

**CONSTITUTION OF THE**

**SOUTH AUSTRALIAN NO-TILLAGE FARMERS ASSOCIATION INCORPORATED**

**1. NAME**

- 1.1 The name of the association is ``SOUTH AUSTRALIAN NO-TILLAGE FARMERS ASSOCIATION INCORPORATED'`

**2. DEFINITIONS**

- 2.1 Unless contrary to the sense or context, the following expressions shall have the following meanings -

"Act" means the Associations Incorporation Act, 1985 of South Australia;

"Association" means the SOUTH AUSTRALIAN NO-TILLAGE FARMERS ASSOCIATION INCORPORATED.

"Board" means the Board of the Association appointed or elected pursuant to clause 7 of this Constitution;

"financial year" means the financial year referred to in clause 10.2 of this Constitution;

"Member" or "Members" means a member or members of the Association;

"Member of the Board" means a member of the Board elected or holding office pursuant to clauses 7.4 or 7.6 of this Constitution;

**3. OBJECTS**

- 3.1 The objects of the Association are to -

- (a) preserve our agricultural soil for future generations by promoting no-tillage systems and other sustainable farming systems;
- (b) facilitate the exchange of ideas relating to no-tillage systems of crop production between members, and disseminate information about no-tillage and other sustainable crop production systems to the community and educational institutions;
- (c) engage in, promote and support research undertaken for the purpose of furthering a systems approach to sustainable agriculture.

**4. PROPERTY & INCOME**

- 4.1 The property and income of the Association must be applied solely towards the promotion of the objects of the Association, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members except in good faith in the promotion of those objects, but nothing herein contained prevents -

- (a) the payment in good faith of remuneration to any member, or authorised person in return for services rendered to the Association;
- (b) the payment of interest at a rate not exceeding that charged by the bank for the time being of the Association on overdraft accommodation of the same amount on any money lent by a Member to the Association;
- (c) the payment of a reasonable and proper rent for premises leased or let by a Member to the Association; or
- (d) the payment of out of pocket expenses incurred by an authorized Member or other authorized person on behalf of the Association.

5. **POWERS**

- 5.1 The Association shall have all the powers conferred by section 25 of the Act.

6. **MEMBERSHIP**

- 6.1 The categories of members of the Association are the following who agree with the object of the Association and are to be bound by this constitution-
- (a) ordinary members who may be any farmer resident in the Commonwealth of Australia; and
  - (b) associate members who may be any other individual group or corporation whether incorporated or unincorporated;
  - (c) student members; who agree with the objects of the Association and to be bound by this Constitution.
- 6.2 Applications for membership must be made on the form prescribed from time to time by the Board (including a statement that the applicant agrees with the objects of the Association and to be bound by the terms of this Constitution), to be signed by the applicant.
- 6.3 The Board must consider each application for membership and may accept or reject any application. If an application for membership is rejected the applicant may appeal against the decision in the manner provided in Clause 15 hereof.
- 6.4 On acceptance of an application by the Board, the applicant will become a Member on payment of the annual subscription determined by the Board from time to time.
- 6.5 A register of members must be kept showing each Member's name, address and date of commencement of membership.
- 6.6 Any Member may resign from the Association by notice in writing forwarded to the Association, or a Member ceases to be a Member if he or she allows their annual subscription to remain unpaid for a period of 90 days from the due date for payment of that subscription.

- 6.7 Upon the resignation of a Member, that Member will not be entitled to any refund of any subscription paid, and that Member will remain liable for all moneys including subscriptions outstanding to the Association at the date of resignation.
- 6.8 The Secretary must keep a register of Members of the Association and a record of office bearers in the manner contemplated by the Act, which register and record will, upon the request of any Member, be made available for inspection by that Member and the Member may make a copy or take an extract from the register or record, but has no right to remove the register or record for that purpose.

