

CONSTITUTION

BAROSSA IMPROVED GRAZING GROUP INC.

1. NAME

The name of the incorporated association is the Barossa Improved Grazing Group Inc. referred to herein as 'the Group'.

2. DEFINITIONS

2.1. Governance

- 2.1.1. **'a Board meeting'** means: in addition to a formally constituted gathering of Board members, pursuant to the requirements of Rule 6, a process of decision making by means of such forms of written and verbal communication using technology available to all Board members having been previously agreed to by a majority of the Board members for example but not limited to teleconference, circular letter, or series of emails;
- 2.1.2. **'act'** means: the Groups Incorporation Act 1985 (SA);
- 2.1.3. **'board'** means: the Committee of Management of the Group being the governing body known as the Barossa Improved Grazing Group Board, described in Part IV of The Act and as described in rule 6.1;
- 2.1.4. **'board member'** means: any person who, being eligible according to these Rules, is appointed as a Board member pursuant to the requirements of rule 6.1 and 6.2 and 6.3 inclusive;
- 2.1.5. **'committee rules'** means: rules adopted in accordance with clause 10 to govern the proceedings of this constitution;
- 2.1.6. **'committees and sub-committees'** means: those committees and sub-committees as described in paragraph 6.4;
- 2.1.7. **'group'** means: the Barossa Improved Grazing Group Incorporated;
- 2.1.8. **'group by-laws'** means: by-laws or polices, if any, adopted by the Board pursuant to clause 10;
- 2.1.9. **'members'** means: member of the Group who have paid a subscription set by the Board;
- 2.1.10. **'region'** means: the Barossa Valley (SA) and surrounding areas;
- 2.1.11. **'special resolution'** of the Group means: a resolution as defined under section 3 (b) of the Act;
- 2.1.12. **'the chairperson'** means: the person from time to time being the Chairperson of the Board as elected pursuant to the requirements of Rule 6.3;
- 2.1.13. **'the vice chairperson'** means: the person from time to time being the Vice Chairperson of the Board as elected pursuant to the requirements of Rule 6.3.

2.2. Governments and Statutory Authorities

- 2.2.1. **'Governments'** means: The Government of the state of South Australia and the Government of the Commonwealth of Australia which may variously be referred to collectively or individually in this Constitution;
- 2.2.2. **'the Act'** means: The Associations Incorporation Act 1985 (SA) as amended from time to time and includes any re-enactment of that Act or any provisions

substituted for, and all regulations and statutory instruments issued under, that Act.

2.3. Interpretative Statements

2.3.1. **'Misconduct of a Board member'** shall be interpreted to mean any action of a Board member that may include but not be limited to:

2.3.1.1. A refusal or negligence with respect to complying with the requirements of this Constitution or any regulations adopted by the Board;

2.3.1.2. Engaging in conduct, which in the opinion of the Board is unbecoming of a Board member or is detrimental to the interests of the Board or the Group;

2.3.1.3. A reference to a Rule is a reference to a Rule of this Constitution.

3. OBJECTIVES OR PURPOSES OF THE GROUP

- 3.1. To improve farm grazing systems in the region;
- 3.2. To encourage and facilitate education, communication, and networking between participants in agriculture in the region;
- 3.3. To foster collaboration and communication between collective groups and individual primary producers, relating to farming systems, and natural resource management issues so to promote resilient landscapes and resilient land managers;
- 3.4. To create opportunities for members to learn, discuss, explore and research technological innovations and related agriculture issues;
- 3.5. To implement projects for the benefit of agriculture and natural resource management in the region;
- 3.6. To conduct activities, functions and events to promote the objectives of the Group;
- 3.7. To contribute to the building of confidence of primary producers that results in, where appropriate, adoption of improved technology and implementation of best practice.

4. POWERS OF THE GROUP

- 4.1. The Group shall have all of the powers conferred by section 25 of the Act.
- 4.2. In addition, the Group shall have the power to do all things necessary to achieve its objectives or connection with the administration of the Group including registration as an Australian Registered Body under the Corporations Act 2001 (Cth), including;
- 4.3. The Group shall also be able to:
 - 4.3.1. Apply for funding and receive contributions and donations to enable the Group to carry out its objectives;
 - 4.3.2. Hire, engage, or employ all classes of persons whose services are deemed necessary to achieve the objects of the Group, and to appoint agents to transact any business of the Group on its behalf;
 - 4.3.3. Invest any monies in accordance with the Act not immediately required by the Group for its objectives;
 - 4.3.4. Enter into contracts and agreements considered necessary by the Group to achieve its objectives;
 - 4.3.5. Acquire, hold, lease, deal with, and dispose of any real or personal property required or used by members, affiliates, service providers or employees of the Group to achieve the objects of the Group;

- 4.3.6. Apply for and hold a licence or permit of any kind considered necessary by the Group to achieve its objectives;
- 4.3.7. Take all reasonable measures to achieve the objectives and purposes of the Group in accordance with sound technical, environmental, financial, social and economic practices.

