

Agricultural Bureau
of South Australia Inc.
PATHWAY TO IMPROVEMENT



CONSTITUTION

September 2009

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1. Name

The name of the Association shall be "**The Agricultural Bureau of South Australia Incorporated**".

2. Definitions

In this constitution the following words and expressions shall, unless inconsistent with the context, have the following meanings:

- "The Bureau" means the Agricultural Bureau of South Australia Incorporated.
- "The Board" means the governing body established by clause 4 of this constitution.
- "Branch" means a branch established pursuant to clause 12 of this constitution.
- "The Department" means the government department administering Agriculture.
- "The Executive" means the executive committee established pursuant to clause 7b of this constitution.
- "Member" means a member of the Bureau.
- "Board Member" means a member of the Advisory Board of Agriculture of South Australia
- "The Minister" means the Minister responsible for the government department administering Agriculture (see "The Department").
- "Region" means a geographical area of the State represented by a Board member.
- "District" means a geographical portion of a Region designated as such by the Board.
- "Region/District Bureau Executive" means a committee that represents branches within a region/district

In the construction of this constitution, unless the context otherwise requires:

- words importing the singular number include the plural; and
- words importing the plural number include the singular.

3. Aims and Objectives

The aims and objectives of the Bureau are:

- a. To encourage excellence in agriculture, business management and sustainable natural resource management
- b. To work in close co-operation with government departments which have regular interaction with agricultural producers.
- c. To aid in the development of vibrant community and industry networks. Valuing; knowledge, friendship, understanding, vision and leadership.
- d. To advise relevant Ministers through the Board on issues raised by the Ministers, Branches or the Board for referral to the relevant Ministers.

4. The Board and its Functions

There shall be a governing body of The Bureau to be called the Advisory Board of Agriculture of South Australia. Its functions shall be:

- a. To lead, coordinate and foster The Bureau, representing Bureau Members' best interests.
- b. To consider such matters as the Minister may from time to time refer to the Board, and to tender to the Minister advice on such matters.
- c. To submit to the Minister such recommendations as the Board may consider desirable in the interests of agricultural industries of South Australia.
- d. To deal with other organisations, and through the Minister, other government departments that the Board considers of relevance to Bureau Members.
- e. To make such rules that are necessary from time to time for the administration of The Board and The Bureau.
- f. To facilitate the implementation of research, extension and training programs that enhance agriculture, business management and sustainable natural resource management.
- g. To promote the role and achievements of the Bureau and the importance of agriculture and sustainable resource management to the broader community.

5. Membership of the Board

- a. The Board shall consist of such number of members as the Minister shall determine from time to time.
- b. The membership of the Board shall consist of:-
 - i Bureau members, who shall be appointed by the Minister in accordance with part c of this clause.
 - ii the State President (or nominee) of Women in Agriculture and Business (WAB), who shall be appointed by the Minister.
 - iii *Ex officio* the Chief Executive (or nominee) of The Department.
 - iv *Ex officio* the Executive Directors (or nominees) of State Agencies relevant to agriculture.
 - v *Ex officio* the Executive Dean (or nominee) of the University of Adelaide faculty responsible for Agriculture.
 - vi An *ex officio* Board Member becomes a Board Member upon his or her appointment to the relevant office and shall remain a member during the term of his or her appointment to that office.

