetings of the Central Executive.
- 9) In the event of a casual vacancy occurring with a delegate to the Central Executive, the Branch Executive of the relevant Branch may appoint a Voting Member or the Representative of a Voting Member from the Branch as a replacement delegate.
- 10) The Central Executive must meet at least twice annually and may meet more often as determined by the President or any 5 delegates.
- 11) Procedures for notices and meetings applicable to the Board are applicable to the Central Executive with such modification as may be needed or as may be determined by the Central Executive.
- 12) A delegate who ceases to be a Voting Member or the Representative of a Voting Member shall cease to be a delegate.

- 13) A delegate who relocates to another Branch as determined by their address on the Register shall cease to be a delegate for the Branch from which they were appointed but may be appointed a delegate to fill a vacancy from the Branch to which they have relocated.
- 14) The Executive Director shall be responsible for minutes of meetings of the Central Executive. Copies of the minutes shall be provided to the Board and each Branch Executive.

22. TRANSITION

- 1) **Members** – when this Constitution takes effect the Public Officer shall take immediate steps to modify the Register to reflect the membership categories in **rule 5.0 6)** with the Board making necessary determinations in accordance with **rule 5.0 7)**.
- 2) **Central Executive** – when this Constitution takes effect all members of the Central Executive in accordance with the constitution in force prior to this Constitution taking effect shall become the members of the Central Executive under this Constitution and continue as such, subject to this Constitution.
- 3) **Board** – when this Constitution takes effect:
 - a) all members of the Central Executive shall become Directors (in addition to being members of the Central Executive) subject to this Constitution, even if that results in the number of Directors exceeding the maximum in accordance with **rule 7.1 1)a)** and all shall be deemed Elected Directors;
 - b) there shall be no Appointed Directors in place and the Board shall not be entitled to appoint any Appointed Directors until after the conclusion of the first meeting of the Central Executive; and
 - c) the President and any other office bearers shall remain in office; provided that
 - d) at the first meeting of the Central Executive after this Constitution comes into effect the Central Executive shall elect the Elected Directors in accordance with **rule 7.1** and appoint the President and 2 Vice Presidents to continue in office until the conclusion of the next Annual General Meeting and in doing so shall follow the procedures in **rule 7.2** adjusted as necessary to meet the requirements of that meeting; and
 - e) at the conclusion of that first meeting of the Central Executive all Elected Directors in office at the commencement of that first meeting of the Central Executive who have not been elected at that meeting as Elected Directors shall cease to be Elected Directors and all Elected Directors elected at that meeting of the Central Executive shall continue in office as Directors in accordance with this Constitution.
- 4) **Public Officer** – when this Constitution takes effect the Public Officer in place shall continue as the Public Officer, subject to this Constitution.

END OF CONSTITUTION