5. MEMBERSHIP

5.1. Types of membership

- 5.1.1. Membership of the Group is open to all persons who support the objectives of the Group and agree to be bound by its rules.

5.2. Subscriptions

- 5.2.1. The subscription fees for membership shall be such sum (if any) as the Board shall determine from time to time;
- 5.2.2. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Group, subject however to the Board being able to reinstate the membership on such terms as it thinks fit.

5.3. Resignation of a member

- 5.3.1. A member may resign from membership of the Group by giving written notice to the Board secretary of the Group.

5.4. Expulsion of a member

- 5.4.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Group;
- 5.4.2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined;
- 5.4.3. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4.4 below), cease to be a member 14 days after the Board has communicated its determination to the member;
- 5.4.4. It shall be open to a member to appeal the expulsion to the Group at a general meeting. The intention to appeal shall be communicated to the secretary of the Group within 14 days after the determination of the Board has been communicated to the member;
- 5.4.5. In the event of an appeal under 5.4.4 above, the appellant's membership of the Group shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Group in general meeting after the appellant has been heard by the members of the Group, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

5.5. Register of members

- 5.5.1. A register of members must be kept and contain:
 - 5.5.1.1. The name and contact details of each member;
 - 5.5.1.2. The date on which each member was admitted to the Group;
 - 5.5.1.3. If applicable, the date of and reason(s) for termination of membership.

6. THE BOARD

6.1. Powers and duties

- 6.1.1. The affairs of the Group shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Group, and are not by the Act or by these rules required to be done by the Group in general meeting;
- 6.1.2. The Board has the management and control of the funds and other property of the Group;
- 6.1.3. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Group;
- 6.1.4. The Board shall appoint a Public Officer as required by the Act.

6.2. Appointment

- 6.2.1. The Board of the Group shall consist of:
 - Five producer representatives;
 - Two appropriate industry representatives;
 - One executive officer (if funded / appointed);
- 6.2.1.1. To assist the Group in achieving its objectives or purposes, Board or committee positions may also be extended to an officer of a relevant Government department or body;
- 6.2.2. A Board member shall be a natural person;
- 6.2.3. Other than the first Board (see 6.2.4), the term of appointment for Board members shall be two years;
- 6.2.4. The first Board of the Group shall be comprised of such persons who hold office prior to incorporation. The first Board shall hold office until the first annual general meeting after incorporation. Board renewal will be determined by the Group by-laws;
- 6.2.5. A retiring Board chair shall be eligible to stand for re-appointment but no Board chair may serve more than two (2) consecutive two-year terms;
- 6.2.6. Appointments to the Board shall be made following an open call and selection process to be initiated by the Board in office at the time, to be completed no less than one month prior to each annual general meeting. The Board may decide and make arrangements for the conduct of the open call and selection process as it sees fit, with due regard for the range of skills required, adequate representation of local primary producers, producer groups and agri-industry, including equity and diversity;
- 6.2.7. The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office for the unexpired portion of the term for which the Board member they are replacing was appointed;
- 6.2.8. If the Board member being replaced is an office bearer of the Board, an election shall be conducted by the Board to fill the office as soon as practicable;
- 6.2.9. Should it be necessary to replace a Board member for any reason at times other than when annual appointments are made, such replacement will be upon the recommendation of the Board.

6.3. Board office bearers

- 6.3.1. The Board shall elect from their number the following office bearers:
 - Chairperson;

- Vice Chairperson;
 - Secretary;
 - Treasurer;
- 6.3.2. The term of office bearers shall be for two years and an election of Board office bearers shall take place as part of the annual general meeting (see 7.1). Retiring office bearers may re-nominate for election;
- 6.3.3. The Board office bearers shall collectively form the Board Executive and shall have such authority to carry out the business of the Group as is expressly delegated to it by the full Board from time to time;
- 6.3.4. The first order of business at the first Board meeting in each financial year shall be the election of officers, as necessary, from its membership.

6.4. Committees, Sub-committees or Advisory Groups

- 6.4.1. The Board may establish committees, sub-committees or Advisory Groups to better address issues provided that at least one Board member is represented on any committee or sub-committee;
- 6.4.2. The Board from time to time shall be entitled to determine the manner of appointment or election of committee, sub-committee or Advisory Group members.

6.5. Proceedings of the Board

- 6.5.1. The Board shall meet together for the dispatch of business at least three (3) times within a financial year;
- 6.5.2. Resolutions at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote;
- 6.5.3. A quorum for a meeting of the Board shall be a simple majority of the members of the Board;
- 6.5.4. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Group must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next general meeting of the Group;
- 6.5.5. Board members may pass an ordinary resolution of the Board without holding a meeting, if a simple majority of all Board members state that they are in favour of the resolution in writing via electronic communication methods. In this case, any information or document, which is required to be provided to Board members before passing the resolution must be included with the resolution. Resolutions so passed shall be confirmed by the Board at a subsequent meeting and entered into the minutes of the Group.

