

RULES of LUCERNE AUSTRALIA

October 2009

1. NAME

- 1.1 The name of the Incorporated Association is Lucerne Australia referred to herein as "The Association"
- 1.2 In these Rules, unless the contrary intention appears:
 - 'Member' means a member of the Association, irrespective of the category of membership;
 - 'Act' means the Associations Incorporation Act, 1985;
 - 'Regulations' means the Associations Regulations, 1985
 - 'Lucerne Producer' means Australian Lucerne Producer
 - 'Lucerne Seed Producer' means Australian Lucerne Seed Producer

2. OBJECTS AND PURPOSE

The Association will:

- 2.1 Represent the best interests of lucerne producers in all aspects of production
- 2.2 Be continually informed on all aspects of the global use of lucerne in agriculture and provide support to allied industries whereby there is a benefit to the lucerne seed producer or the lucerne industry
- 2.3 Provide a single representation for Australian lucerne seed producers
- 2.4 Promote the lucerne seed industry, particularly best production practices
- 2.5 Support and promote research, training and development activities pertinent to the lucerne production industry
- 2.6 Facilitate cooperation with statutory entities, government departments and other organisations that impact on the lucerne industry
- 2.7 Provide a forum for the exchange of views and the promotion of discussion, understanding and co-operation within the industry and with government and business.
- 2.8 Raise funds to support the objects of the Association through membership fees and levies and from organisations with interest in the industry.

3. POWERS

- 3.1 To seek funding from entities with an interest in the lucerne industry
- 3.2 To appoint, employ and remunerate such persons, officers, servants, agents, employees, consultants and contractors to achieve benefits for the lucerne industry
- 3.3 To enter into any contracts, agreements, arrangements and understandings considered necessary by the Association to achieve its objects and purpose.

- 3.4 To take all reasonable measures to effectively achieve the objects and purpose of the Association in accordance with sound technical, environmental, financial, social and economic practices.
- 3.5 To do all things necessary or considered desirable by the Association for the purpose of achieving or carrying into effect any of the objects of the Association.
- 3.6 To undertake all aspects of the Associations' business legally and for the betterment of the Australian lucerne seed industry

4. INCORPORATION

The Association shall be incorporated in South Australia according to the regulations of the Associations Incorporation Act, 1985.

5. MEMBERSHIP

- 5.1 Membership of the Association shall be available to persons, firms, organisations and companies with an interest in the Australian lucerne industry and will be divided into the following three categories:
 - (i) Lucerne Seed Producer Member
 - (ii) Lucerne Grower Member (non lucerne seed producer)
 - (iii) Associate Member, where such membership will be available to business, organisations or persons with an interest in the lucerne industry and provides product or service to members
- 5.2 The Executive Committee reserves the right to refuse or terminate the membership of any person or group deemed by the Executive Committee to be unsuitable.
- 5.3 The Association shall keep a register of all members, known as "Members Register" and details of all members are to be recorded there in.
- 5.4 A Member of the Association who has a conflict of interest in a matter before the Association or the Executive Committee must disclose his or her conflict of interest at the meeting at which the matter is before the Association or Executive Committee. Such disclosures must be recorded in the minutes of the meeting at which the disclosure was made.
- 5.5 A Member may resign upon giving written notice to the Association.

6. MEMBERSHIP FEES & VOTING RIGHTS

- 6.1 All members of the Association must pay an initial joining fee.
- 6.2 Annual membership subscriptions and initial joining fee will be set at the Annual General Meeting upon recommendation of the Executive Committee.
- 6.3 A Member will become unfinancial if their annual membership subscription is not paid within 60 days of posting of invoice. All membership rights will be suspended pending a decision by the Association.
- 6.4 General membership of the Association, at the Annual General Meeting, can resolve to set a special levy for each of one or more specific projects. Such levy

or levies shall be in addition to the annual membership subscription and initial joining fee.