7. **BOARD**

- 7.1 The business and affairs of the Association will be managed by the Board. However, the Board must not, except in the case of an extreme emergency, take any action contrary to any decision made by the Members in general meeting.
- 7.2 The Board may, subject to any decision made by the Members in general meeting, exercise all the powers of the Association and do all acts and things that may be done by the Association or which it considers necessary or expedient to carry out the objects of the Association.
- 7.3 The Board consists of -
- (a) a President;
  - (b) a Vice President;
  - (c) a Secretary and Treasurer;
  - (d) between four and eight other board persons.
- 7.4 Members of the Board must be members of the Association, and will be elected at each Annual General Meeting (except for the Immediate Past-President) and hold office until the end of the following Annual General Meeting unless the officer resigns, or his or her position is vacated by virtue of the provisions of this Constitution. The Immediate Past-President shall be a member of the Board without election and shall remain a member for one year. At all times at least one Member of the Board shall represent each of the Eyre Peninsula, South East, Mallee, and 2 representatives from Central Agricultural Area of South Australia
- 7.5 A person's position on the Board will be vacated if that person dies, becomes bankrupt, becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, resigns his or her office by notice in writing to the Secretary (or if there is no Secretary, to the President) or is absent without the consent of the Board from three consecutive meetings of the Board

Lodged with the Office of Consumer & Business Affairs 1999  
Amendments lodged with the Office of Consumer & Business Affairs 7th March 2007

- 7.6 The Board may co-opt another person to the Board to fill any vacancy, and that person will hold office until the conclusion of the next annual general meeting.
- 7.7 The Board will meet as often as may be required to conduct the business of the Association (but not less than three times each year) and the President or Secretary or any other three Members of the Board have power to call a meeting of the Board at any time, upon reasonable notice to the Members of the Board.
- 7.8 All decisions of the Board will be made by a majority vote on a show of hands, and each Member of the Board has one vote. The chair at any meeting of the Board has a casting vote in addition to his or her deliberative vote.
- 7.9 The President will chair all meetings of the Board but if for any reason the President is unable or unwilling to act, the Vice President will chair those meetings. If the President and the Vice President are unable or unwilling to act as chair of a meeting, the Members of the Board present must elect from those present a person to chair the meeting.
- 7.10 Where possible the Secretary must send to each Member of the Board written notice of a Board meeting at least seven days before the date of such meeting, but the accidental omission to give any Member of the Board, or the non-receipt by any Member of the Board, of any notice required by this Constitution will not invalidate or affect any proceedings at that Board meeting.
- 7.11 The Board has the power to delegate any of its powers to a sub-board to deal with any particular matter or matters upon terms determined by the Board, provided that the President and the Secretary must be ex officio members of all sub-boards.
- 7.12 The Board has the power to co-opt advisers to the Board who are entitled to attend meetings of the Board but shall not be entitled to vote.
- 7.13 All acts or decisions done or made by any Member or Members of the Board will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of that member or those members, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in bad faith.
- 7.14 The quorum of the Board is four persons or one half of the Members of the Board, whichever is the lesser.
- 7.15 Any Member of the Board may resign by notice in writing to the Secretary or the President.
- 7.16 Any resolution initiated by the Board and agreed to in writing by not less than three quarters of the Board shall have the same effect as a resolution passed at a duly convened meeting of the Board. Agreement to any such resolution may be communicated by facsimile or Email. Every such resolution shall be recorded in the minute book of the Association by the Secretary. The Board may also meet by teleconference.

8. **SECRETARY**

- 8.1 The Secretary is to carry out his or her duties under the direction of the Board and keep a true record of all minutes of the meetings, attend to correspondence, issue notices for meetings, keep records and carry out duties as the Board may from time to time direct.
- 8.2 The secretary is responsible for the custody of all records, books, documents, common seal and securities of the Association and shall allow any Member at any reasonable time to inspect without charge the books, documents, records and securities of the Association.

