

GIWA

**GRAIN INDUSTRY ASSOCIATION OF
WESTERN AUSTRALIA (INC)**

CONSTITUTION

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1. NAME

The organisation shall be called "Grain Industry Association of Western Australia (Inc.)", abbreviated to "GIWA", hereinafter referred to as "the Association".

2. OBJECTS

The objects of the Association are:

- i) "To be an effective communication forum and catalyst for the entire Western Australian Grains industry in order to promote and safeguard the industry's long term interests;
- ii) To carry out, promote or assist in activities of any kind associated with the development, growing, handling, processing, promotion and marketing of Grains and grain derivatives.
- iii) To represent the West Australian Grain Industry as necessary, receive and communicate important information at all levels, address common issues across the supply chain, encourage the sustainable production & supply of quality grains from all crops, retain strong linkages to other national and state based grain bodies and provide a forum for Industry self regulation as deemed necessary.

3. POWERS

The Association has powers to do all such things reasonably necessary or conducive to the attainment of the objects of the Association. Including but not limited to being members of other associations, entering into contracts and employing people.

4. NON PROFIT ORGANISATION

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to Members of the Association, provided nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any other person in return for services rendered to the Association.

5. MEMBERSHIP

- 5.1 The membership of the Association shall be divided into Corporate and Individual, Honorary, Life, Associate, Student and Retired membership. The Executive Committee may determine other or special classes of membership at an Association general meeting.
- 5.2 Any person, partnership, corporation, company, statutory authority, agency or institution engaged in or interested in the Grain industry shall be eligible to apply for membership.
- 5.3 The rights and conditions of each Membership class shall be determined by the Executive Committee at an Association general meeting.

6. APPLICATION FOR MEMBERSHIP

An applicant for membership shall advise the Secretary in writing on paper or electronically by verified email, providing the name to be entered on the membership register and full contact details. The 'Executive Committee' (here after referred to as 'the Executive') shall approve membership applications before the secretary registers the applicant as a member.

7. MEMBERS FEES

The membership year is from 1 July to 30 June of the following year. A schedule of annual members' fees for the various classes of membership shall be set by members at the annual general meeting on the recommendation of the Executive and shall apply from 1 July of the following year. .

8. RESIGNATION OF MEMBERS

A Member wishing to resign shall do so by providing written notice to the Secretary and paying all dues and monies owing by the resigning Member at a date of resignation.

9. TERMINATION OF MEMBERSHIP

9.1 If a Member:

- (a) ceases to be qualified for Membership; or
- (b) is considered by the Executive to be guilty of misconduct, or conduct which is contrary to the objects of the Association:

the Executive may, by resolution, cancel the Membership and order the name of the Member to be removed from the register of Members. The Secretary shall forward a copy of such resolution to the Member concerned.

9.2 A Member can also be removed from the register of Members in accordance with rule 13.

9.3 On ceasing for any reason to be a Member, the Member shall forfeit all right to any claim upon the Association and its property and funds. However cessation of Membership shall not release any person from an existing liability or obligation including any unpaid Membership fees to the Association.

10. EXPELLED MEMBERS - RIGHT OF APPEAL

A Member removed from the register of Members by the Executive under the preceding rule may appeal to the Executive against the removal by way of written notice lodged with the Secretary within fourteen days of such removal. An appeal shall be accompanied by the sum of one thousand dollars (\$1,000), which sum shall be forfeited if the appeal is dismissed.

On receipt of an appeal against the removal of a name from the register of Members, the Executive shall convene an Executive meeting as soon as is practicable to deal with the appeal.

The Member lodging the appeal shall outline the grounds of appeal to the meeting and the Chairperson, or person by whom the charge was laid, shall outline the charge. Thereupon the meeting shall decide by a majority whether to uphold or

dismiss the appeal. Should the meeting by a majority decide to uphold the appeal against the decision of the Executive, the Member's rights and privileges shall be restored.

Until the hearing of any such appeal, the decision of the Executive shall have full effect, but such expelled Member shall have the right to attend and to address any such meeting.

