



7 March 2023

Members

Victorian Farmers Federation Industrial Association

Dear Members

RE: Notice of special meetings concerning the dissolution of the VFFIA

On 15 February 2023, the Executive Committee of the Victorian Farmers Federation Industrial Association (**VFFIA**) resolved to convene special meetings of members of the VFFIA for the purpose of considering the dissolution of the VFFIA.

This letter explains the rationale behind the Executive Committee's resolution, the potential impact of the dissolution and the next steps in the process.

Rationale and potential impact

The key drivers for an association to become a registered organisation, such as the VFFIA, are largely historical. Following the commencement of the *Fair Work Act 2009* (Cth), the special status that was once afforded to registered organisations is obsolete. It is now possible for an industrial association that is not a registered organisation, such as the Victorian Farmers Federation (**VFF**), to represent its members in industrial relations processes in the same way as a registered organisation.

This means that the key drivers behind the rationale for maintaining a registered organisation are diminished. Despite this, in recent years there has been an increase in the administrative, reporting and governance obligations imposed on registered organisations.

As things stand, the VFFIA relies on assistance from the VFF in order to provide industrial services to its members. This assistance is due to cease on 26 September 2023 as a result of the termination of a memorandum of understanding between the VFFIA and the VFF. In these circumstances, because the VFFIA has no independent staff, resources or funding, from that date the VFFIA in order to provide industrial services to members must become financially independent and would need to have its own staff and sources of funding. However, while the VFFIA remains a registered organisation it will continue to have various compliance obligations.

The VFF has decided that it will instead provide industrial services directly to its members, which includes all members of the VFFIA. These services will be provided by the VFF to members without the compliance burden and administrative overheads that come with being a registered organisation.

In practice the impact on members of the VFFIA who are all members of VFF will be very little, if anything. There will be no change to the industrial arrangements of the joint members and there will be a seamless transition of industrial services without any reduction in quality or availability.

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The Executive Committee is therefore satisfied that the VFFIA is no longer required to provide industrial services to members as they will be able to receive those services directly from the VFF, and there would otherwise be no material advantage to members in the VFFIA continuing to provide the services.

For the above reasons the Executive Committee was satisfied that it is appropriate to convene special meetings of members of the VFFIA for the purpose of considering the dissolution of the VFFIA.

Next steps

The process for the dissolution of the VFFIA is set out in the *Victorian Farmers Federation Industrial Association Rules*, which are available from the Fair Work Commission's website. <https://www.fwc.gov.au/victorian-farmers-federation-industrial-association-vffia>

The first step in the process is for members of the VFFIA to vote to approve a motion for the dissolution of the VFFIA at a special meeting convened for that purpose on at least six months' notice. This dissolution motion, if passed, will then need to be confirmed at a second special meeting held 14-28 days later. The dissolution motions will pass at each meeting by votes in favour of at least three-quarters of members present and voting, so long as the normal quorum requirements for the meetings are also met.

This letter gives notice of the following special meetings for the purpose of considering, and voting on, the dissolution of the VFFIA:

First special meeting

Date: 12 September 2023
Time: 11:00
Place: Online and Level 3, Farrer House, 24-28 Collins Street, Melbourne

Second special meeting

Date: 26 September 2023
Time: 11:00
Place: Online and Level 3, Farrer House, 24-28 Collins Street, Melbourne

A request for registration to attend online will be forthcoming closer to the meeting date. Following registration, a link to attend online will be forwarded.

The dissolution motions to be voted on by members of the VFFIA at the special meetings are enclosed with this letter.

If the dissolution motions are passed, the VFFIA will then make an application to the Fair Work Commission for the VFFIA to be deregistered. At the same time, the VFFIA will take various procedural steps required to dissolve the VFFIA, which will in due course include holding a further special meeting to agree the distribution of property and assets.

If the dissolution motions are not approved at each of the special meetings, the Executive Committee must endeavour to develop a strategy to fund and resource the Industrial Association which may require financial resourcing from members of VFFIA in order to maintain operations.

Members may also nominate a Proxy for one or more of the meetings should they wish.
Proxy Forms for both meetings are attached with this correspondence

If you have any questions, please contact executiveoffice@vff.org.au .

Yours faithfully

A handwritten signature in dark ink, appearing to be 'Nathan Free', written in a cursive style.

Nathan Free
President
Victorian Farmers Federation Industrial Association

FIRST SPECIAL MEETING – DISSOLUTION RESOLUTION

VICTORIAN FARMERS FEDERATION INDUSTRIAL ASSOCIATION (hereinafter “the VFFIA”)

SPECIAL RESOLUTION OF MEMBERS

Victorian Farmers Federation Industrial Association Rules – rule 39

(1) BACKGROUND

- (a) The VFFIA is a registered organisation pursuant to the *Fair Work (Registered Organisations) Act 2009* (Cth).
- (b) On 26 September 2023, assistance from the Victorian Farmers Federation (**VFF**) in respect of the VFFIA’s provision of industrial services to its members shall cease and consequently the VFFIA will no longer be able to provide those services to its members.
- (c) The VFF intends to instead provide industrial services directly to its members, which includes all members of the VFFIA.
- (d) On 15 February 2023, the Executive Committee of the VFFIA resolved to convene special meetings of members for the purpose of considering the dissolution of the VFFIA.
- (e) By letter dated 7 March 2023, the VFFIA notified members of the Executive Committee’s resolution, the rationale and potential impact of the dissolution and the details of the special meetings.

(2) DISSOLUTION RESOLUTION

The members of the VFFIA present and voting resolve as follows:

- (a) To dissolve the VFFIA under rule 39 of the *Victorian Farmers Federation Industrial Association Rules*.
- (b) To delegate to Nathan Free, President all activities necessary to give effect to the dissolution of the VFFIA.

The undersigned hereby certifies that the above resolutions were passed by vote of no less than three-fourths of members present and voting:

By: _____

SECOND SPECIAL MEETING – CONFIRMATION OF DISSOLUTION RESOLUTION

VICTORIAN FARMERS FEDERATION INDUSTRIAL ASSOCIATION (hereinafter “the VFFIA”)

SPECIAL RESOLUTION OF MEMBERS

Victorian Farmers Federation Industrial Association Rules – rule 39

(1) BACKGROUND

At the special meeting on 12 September 2023, the members of the VFFIA present and voting passed a resolution to dissolve the VFFIA under rule 39 of the *Victorian Farmers Federation Industrial Association Rules* and to delegate to Nathan Free, President all activities necessary to give effect to such dissolution (**Dissolution Resolution**).

(2) CONFIRMATION OF DISSOLUTION RESOLUTION

The members of the VFFIA present and voting resolve to confirm the Dissolution Resolution.

The undersigned hereby certifies that the above resolution was passed by votes in favour of no less than three-fourths of members present and voting:

By: _____