6.6. Disqualification of Board members

- 6.6.1. The office of a Board member shall become vacant if a Board member is:
- 6.6.1.1. Disqualified from being a Board member under the provisions of the Act;
 - 6.6.1.2. Expelled as a member under these rules;
 - 6.6.1.3. Permanently incapacitated by ill health or dies;
 - 6.6.1.4. Absent without apology or valid reason from more than two meetings in a financial year;

7. GENERAL MEETINGS

7.1. Annual general meetings

- 7.1.1. The Board shall call an annual general meeting in accordance with the Act and these rules;
- 7.1.2. The first annual general meeting shall be held within 18 months after the incorporation of the Group; and thereafter no more than six months after the end of its financial year;
- 7.1.3. The order of the business at the meeting shall be:
 - 7.1.3.1. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - 7.1.3.2. The consideration of the accounts and reports of the Board and the auditors report;
 - 7.1.3.3. The election of Board office bearers (see 6.3);
 - 7.1.3.4. The appointment of auditor(s);
 - 7.1.3.5. Any other business requiring consideration by the Group.

7.2. Special general meeting

- 7.2.1. The Board may call a special general meeting of the Group at any time;
- 7.2.2. Upon a requisition in writing of eight members, the Board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition;
- 7.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting;
- 7.2.4. If a special general meeting is not convened within one month, as required (7.2.2) above, the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Group.

7.3. Notice of general meetings

- 7.3.1. Subject to 7.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting;
- 7.3.2. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting;
- 7.3.3. A notice may be given by the Group to any member by serving the member with the notice personally, or by sending it to the contact details appearing in the register of members.

7.4. Proceedings at general meetings

- 7.4.1. Ten members (a lesser or greater number may be appropriate depending upon the size of the membership) present personally shall constitute a quorum for the transaction of business at any general meeting;
- 7.4.2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned

meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum;

7.4.3. Subject to 7.4.4, the Chairperson shall preside as Chairperson at a general meeting of the Group;

7.4.4. If the Chairperson is not present without notice after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the Chairperson of that meeting.

7.5. Voting at general meetings

7.5.1. Subject to these rules, every member of the Group has only one vote at a meeting of the Group;

7.5.2. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting;

7.5.3. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

7.6. Poll at general meetings

7.6.1. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question;

7.6.2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7. Special and ordinary resolutions

7.7.1. A special resolution of the Group as defined in the Act;

7.7.2. An ordinary resolution is a resolution passed by a simple majority of Board meetings.

7.8. Proxies

7.8.1. A member wishing to vote at a general meeting shall not be entitled to appoint a proxy to vote on their behalf at any general meeting of the Group.

8. MINUTES

8.1. Proper minutes of all proceedings of all meetings of the Board shall be entered within one month after the relevant meeting in minute records kept for the purpose;

8.2. The minutes kept pursuant to this rule must be confirmed by the members of the Board at a subsequent meeting;

8.3. Where minutes are entered they shall be moved and seconded by members of the Board thereafter at the next subsequent meeting as evidence that the meeting was convened and duly held, and all proceedings held and all appointments made at the meeting shall be deemed to be valid.

9. FINANCIAL REPORTING

9.1. Financial year

9.1.1. The first financial year of the Group shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

9.2. Accounts to be kept

9.2.1. The Group shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Group in accordance with the Act (refer to section 39C of the Act); such records shall be open to inspection by all Board members;

9.2.2. The annual accounts of the Group shall be examined and reported upon by the auditor of the Group within four months of the end of each financial year.

9.3. Appointment of Auditor

9.3.1. At each annual general meeting, the members shall appoint a suitably qualified person to be auditor of the Group in accordance with the Act;

9.3.2. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment;

9.3.3. If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

10. BY-LAWS (POLICIES) AND COMMITTEE RULES

10.1. The Board may by resolution adopt Group by-laws or policies for the better management of the Group's business and procedures. The Board shall have the power to interpret any Group by-laws;

10.2. Group by-laws shall be read subject to and in conjunction with this Constitution;

10.3. Group by-laws shall be binding on all members of the Group;

10.4. Each of the committees may adopt committee rules for the better management of the business and procedures of the committees;

10.5. Committee rules must be endorsed by a majority of committee members;

10.6. Committee rules may be altered by a like majority of committee members.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

11.1. The income and capital of the Group shall be applied exclusively to the promotion of its objects, and no portion shall be paid or distributed directly or indirectly to members or their associates, except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Group.

12. WINDING UP

12.1. The Group may be wound up in the manner provided for in the Act.

13. APPLICATION OF SURPLUS ASSETS

- 13.1. If after the winding up of the Group there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of assets and income to its members;
- 13.2. Such organisation or organisations shall be identified and determined by a resolution of the Board.

14. RULES

- 14.1. These rules may be altered (including an alteration to the Group's name) by special resolution of the Board. This includes rescission or replacement by substitute rules;
- 14.2. The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act;
- 14.3. The registered rules shall bind the Group and every Board member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof;
- 14.4. Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Group, which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.