11. REGISTER OF MEMBER

- 11.1 The Secretary shall keep and maintain an electronic database of all Members of the Association, showing full contact details including:
- (a) The full name, telephone numbers, email and Postal address of the Member.
 - (b) The date upon which the Member was accepted by the Executive as a member.
 - (c) The date upon which the Member ceased to be a Member.

12. LEVIES

The Members at a general meeting may impose a levy on Members for contribution to the Association's funds. Any such levy shall become due immediately after the imposing thereof.

13. NON FINANCIAL MEMBERS

- 13.1 Any Member being three (3) months in arrear, with their annual subscription or of a rule 12 levy, shall be disqualified from taking part in the proceedings of the Association or from receiving benefits from the Association.
- 13.2 If any Member is in default as set out in rule 13.1, the Secretary shall notify such member by post that unless the arrears are paid within (30) days or such extended period determined in accordance with rule 13.3, the Membership shall be automatically terminated.
- 13.3 The Executive in its absolute discretion may extend the period for payment by any Member of a levy or subscription by a period determined by Executive. During such extended period the Member may, at the discretion of Executive, be entitled to take part in the proceedings of the Association and receive any service from it, but that Member shall not be entitled to a vote on any matter in any meeting of the Association.

14. FINANCIAL YEAR

The financial year of the Association shall commence on the 1st of July and finish on the 30th of June of the following year.

15. MEETING OF MEMBERS

- 15.1 An annual general meeting (AGM) of Members shall be held in each financial year not later than the 31st of October, at such time and place as the Executive shall determine. At the AGM a report on the affairs of the Association during the preceding financial year shall be submitted by the Chairperson together with the audited financial statements.

- 15.2 An extraordinary general meeting of Members of the Association shall be convened by the Secretary as soon as possible on the instructions of the Chairperson or the Executive, or on a request signed by at least twenty per cent (20%) of Members of the Association to the Secretary. Every request made by Members shall express the object of the meeting.
- 15.3 At least fourteen (14) days written or email notice of any AGM or general or extraordinary meeting shall be sent by the Secretary to the Members setting out the business to be transacted.
- 15.4 At any meeting of Members or meeting of the Executive at least 20 Members, eligible to vote at that meeting, and 50% of the Executive respectively shall constitute a quorum. No business shall be concluded at any Association Meeting unless a quorum is present at the time when the meeting proceeds to business. For the purpose of this rule "member" includes a person attending as a proxy or as representing a member.
- 15.5 At all meetings of Members of the Association, the Chairperson or Deputy Chairperson shall preside. In the event of the Chairperson and the Deputy Chairpersons not being present at the time appointed for the meeting or within ten minutes thereafter, the Members present shall choose, by way of a vote, an acting Chairperson from the Members present for the duration of the meeting.
- 15.6 A Member not present in person or represented by its appointed delegate may be represented at any meeting or any adjournment thereof by:
- (a) a proxy appointed in writing; or
 - (b) an attorney authorised by power of attorney to represent them;
- received by the Secretary prior to the meeting.
- 15.7 The business to be transacted at every Annual General Meeting shall be:
- (a) the recording of the Executive's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year,
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year,
 - (c) the election of Office Bearers,
 - (d) the appointment of the auditor.

16. VOTING AT MEETING OF MEMBERS

- 16.1 Every motion moved and seconded at an Annual General Meeting, a General meeting or Extraordinary General meeting of Members shall be decided in the first instance by a vote of financial Members represented at the meeting, in which case every corporate Member shall have the right to ten (10) votes and each individual Member one (1) vote. Where more than one representative of a member is present then only one lot of ten (10) votes or one single (1) vote may be offered and recorded. Associate, Student and Retired members do not have voting rights.

- (a) In case of an equality of votes the Chairperson of the meeting shall exercise a casting vote to maintain the status quo.
- (b) At any Annual General Meeting, a General Meeting or extraordinary General meeting, unless a secret ballot or poll is demanded by more than ten per cent of the Members present in person or by proxy a declaration by the Chairperson that a resolution has been carried or carried by a particular majority, an entry to that effect in the minutes of the Association shall be conclusive evidence of the fact.