- vii An *ex officio* Board Member does not have voting rights and is not eligible for election to Board Management positions specified in clauses 7 a, b and c.
- c. Bureau Board Members shall be appointed by the Minister in the following manner:
- i. There shall be fourteen Bureau Board Members, each representing a region.
 - ii. When any vacancy or vacancies occur, or if the Minister at any time decides to appoint a member or members, existing members of the Board shall be informed of the number of vacancies it is proposed to fill or the number of additional members it is proposed to appoint.
 - iii. Branches within the Region which the proposed appointee is to represent will be requested to nominate Members within their Region for a position on the Board.
 - iv. Nominations shall be signed by the Secretary of the Branch making the nomination, on the authority of a Branch resolution or a Branch executive meeting resolution.
 - v. The nomination shall be seconded by another Branch within the same region as the nominating Branch and signed by the Secretary of the seconding Branch, on the authority of a Branch resolution or a Branch executive meeting resolution. This is not required where there is only one Branch in a Region.
 - vi. The nomination shall carry the endorsement of the nominee signifying the nominee's consent to the nomination or, alternatively, shall be accompanied by a letter indicating such consent.
 - vii. All nominations shall reach the office of the Board by the date specified by the Board.
 - viii. If there is only one nomination received for a Region, that nominee's name shall be submitted to the Minister for appointment to the Board.
 - ix. If there is more than one nomination received for a Region, the Board shall require a ballot of branches in that Region, which shall be conducted under such procedures as are determined from time to time by the Board. The nominee receiving the most votes shall be the name submitted to the Minister for appointment to the Board.
- d. Appointees to the Board shall assume their responsibilities at the Annual General Meeting or, in exceptional circumstances (as determined by the Board), they shall assume office as soon as practicable.

- e. Notwithstanding anything mentioned previously:
 - i. No person shall be appointed to the Board unless that person is a financial member of The Bureau, with the exception of persons appointed to the Board under 5b (iii), (iv) and (v).
 - ii. The Board shall be empowered to submit nominations to the Minister for any Region where no nomination has been received from the Branches.
 - iii. Except for *ex officio* members, appointments to the Board shall be for a period of two years provided that the Minister may appoint a member for a shorter period if thought appropriate, and further provided that an appointment to fill an extraordinary vacancy shall be for the remainder of the term, which the member creating the vacancy would otherwise have served.
 - iv. Branches shall be given the opportunity to nominate an appointee to the Board at each expiration of their sitting members' two-year appointment.
 - v. No Bureau Member shall serve as a member of the Board for more than eight consecutive years.
- f. Except for *ex officio* members, the seat of any Board member shall become vacant if:
 - i. The Board Member has completed a two year term of office.
 - ii. The Board Member dies, becomes bankrupt, or is deemed by the Minister to be incapable of effectively exercising his/her responsibilities.
 - iii. The Board Member resigns by notice in writing posted or delivered to the Minister.
 - iv. The Board Member is absent from three consecutive meetings of the Board without previously obtaining the leave of the Chairperson.
 - v. The Minister, for any reason whatsoever and with sole discretion, terminates the Board member's appointment and gives notice thereof in writing posted or delivered to the member.

6. Powers of the Board

The Board shall have the power to:

- a. acquire, hold, deal with, and dispose of, any real or personal property; and
- b. administer any property on trust; and
- c. open and operate accounts with a recognised financial institution; and
- d. invest its moneys

- i. in any security in which trust moneys may, by Act of Parliament, be invested; or
- ii. in any other manner authorised by this Constitution; and
- e. borrow money upon such terms and conditions as The Bureau thinks fit; and
- f. give such security for the discharge of liabilities incurred by The Bureau, as the Bureau thinks fit; and
- g. appoint agents to transact any business of The Bureau on its behalf; and
- h. enter into any other contract it considers necessary or desirable.

7. Board Management

- a. There shall be a Chairperson, a Deputy Chairperson, a Treasurer and a Deputy Treasurer of the Board elected at the Annual General Meeting, who shall also hold the titles of State President, State Vice-President, State Treasurer and State Deputy Treasurer of the Bureau.
- b. There shall be an Executive Committee of six, consisting of the Chairperson, Deputy Chairperson, Treasurer, Deputy Treasurer and two additional members.
- c. Nominations for Chairperson, Deputy Chairperson, Treasurer and Deputy Treasurer and the two additional members of the Executive shall be in accordance with the procedures as are determined from time to time by the Board.
- d. The role of the Executive will be:
 - i. to make decisions on behalf of the Board between meetings as may be necessary and appropriate.
 - ii. to make recommendations to the Board as may be necessary and appropriate
 - iii. to deal with any business referred to it by the Board by resolution.
- e. Holding of Executive meetings:
 - i. The Chairperson, or any two members of the Executive, may call a meeting of the Executive by notice in writing.
 - ii. A quorum of the Executive shall be four.
 - iii. All Board members shall be notified of any decisions of the Executive as soon as possible and within two working days of a meeting.