- 6.5 To be a Lucerne Seed Producer Member, the seed producer must authorise permission for the Association to obtain delivered tonnage details *from* seed cleaners solely for the purpose of generating membership fee invoices. (Details refer to the quantity of tonnage delivered and are only to be used by the Executive Officer for the purpose of membership fee invoices).
- 6.6 Lucerne Grower Members and Associate Members will pay a set annual membership subscription.
- 6.7 Lucerne Seed Producer Members will pay an annual membership subscription comprising a set base component plus a delivered seed tonnage levy.
- 6.8 Voting rights will be given to Members according to the following basis:
- (i) Lucerne Grower Members and Associate Members – 1 vote per membership
 - (ii) Lucerne Seed Producer Members:
 - 1 vote: 1 tonne and up to 25 tonnes delivered lucerne seed
 - 2 votes: greater than 25 tonnes and up to 100 tonnes delivered lucerne seed
 - 4 votes: greater than 100 tonnes and up to 250 tonnes lucerne seed
 - 5 votes: above 250 tonnes delivered lucerne seed

7. EXECUTIVE COMMITTEE

- 7.1 The affairs of the Association shall be managed by an Executive Committee under the powers and authorities conferred by these Rules and by the Act and its associated Regulations. The Executive Committee may exercise all such powers and do all such things as are within the objects of these Rules and are not, by these Rules, required to be done in a general meeting. Decisions of the Executive Committee may be overruled by a Special General Meeting.
- 7.2 The Executive Committee shall comprise the following:
- (i) Lucerne Seed Producer Member
 - (ii) Lucerne Seed Producer Member
 - (iii) Lucerne Seed Producer Member
 - (iv) Lucerne Seed Producer Member
 - (v) Lucerne Seed Producer Member
 - (vi) Associate or Lucerne Grower Member
 - (vii) Associate or Lucerne Grower Member
 - (viii) Associate or Lucerne Grower Member
 - (ix) Executive Officer

All members of the Executive Committee have one (1) vote excepting the Executive Officer whom shall not have a vote and the Executive Committee Chairperson, who shall have a deliberative vote, and a casting vote

- 7.3 Executive Committee positions will be open for re-election every two years resulting in half the committee being elected every year. The Positions will be alternating.
- 7.4 The positions of Chairperson and Deputy Chairperson will be elected annually by members of the Executive Committee

- 7.5 Executive Committee members can only serve for a maximum of 10 consecutive years or five terms, but can nominate again after one non-serving term.
- 7.6 The Executive Committee may appoint a member to fill a casual vacancy and such a committee member shall hold office for the balance of the vacancy and shall be eligible for re election at the end of that term.
- 7.7 At the Annual General Meeting a ballot will be undertaken when there are more nominees than positions vacant. The elected candidates will attain the most votes but must achieve the support from a minimum of 10 voting members.
- 7.10 If only the required number of persons are nominated to fill existing vacancies voting shall be by ballot or show of hands, either voting option being at the Chairperson's discretion. The nominees must attain the support of at least a minimum number of 10 voting members before the Chairperson of the Annual General Meeting shall declare such persons duly elected as Committee members
- 7.11 Notice of all persons seeking election to the Executive Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 7.12 The Chairperson can be any elected member of the Executive Committee Members
- 7.13 Executive Committee members may be reimbursed for expenses incurred on behalf of the Association and approved by the Executive Committee.
- 7.14 There may only be one representative elected on to the Executive Committee from each Lucerne Australia membership

8. SUB COMMITTEES

- 8.1 Sub committees may be formed to investigate particular issues and are appointed and dissolved by the Executive Committee.
- 8.2 Sub committees will be managed by an Executive Committee member, reporting to the Executive Committee.

9. TERMINATION OF MEMBERSHIP

- 9.1 Any member whose subscription remains unpaid 60 days from the date on which it shall become due shall be liable to have the membership cancelled, or suspended, pending a decision by the Association. Failure of the Association to act on any one such occurrence shall not affect its rights in respect of any other occurrence.
- 9.2 Should a member become insolvent, bankrupt, or suspend payment, or make an assignment of his estate or composition or arrangement for the benefit of creditors, or in the opinion if the Association, by the member's actions, the member is unsuitable to hold membership, the Association shall have the power to cancel membership by resolution carried at a general meeting of members present at a meeting called for the purpose, provided that the member concerned shall first have been given the opportunity to give the Association an explanation in defence, either in person or in writing.