16.2 When a secret ballot or poll is held at any Annual General Meeting, a General Meeting or Extraordinary General Meeting, only financial Members or their delegates or proxies shall be entitled to vote. Each corporate member shall be entitled to ten (10) votes and each individual one (1) vote.

16.3 At meetings of the Executive, Councils, Working Groups, Committees and all other meetings of the Association, where consensus is not reached and a vote is required, resolution shall be determined by one equal vote per member present.

17. THE EXECUTIVE COMMITTEE

- 17.1 (a) The Association shall be controlled by an Executive committee, hereafter referred to as the Executive, which shall be elected or appointed at the Annual General Meeting.
- (b) The GIWA Councils are each to annually elect a representative for appointment by the financial members of the association to the GIWA Executive Committee at the GIWA AGM immediately following the commodity council election.
- (c) In addition up to four other Executive Committee members shall be elected at the AGM by members.
- (d) All members of the Executive appointed or elected under rule 17.1 (b) or (c) must individually and collectively must possess at least one grain knowledge from list one and at least one grain industry sector or general skill from list two. No two members of the Executive shall possess the same skill and knowledge set.

List One Grain Knowledge

- 1 Wheat
- 2 Barley
- 3 Oilseeds
- 4 Pulses
- 5 Oats & derivatives
- 6 Trade
- 7 Minor or new grains
- 8 One or all grains
- 9 General grain industry
- 10 General grain industry

List Two Grain Industry Sector skill

- Plant Breeding
- Seed
- R&D
- Input Supplies
- Agronomy
- Storage & handling
- Transport
- Marketing
- Processing
- Commercial skills
- Governance skills

- Capacity Building

- (e) The Executive Committee shall elect a Chairperson, Deputy Chairperson, Secretary/Treasurer from the Executive Committee.
 - (f) In the event that any of the positions of office in 17 (e) are filled by a nominated representative of one of the Councils, the Executive Committee may request that the Council provides an alternate nomination of a representative from that Council so that the person filling the position of office as per 17 (e) does not have to undertake two roles.
- 17.2 Every nominee and appointee to the Executive must at all times be eligible for appointment as a Director under Corporations Law and failure to remain so qualified will result in automatic loss of office.
- 17.3 Neither the Chairman, Deputy Chairman or Secretary/Treasurer of the Association shall hold that specific office for more than five consecutive years.
- 17.4 The Executive shall have the right to co-opt to itself further industry representatives and other members with special expertise. A co-opted Member of the Executive may be a financial or non-financial Member of the Association. Only a financial member will have equal voting rights as the other Members of the Executive once approved by the executive.

18. ELECTION OF THE EXECUTIVE

- 18.1 The Secretary shall issue a written or electronic notice to all Members and GIWA councils listed in 17.1 (c) no less than twenty one (21) days before the AGM of the Association calling for nominations for membership of the Executive Committee in accordance with Clause 17.
- 18.2 The notice issued in terms of rule 18.1 shall contain the names of all current Members of the Executive including co-opted members, and the number of Executive meetings attended during the previous year and the their classification under rule 17.1.
- 18.3 Nominations will be made in person at the annual general meeting or in writing addressed to the Secretary and signed by the person nominating and the nominee. Each nomination will state the skill and knowledge set possessed by the nominee according to rule 17.1(d). Each nomination will be nominated and seconded by a financial member of the Association. Each representative nominated by the GIWA Commodity Councils will be made in writing to the GIWA Secretary prior to the AGM and will be additionally endorsed by the Chair of the respective commodity council.
- 18.4 If a nomination is found to be defective the Secretary shall notify the nominee of the defect and, if practicable, allow the defect to be remedied failing which the nomination shall be rejected.
- 18.5 If two or more valid nominations are received for persons with the same skill and knowledge set as judged by the current Secretary/Treasurer and as specified in rule 17.1 then a secret ballot may be held in order to fill that position. Only Commodity Council nominations signed by the duly elected chair of a commodity council are valid.