9. **TREASURER**

- 9.1 The Treasurer or Executive Officer must receive all moneys payable to the Association, and give receipts for those moneys. All money received must be paid into the bank account or account with any other financial institution conducted by the Association.
- 9.2 The Treasurer must present at each meeting of the Board a report of the finances of the Association and, at each annual general meeting, a balance sheet and other financial statements detailing the finances of the Association, and must keep proper books of account of all moneys received and disbursed, and generally perform all duties as the Board may from time to time direct.

10. **FINANCE**

- 10.1 The Association may accept, borrow and raise money by any lawful means for the purpose of fulfilling the objects of the Association, and give security for the repayment of money borrowed.
- 10.2 The financial year of the Association shall be from 1 July to 30 June the following year.
- 10.3 All moneys of the Association must be paid into one or more of the accounts of the Association at any bank or banks or other financial institution as the Board may from time to time direct.
- 10.4 No money is to be drawn from the Association's account except by cheque or any other manner authorised by the Board from time to time with any cheque or any other authority or direction being signed in the manner authorised by the Board from time to time.

11. **AUDIT**

- 11.1 The books and accounts of the Association must be audited annually by a duly qualified and certified auditor appointed at the annual general meeting in each year.

12. **GENERAL MEETINGS**

- 12.1 The annual general meeting of the Members must be held within four months of the end of the Associations financial year and

Lodged with the Office of Consumer & Business Affairs 1999  
Amendments lodged with the Office of Consumer & Business Affairs 7th March 2007

the Secretary must send to all Members written notice of the meeting not less than 28 days before that meeting.

- 12.2 The business of the annual general meeting will include -
- (a) confirmation of minutes of the previous annual general meeting and any subsequent general meeting and matters arising;
  - (b) the President's report;
  - (c) the Treasurer's report and statement of accounts for the preceding financial year, together with the audit report for those accounts;
  - (d) elect a board;
  - (e) the appointment of an auditor;
  - (f) special business of which notice has been given; and
  - (g) general business.
- 12.3 The annual report and audited financial statements must be presented to the members at the annual general meeting.
- 12.4 General meetings of the Members other than the annual general meeting may be called at the request of the President or the Secretary or any three Members of the Board or at the written request of 20 Members of the Association. The meeting must be held within forty five days of the request and the Secretary must send to all Members written notice of the meeting not less than 28 days before the meeting.
- 12.5 The President will chair all general meetings, or if the President is unable or unwilling to act as chair, the Vice President will chair the meeting. If the President and the Vice President are unable or unwilling to act as chair of a meeting the Members present must elect from those present, a person to chair the meeting.
- 12.6 The chair at any general meeting, including an annual general meeting, does not have a casting vote in addition to any deliberative vote.
- 12.7 Voting at any general meeting will be by a show of hands, and each ordinary member has one vote. Associate and student members are not entitled to vote. In the case of an equality of votes the motion will be defeated.
- 12.8 Any Member which is an organisation may be represented at a general meeting of the Association by a representative nominated in writing by the Member to the Secretary prior to the meeting.
- 12.9 A quorum at a general meeting including the annual general meeting shall consist of -
- (a) 15 Members; or
  - (b) two third of the Members;

present in person or by their representative, whichever is the lesser.

12.10 If at a general meeting a quorum is not achieved within sixty minutes of the time appointed for the commencement of the meeting, the meeting will be adjourned and be reconvened at another time and place determined by the President or the person taking the chair provided, if the meeting is to be held on a different date, the Secretary notifies all Members of the changed venue or changed time of the reconvened general meeting as soon as is reasonably possible.

12.11 Only Members or a duly authorised representative of a Member present in person are entitled to vote.

### **13. BY-LAWS & REGULATIONS**

13.1 The Board may from time to time make any by-laws and regulations not inconsistent with this Constitution as are in the opinion of the Board necessary or desirable for the proper control, administration and management of the Association's operations, finances, affairs, interests and property and the duties, obligations and responsibilities of Members.

13.2 The Board may from time to time amend or revoke any by-laws or regulations so made.

13.3 In particular, but without limiting the generality of clause 13.1, by-laws and regulations may be made as to the procedure to be observed in the conduct or voting of the Members, or the standing orders to apply at meetings of the Board or the Association.