- f. The Chairperson shall, unless the Board resolves otherwise, act as spokesperson for the Board. The spokesperson shall make statements in accordance with previously agreed policy or, in an emergency, following consultation with the Executive.

8. Board Meetings

- a. The Board shall meet ordinarily at such times and places as it shall determine, but not less than four times in each year. In default of a determination by the Board, the Chairperson shall make the determination, and further, the Executive may at its discretion postpone or cancel any meeting provided that at least four meetings are held in any one year.
- b. The Minister or Chairperson, or one third or more members, may call a special meeting of the Board by notice in writing.
- c. Seven days notice of any ordinary meeting and two days notice of any special meeting shall be given to each member of the Board before the time appointed for the meeting. Such notice shall state the time, place and business of the meeting.
- d. A quorum of the Board shall be half of the voting members plus one.
- e. If the Chairperson and Deputy Chairperson are not present within 10 minutes of the scheduled starting time for any meeting or, if having been present, retire, the members present may by majority vote elect any member present to be acting Chairperson for the meeting, or until the Chairperson or Deputy Chairperson arrives. The acting Chairperson while so acting, shall have and exercise the powers of the Chairperson.
- f. Without limiting the discretion of the Board to regulate its meetings, the contemporaneous linking together in oral communication by telephone, audio visual, or other instantaneous means (telecommunication meeting) of a number of Board members not less than a quorum constitutes a Board meeting or special Board meeting. The following provisions apply to a telecommunication meeting:
 - i. All the persons taking part in the meeting must be linked by telephone, audio visual or other instantaneous means for the purpose of the meeting.
 - ii. Each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part will be treated for the purposes of the constitution as present at the meeting.
 - iii. At the commencement of the meeting, each person taking part must announce his or her presence to all the other persons taking part in the meeting.

- iv. A person should not intentionally leave a telecommunication meeting by disconnecting his or her telephone, audio visual, or other communication equipment unless that person has previously notified the Chairperson.
- v. A person is conclusively presumed to have been present at all times during a telecommunication meeting unless that person has previously obtained the express consent of the Chairperson to leave the meeting or has notified the Chairperson as soon as possible after the meeting that they were unintentionally disconnected.
- vi. A minute to the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chairperson of that meeting.
- g. Except for *ex officio* members, each Board Member shall have one vote. In the presence of a quorum, a majority of members present shall constitute a decision of the Board. The Chairperson of any meeting shall have a deliberative vote and also a casting vote.
- h. Board members who have any direct or indirect pecuniary interest in a contract, or proposed contract, with the Bureau are subject to the disclosure of interest (section 31) and exclusion from voting provisions (section 32) specified in the *Associations Incorporation Act 1985*.

9. Extraordinary Meetings

- a. An extraordinary meeting of the Bureau may be called by Members of the Bureau, provided the Chairperson of the Board receives two month's notice in writing supported by at least three financial branches.
- b. Such notice shall state the business to be dealt with at the extraordinary meeting.
- c. All branches shall be given one month's notice in writing from the Board stating the place, time and business.
- d. Each financial branch shall be entitled to have two of its own Members attend.
- e. A quorum shall be seven Board Members plus at least one member from at least 10 financial branches and an independent chairperson.
- f. The independent chairperson shall be an appointee of the Minister.
- g. An extraordinary meeting may only make recommendations to the Minister and the Board.