- 18.6 The only persons entitled to vote on such ballots shall be financial Members of the Association or their proxies according to rule 16.
- 18.7 The procedure for secret ballots shall be as follows:
- (a) A returning officer shall be appointed by the Chairperson subject to acceptance of that person being the returning officer by the meeting.
 - (b) The returning officer shall issue material to the meeting suitable for conducting a written ballot for each office for which a vote is required.
- 18.8 A person may be nominated for more than one Executive position however no one will be able to simultaneously hold more than one Executive position.
- 18.9 If deemed necessary by the returning officer a secret ballot for each position will be held according to the following rules.
- 18.10 The returning officer shall reject a ballot paper:
- (a) Whereupon there are marks, erasures or omissions which in the returning officer's opinion render the vote informal or tend to destroy the secrecy of the ballot.
 - (b) Which in the returning officer's opinion is not the vote of the Member purporting to vote or is the vote of a person not entitled to vote.
- 18.11 Ballots shall be conducted on a preferential voting system. In the case of a tie the losing candidate shall be decided by a ballot conducted by the returning officer.
- 18.12 The returning officer shall declare the ballot and immediately forward to the Chairperson a declaration identifying the positions, which have been filled by such ballot.
- 18.13 A candidate may appoint one scrutiner who may peruse nominations and be present during the counting of votes.
- 18.14 A scrutiner may query the acceptance of any nomination and the inclusion of or exclusion of any vote in the count out and the determination of the returning office on any such matters shall be final.
- 18.15 A scrutiner shall not remove, mark, alter or deface any ballot paper or other document used in connection with the election.
- 18.16 The returning office shall do all that is reasonably necessary to enable a scrutiner to exercise his rights but no election shall be in any way declared void by reason of the fact that a scrutiner has not exercised his rights after having had a reasonable opportunity to do so.
- 18.17 After the declaration of all positions the meeting shall decide the fate of ballot papers.
- 18.18 Any Member can resign from the Executive, by giving written notice to either the Secretary or the Chairperson and the resignation shall be effective on receipt of such notice.

19. POWERS AND FUNCTIONS OF THE EXECUTIVE

Without limiting or restricting the general powers conferred by these rules the Executive shall have power:

- (a) To determine the meaning of the constitution of Association and any matter relating to the Association on which this constitution is silent;
- (b) To control and manage the affairs, property and funds of the Association according to best financial and accounting practices;
- (c) To employ staff necessary for the proper conduct of the Association and to prescribe and regulate their powers and duties and to remove, suspend or dismiss staff;
- (d) To administer the finances of the Association including accepting money, paying invoices incurred by persons duly authorised by the Association, banking, issuing receipts, releases and other discharges, for monies payable to the Association and for the claims and demands of the Association;
- (e) To enter into financial contracts necessary for the purpose of the Association;
- (f) To appoint working groups for a designated period of time to carry out or supervise specific activities on the delegated authority of the Executive;
- (g) To form or dissolve a Council to represent a commodity group or a specific industry function within the grain supply Chain.
- (h) To expel any Member in accordance with rule 9.1; and
- (i) To delegate to any Member of the Executive, officer or employee or other person, any of its powers and functions, except this power of delegation.

20. MEETINGS OF THE EXECUTIVE

- 20.1 The Executive shall meet at least two (2) times per year. The Chairperson, Deputy Chairperson or Secretary/Treasurer, shall convene Executive meetings as necessary.
- 20.2 At all meetings of the Executive, the Chairperson shall preside and in that person's absence the Deputy Chairperson shall preside. In the event of the Chairperson and Deputy Chairperson not being present, the Executive shall elect a meeting Chairperson from amongst those present.
- 20.3 At least seven (7) days before the date of a meeting of the Executive, the Secretary shall give each Member of the Executive written or electronic notice stating the date, time and place at which the meeting will be held and that the notice shall also include notice of the business to be transferred.

21. CASUAL VACANCIES

- 21.1 A casual vacancy occurs in the office of a member of the Executive and that office becomes vacant if the member of the Executive:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the resigning member of the Executive is the Chairperson, to the Deputy Chairperson and that resignation is accepted by resolution of the Executive;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) 3 consecutive Executive meetings; or
 - (ii) 3 Executive meetings in the same financial year without tendering an apology to the person presiding at each of those Executive meetings;of which meetings the member received notice, and the Executive has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a member of the Executive.