- 9.3 Should a member not comply with a code of practice or membership criteria approved by the Association or in the opinion of the Association, by the member's actions, the member is unsuitable to hold membership, the Association shall have the power to cancel his membership by resolution carried at a general meeting, provided that the member concerned shall have first been given the opportunity to give the Association an explanation in defence, either in person or in writing.

10. PROCEEDINGS OF EXECUTIVE COMMITTEE

- 10.1 The Executive Committee shall meet together to conduct business as set at the first executive meeting after the AGM, at least bimonthly and in such a place and at such a time that is convenient to the majority of the executive committee members.
- 10.2 Notice of each Executive Committee meeting together with an agenda and copies of any papers for discussion shall be provided to each committee member as soon as practicable prior to the next committee meeting.
- 10.3 A quorum for a meeting of the Executive Committee shall be set at one half plus one of the committee members.
- 10.4 Executive Committee can meet in person or via electronic conferencing.
- 10.5 A member of the Executive Committee having a financial interest in a contract or project or a proposed contract or project of the Association must disclose to the committee as soon as possible, the nature and extent of the conflict and interest and shall not vote in respect to that issue. The member should be permitted to contribute to discussion where appropriate. This conflict must be minuted.
- 10.6 The Executive Committee can make recommendations to Members for resolution at a general meeting.
- 10.7 An Executive Committee position may become vacant if a committee member is disqualified under the Act, expelled as a Member under these Rules, permanently incapacitated by ill health or absent without apology for more than four meetings in a financial year.
- 10.8 The Executive Committee may appoint a person to fill a casual vacancy and such a committee member shall hold office until the next Annual General Meeting of the Association and shall be eligible for election to the committee.

11. RULES

- 11.1 These Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted Rules by a resolution of the Members of the Association at a Special or Annual General meeting of Members. Any notice of the meeting shall contain the substance of any alteration to the Rules which are being proposed and shall be provided to each member at least twenty one (21) days prior to the meeting.
- 11.2 A resolution to alter the Rules as provided in Rule 11.1 shall require a majority vote of not less than two thirds of Members present or by proxy.

- 11.3 The registered Rules shall bind the Association and every member to the same extent as if they had respectively, signed and sealed them, and agreed to be bound by all of the provisions thereof.

12. MEETINGS

- 12.1 The Executive Committee may call a special general meeting at any time and shall call an Annual General Meeting in accordance with these rules.
- 12.2 Notice of an Annual General Meeting shall be provided to each member at least twenty one days prior to the meeting.
- 12.3 Upon a requisition in writing of not less than 10% of financial Members of the Association, the Executive Committee shall within 30 days of receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- 12.4 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 12.5 If a special general meeting is not convened within 30 days as required in sub-rule 12.3 the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Executive Committee and for this purpose the Executive Committee 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 a meeting shall be borne by the Association.
- 12.6 Notice of a Special General Meeting at which a special resolution is to be proposed shall be given at least 30 days prior to the date of the meeting. (Except under special circumstances deemed necessary by the Executive Committee – Rule 12.7)
- 12.7 Subject to sub-rules 12.2 and 12.6 at least seven days notice of any general meeting shall be given to members (except under special circumstances deemed necessary by the Committee). 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. In the case of an Annual General Meeting the order of the business at the meeting shall be – the consideration of the accounts and reports of the committee and auditors, the appointment of auditors and committee members and any other business requiring consideration of the Association in general meeting.
- 12.8 A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by post, fax or email to the address shown in the “Members Register”.
- 12.9 Where notice is sent by post, service of this notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre-paid mail

13. PROCEEDINGS AT MEETINGS

- 13.1 A quorum at any general meeting shall be 10 Members.