10. Annual General Meeting of the Board

- a. An Annual General Meeting shall be held at least once in each calendar year and not more than three months after 30 June in each year, unless the date is altered at an Annual General Meeting.
- b. The business of an Annual General Meeting shall be:
 - i. to receive the Chairperson's report for the preceding year;
 - ii. to elect officers and appoint a public officer;
 - iii. to receive the Treasurer's report and the audited financial statements for the preceding financial year, together with the budget for the succeeding financial year;
 - iv. to appoint an Auditor for the succeeding financial year;
 - v. to conduct any other business placed on the Agenda before the commencement of the meeting.
- c. In relation to voting rights, at the Annual General Meeting:
 - i. only continuing or incoming members of the Board can vote;
 - ii. if an incoming member is not able to attend the Annual General Meeting, the outgoing member may vote;
 - iii. if an incoming member has not been formally appointed by the Minister by the time of the Annual General Meeting, then the outgoing member may vote.

11. Annual Report

- a. The Annual Report of the Board shall be submitted to the Minister within one calendar month of the Annual General Meeting.
- b. The Annual Report of Board shall be circulated to all Bureau Branches.

12. Bureau Branches

- a. There shall be Branches of the Bureau.
- b. The formation of a Branch may be approved by the Board if, upon application to the Board, the proposed Branch has a foundation membership of at least 8
- c. In the event of the membership of a Branch becoming fewer than 8 or such Branch holding fewer than four meetings in any one year, or failing to operate within this constitution, the Board may close that Branch.
- d. A decision of the Board about forming or closing a Branch shall require no reasons from the Board and shall be final.

- e. Branches within a Region are encouraged to form District Bureau Executives where possible. These should operate under guidelines set down by the Board in the Agricultural Bureau handbook.
- f. Other agricultural groups may become Branches.
 - i. Such groups members will be required to pay full membership fees as determined by the Board
 - ii. These groups may choose a name which doesn't necessarily include the Agricultural Bureau of South Australia, however they should acknowledge their affiliation on official communications.

13. Branch Management

- a. Branches shall conduct business concerned with any matters consistent with the aims and objectives of The Bureau and may conduct such field days, visits, tours, competitions and other activities as are consistent with the aims and objectives of The Bureau.
- b. No religious or party political issues shall be discussed at a Branch meeting.
- c. Each Branch shall hold an Annual General Meeting no later than July 31st and at least three other meetings during each year.
- d. A quorum at any such meeting shall be one third of the Members of the branch.
- e. Each Member shall have one vote. The majority of Members present shall constitute a decision of a Branch. The President of a Branch shall have a deliberative vote as well as a casting vote.
- f. All members shall be given at least seven days notice of an Annual General Meeting
- g. The business of the Annual General Meeting shall be:
 - i to receive the President's report for the previous 12 months;
 - ii to receive the Treasurer's report and the audited financial statements for the previous financial year together with the budget for the succeeding financial year;
 - iii to elect an Auditor or checking officer for the succeeding year;
 - iv to elect a President, Secretary and Treasurer.
- h. The Secretary shall provide such branch statistics as may be required by the Advisory Board of Agriculture of South Australia.
- i. Names of officers and Members of Branches shall not be disclosed to any person without the approval of The Board.
- j. Membership fees are due on July 31st and payable by September 30th each year. Each Branch shall pay any other fees levied upon it, or its Members, if and when directed by The Board.

- k. A Branch may go into recess for a period not greater than four months in any one year without the approval of The Board.
- l. If a Branch contemplates going into recess for more than four months, it shall first consult the Board Member representing its region who shall advise The Board. A Branch may, with the approval of The Board, register as being in recess for a maximum period of two years. Thereafter a meeting shall be called to determine whether the Branch is to re-open or close.
- m. If a Branch contemplates closing, a meeting must be called for that purpose. Not less than one calendar month's written notice, including notice of the proposed dissolution, shall be given to all Members on the roll. If at the meeting, one third or more of the Members on the roll resolve to close the Branch, it shall be closed and the Board shall be advised of that fact by the Board member for the region concerned. If a Branch cannot get one third of the Members on the roll to attend a meeting to close a Branch, the decision to close a Branch can be approved by a majority of those present.