13.4 No by-law or regulation made pursuant to this clause invalidates any prior act of the Board or any Member which would have been valid if that by-law or regulation had not been made.

### **14. EXPULSION OF MEMBERS**

14.1 Subject to the provisions of this clause, the Board may suspend or expel any Member, if the Board is of the opinion that the Member is guilty of conduct which is prejudicial to the interests of the Association, or if that Member has breached the provisions of this Constitution.

14.2 The Board may suspend a Member at any time, but as soon as possible thereafter must convene a meeting of the Board, notice of which must be given to the suspended Member. The notice must detail the charges laid against the Member, and invite the Member to attend the meeting of the Board so that the Member has an opportunity to respond to the charges. The Board may, after hearing the Member, revoke the suspension, confirm the suspension and decide what period that suspension is to apply or, if appropriate, expel the Member.

14.3 If the Board wishes to determine whether or not to expel a Member without suspension, the Board must give written notice to the Member concerned detailing the charges made against the

Member, and inviting the Member to the meeting of the Board at which a decision will be made. The Member is entitled to respond to the charges at the meeting of the Board, and the Board may (subject to clause 14.1) resolve to expel the Member.

14.4 A Member suspended ceases to be entitled to the benefits of membership during the period of suspension, and a Member expelled ceases to be entitled to the benefits of membership from the date of expulsion.

**15. APPEAL**

15.1 Any Member who is aggrieved by a decision of the Board to suspend or expel that Member, or any person who has made application for membership which has been rejected, may by notice in writing to the Secretary or the President within twenty eight days of the date of receiving the Board's decision, appeal the decision of the Board.

15.2 The notice of appeal must state the grounds of appeal and the Secretary or President, as the case may be, must refer the appeal to the next annual general meeting of the Association, or any earlier general meeting if one is called for another purpose. The decision of the Board will stand until the time the appeal is determined by the Members in general meeting, who may reverse the decision of the Board on any terms and conditions as the general meeting considers appropriate, or affirm the decision of the Board.

**16. COMMON SEAL**

16.1 The Secretary will provide for the safe custody of the seal of the Association, which will only be used by authority of the Board.

16.2 Every document to which the seal is affixed must be countersigned by any two of the President, Vice President, Secretary or Treasurer.

**17. DISSOLUTION OF THE ASSOCIATION**

17.1 The Association may be wound up voluntarily, if the Members resolve by a majority of not less than three quarters, to dissolve the Association. The only Members eligible to vote with respect to the above resolution will be those who are financial at the date of the meeting called to consider that resolution and who are present in person.

17.2 The notice convening the meeting of Members must state that the dissolution of the Association is to be proposed.

17.3 If upon the dissolution of the Association there remains after the satisfaction of all debts and liabilities, any property or money, the property or money of the Association must not be paid to or distributed among the Members of the Association, but must be distributed in the manner contemplated by Section 33 of the Act.

- 17.4 The property or money referred to in clause 17.3 may only pass to a body or organisation which satisfies the requirements of Item 140 of the First Schedule of the Sales Tax (Exemptions & Classifications) Act, and is an approved body or organisation under Section 78 of the Income Tax Assessment Act.
- 17.5 Notice of the dissolution of the Association must be given to the Deputy Commissioner of Taxation, Adelaide and the Commissioner for Corporate Affairs.

**18. AMENDMENTS TO THE CONSTITUTION**

- 18.1 This Constitution may be amended by resolution of the Members by a majority of not less than three quarters of the Members at a meeting called for that purpose, there having been given at least twenty eight days' notice of the meeting to all Members.
- 18.2 Only financial Members who are present in person, may vote with respect to the resolution.
- 18.3 The accidental omission to give and the non-receipt of notice of any amendment by any Member shall not invalidate any amendment duly passed at a general meeting.
- 18.4 A copy of every amendment to this Constitution must be given to the Commissioner of Corporate Affairs, Adelaide.