21.2 If a casual vacancy occurs under clause 21.1, the Executive may, at its next meeting after the occurrence of the vacancy, resolve to choose a person to act as the holder of the office until the expiration of that term.

22. INDEMNITY

Every member of the Executive or other members of the Association shall be indemnified by the Association against the costs of all proceedings, suits, or demands or losses or expenses incurred thereby which he may incur by reason of any act done bona fide in the discharge of his duty relating to the affairs of the Association within the scope of his authority.

23. INVESTMENTS

The Executive may invest any association funds in the name of the Association:

- (a) In any bank, building society or credit union licensed to operate within Australia or any investment for the time being authorised as investments of trust money within Australia.
- (b) In any of the stock or securities of the Commonwealth or any of the States thereof or of any municipal corporation or local authority or any public undertaking or Government instrumentality in the Commonwealth or any State or Territory thereof.
- (c) Upon the security of real property in any part of the Commonwealth.
- (d) In any assets which will assist the Association in achieving its objectives.

24. ACCOUNTS

24.1 The funds of the Association and its income and property shall, subject to the direction of Members in general meeting, be under the control of the Executive which shall have the sole management thereof.

24.2 The Executive shall cause proper electronic and written records of accounts to be kept, recording a true account of the financial transactions of the

Association and of all receipts and expenditures, and the assets, credits and liabilities of the Association.

24.3 Cheques shall be signed by no less than two (2) persons, being either the Chairperson, Secretary/Treasurer or Deputy Chairperson or any other person nominated by Executive for that purpose.

24.4 A yearly audit of the accounts of the Association shall be made by an independent auditor who shall be appointed each year at the annual general meeting.

24.5 The auditor shall be entitled to examine such books and vouchers as they consider necessary and shall make a report to the Association thereon which shall be submitted to Members at each annual general meeting.

25. NOTICES

Notice may be given by the Association to any Member either personally or by e-mail, telephone, facsimile notice or by post, to the address supplied by the Member to the Association for the giving of notices to the Member. Where a notice is sent by email or post, the notice shall be deemed to be effective by properly addressing, preparing and posting the letter or email containing the notice and to have been effected at the time which the letter or email would be delivered in the ordinary course of events. Where a notice is sent by facsimile or email service of such notice shall be deemed to have been effected by the receipt of a message on the sending facsimile machine that the sending of the notice had been satisfactorily completed.

26. REIMBURSEMENT OF EXPENSES

Every Member of the Executive or other servant of the Association may be reimbursed out of the funds of the Association for authorised costs at the discretion of the Executive, and shall be indemnified by the Association for any duly authorised expenses or liabilities incurred.

27. ALTERATIONS TO RULES

These rules may be altered from time to time by a resolution passed by a special majority requiring three-fourths approval of the Members present at an AGM or special general meeting, provided notice in writing of the substance of the proposed alterations has been duly given to all Members not less than fourteen (14) days prior to the meeting.

28. DISSOLUTION

The Association may be dissolved by a special resolution by a three-fourths majority of those present in person or by proxy passed at a special general meeting and thereupon, or at such future date that shall be specified in such resolution, the Executive shall proceed to wind up the affairs of the Association, paying the debts and liabilities out of the funds of the Association. If there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given to another incorporated association or charitable organisation to be determined by the Members of the Association by simple majority at or before the time of dissolution.

In the event of dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

29. COMMON SEAL

The common seal bearing the name of the Association shall be kept in the care of the Secretary/Treasurer. The seal shall not be used or affixed to any deed or other document except pursuant to resolutions of the Executive in which case two Members of the Executive shall subscribe their names as witnesses.

30. INSPECTION OF RECORDS

Any Member of the Association shall be entitled during normal business hours and at such other time as mutually agreed with the Secretary to inspect the records and documents of the Association and be entitled to make a copy or take an extract from the up-to-date rules of the Association.