- 13.2 If within 20 minutes after the time appointed for the meeting a quorum of members is not present a meeting convened upon 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 same place and if at such an adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall form a quorum.
- 13.3 The Chairperson of the Executive Committee or if there shall be no Chairperson then the Vice-Chairperson of the Executive Committee, or in their absence or in their declining to take or retiring from the chair, one of the Executive Committee members chosen by the meeting shall preside as Chairperson at every general meeting of the Association.
- 13.4 The Chairperson with the consent of any meeting at which a quorum is present and if so directed by the meeting, shall adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.5 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 13.6 Proxy votes are available to all voting members and must be in writing and handed to the Executive Officer prior to commencement of the meeting.
- 13.7 At any general meeting a resolution put to a vote by show of hands shall be decided on a show of hands as well as proxy votes. A declaration by the Chairperson that a resolution has been carried or lost will be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of or against the resolution.
- 13.8 If a ballot is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such a manner as the Chairperson directs. The ballot shall use the vote weighting as defined in Rule 6.8 and include proxy votes. The result of such a ballot shall be the resolution of the meeting, except in the case of a special resolution where a majority vote of not less than two thirds of members present at the meeting and entitled to vote does so personally or by proxy, is required.
- 13.9 A poll demanded on the election of a Chairperson of a meeting or any question of adjournment shall be taken at the meeting without adjournment.
- 13.10 The Chairperson has the right to call for a vote of Lucerne seed Producer Members only or Associate Members only.

14. MINUTES

- 14.1 Minutes of all proceedings of meetings of the Association and of meetings of the Executive Committee shall be entered within fourteen days after the relevant meeting in minute books kept for the purpose.
- 14.2 The minutes kept pursuant to Rule 14.1 shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting after acceptance by the Executive Committee or General membership as being a true and accurate record of that meeting's proceedings.

14.3 The Executive Officer shall be responsible for the recording of all minutes.

14.4 Minutes of all general meetings shall be made available to Members.

15. FINANCIAL YEAR

15.1 The financial year shall end on the 30th of June of each and every year.

16. ACCOUNTS

16.1 The Association shall keep all such accounting records as are required under the Act and by any sponsoring body and as necessary to correctly record and explain the financial transactions and financial position of the Association.

17. FINANCE

17.1 The funds of the Association, including assets and income, shall be applied solely in defraying the expenses and carrying out the objects of the association and no portion thereof shall be paid or applied directly or indirectly as a distribution of income and/or capital to members, provided that nothing herein shall prevent the payment in good faith to any Officer or Servant of the Association or to any other person in return for services rendered to the Association.

17.2 All monies received by or belonging to the Association shall be banked in the name of the Association as directed by the Executive Committee.

17.3 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

17.4 The Association's financial year shall commence on the 1 July each year.

17.5 At each Annual General Meeting members shall appoint a person to be an auditor. The auditor must conform to the requirements of the Act and will be eligible for reappointment at each Annual General Meeting.

18. WINDING UP

18.1 The Association may be dissolved or wound up by a special resolution of a special general meeting passed by a three quarters majority of financial Members of the Association present and voting or by proxy. If there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall, by similar resolution, be transferred to some other Association, Corporation or Institution, having similar objects to the Association.

19. ANNUAL GENERAL MEETING

19.1 The Annual General Meeting must be held in the first half of the new financial year.

20. EXECUTIVE OFFICER

20.1 The Executive Officer shall be appointed by the Executive Committee.

20.2 Conditions of employment shall be determined by the Executive Committee.

- 20.3 The Executive Officer shall act under the general direction of the Executive Committee.
- 20.4 The Executive Officer shall be responsible for keeping proper minutes of all meetings and records of all formal activities of the Association including the Executive Committee.
- 20.5 The Executive Officer shall have custody of all Association records.
- 20.6 In accordance with the Act, the Executive Officer shall be the Public Officer of Lucerne Australia Inc..
- 20.7 The Executive Officer shall issue all notices of all meetings of the Association.