14. Branch Membership

- a. A person may become a Member of a Branch if that person is approved by that Branch.
- b. To maintain membership a Member must pay at the appropriate time all fees levied by the Branch or Branches of which he/she is a Member.
- c. A Member of a Branch shall by virtue of that fact be a Member of the Bureau.
- d. Each Branch shall by September 30th of each year forward to The Board, a list of its current Members.

15. Membership Awards

- a. The Board may at its discretion confer 20-year membership on Members who have given meritorious service to The Bureau and who meet the following criteria:
 - i. the Member has completed 20 years of service and attended at least 50 per cent of Branch meetings during that 20 years;
 - ii. the Member has contributed in some way to the benefit of other Members;
 - iii. the Member has been nominated by his/her Branch on the prescribed form.
- b. The Board reserves the right to approve a 20-year membership nomination in cases where the foregoing criteria may not have been met or compliance cannot be formally established.

- c. The Board may at its discretion award a 40 year award to a Member who, having been a Member for 40 years, has given meritorious service to the Bureau, has had a 50 per cent attendance record over 40 years, and on whose behalf an application has been made by his/her Branch on the prescribed form.
- d. The Board may at its discretion confer an award recognising 50 or 60 or 70 years' service by a Member on whose behalf application has been made by his/her current Branch on the prescribed form.
- e. The Board may at its discretion also award a Certificate of Recognition to a Member who it is considered to have given meritorious service to the Bureau and / or to agriculture.

16. Conferences

- a. The Board shall divide the State into Regions/Districts and shall from time to time review regional boundaries and include any Branch in the Region/District which it considers most suitable to the Branch concerned.
- b. An annual conference of all Branches within a Region/District may be held at a time and place determined by the Board representative for that District in consultation with Members
- c. A pre-conference meeting of two delegates from each Branch within the Region/District shall be held prior to the conference and shall be chaired by the Board representative for the Region. It shall be the duty of this pre-conference meeting to determine the agenda of the conference and to appoint a conference co-ordinating committee.

17. Resolutions

- a. Resolutions consistent with this constitution may be forwarded to the Board through:
 - i. a Branch secretary;
 - ii. a Region/District conference or pre-conference meeting;
 - iii. a Region/District Bureau Executive committee;
 - iv. the Board Member for that Region.
- b. Any decision made by The Board on a resolution forwarded to it may be resubmitted to The Board for reconsideration. At least one month's notice of such re-submission shall be given in writing to the Chairperson of the Board.

18. Finances and Property

- a. Members who by authority accept or incur any pecuniary liability on behalf of the Bureau shall be held indemnified by it against any personal loss arising from that liability.
- b. The income, property and funds of The Bureau shall be used and applied solely towards the promotion of its aims and objectives. They shall not be paid or transferred to the Members or relatives of Members, provided that nothing herein shall prevent the payment in good faith to any person in return for services actually rendered or goods supplied in the ordinary course of business and provided further that an employee of the Bureau shall, by virtue of his/her employment, be entitled to be a Member.
- c. On the closure of a Branch, all property whether real or personal, remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objectives or for charitable purposes as shall be determined by the Board after consultation with the Branch.
- d. On dissolution of the Bureau all property, whether real or personal remaining after payment of all debts and legal liabilities, shall be transferred to such other bodies formed for promoting similar objectives or for charitable purposes as shall be determined by the Board.

19. Seal

The Board shall provide for the safe custody of the seal which shall be used only on the authority of a resolution of The Board or the Executive.

20. Alterations to the Constitution

The amendment of any clause or clauses of the constitution shall require:

- a. At least one month's notice in writing to all members of The Board.
- b. Endorsement by at least two-thirds of the voting members of the Board at a meeting of The Board.
- c. The approval of the Minister.

21. Enactment

This constitution shall come into force one month after endorsement by The Board provided it has received the approval of the Minister or, if such approval is given, whichever date is the later. On and after this date all prior constitutions and rules of The Board and The Bureau shall be of no further force or effect.

This is the annexure marked 'A' referred to in the statutory declaration of

..... **made on the****day**.....**20**.....

before me.....*Justice of the Peace*