

Proposed updates to the Constitution – Maddocks - November 2023
(post-stage 1 of consultation v3)

DRAFT – STRICTLY PRIVATE & CONFIDENTIAL

CONSTITUTION

OF

VICTORIAN FARMERS FEDERATION LIMITED

(A Public Company Limited by Guarantee)

ABN 67 079 980 304

**AS AMENDED BY RESOLUTION AT THE EXTRAORDINARY GENERAL
MEETING OF THE VFF ON []**

Table of Contents

Clause	Page
1. PRELIMINARY	1
1.1 Name	1
1.2 Principal Office	1
1.3 Sphere of Operation	1
1.4 Definitions and Interpretations	1
1.5 Nature of the VFF	4
2. OBJECTS OF THE VFF.....	4
2.1 Objects of the VFF	4
2.2 Achievement of objects.....	5
2.3 Legal Capacity and Powers	5
3. STRUCTURE	6
3.1 Structure of the VFF	6
3.2 The VFF	6
4. MEMBERSHIP	6
4.1 Membership - Numbers and Liability	6
4.2 Voting Members.....	6
4.3 Non-Voting Members.....	7
4.4 Membership Application	7
4.5 Membership - Admission	7
4.6 Membership - Honorary Life Membership.....	8
4.7 Membership - Resignation	8
4.8 Membership Termination	8
4.9 Membership Suspension and Variation - Failure to Make Payments.....	9
4.10 Members not Partners	10
4.11 Members bound by the Constitution.....	10
4.12 Membership Register	10
4.13 Membership Payments - Where Payable	10
4.14 Membership Subscriptions – Voting Members	10
4.15 Membership Subscriptions - Non-Voting Member	11
5. SERVICE OF NOTICES.....	11
5.1 Membership - Service of Notice.....	11
6. BRANCHES.....	12
6.1 Branches – Establishment, Dissolution or Merger.....	12
6.2 Branches - Objects	12
6.3 Branches - Members Registered with Branch	12
6.4 Branches - Finance and Signatories	12

6.5	Branches - Register of Members	12
6.6	Branches - Branch Executive	13
6.7	Branches - Election of Branch Executive	13
6.8	Branches –Rotation of Office Bearers	13
6.9	Branch Meetings.....	13
6.10	Branch Biennial Meetings	13
6.11	Branches - Adjournment of Meetings	14
6.12	Branches - Attendance at Meetings	14
6.13	Branches – Branch President’s Duties	14
6.14	Branches - Secretary's Duties	14
6.15	Branches - Treasurer's Duties	14
6.16	Branches - Business at Meetings.....	15
6.17	Meetings of a Branch – Use of Technology	15
6.18	Branches – Dissolution or Merger.....	15
7.	COMMODITY GROUPS.....	15
7.1	Commodity Groups – Establishment, Dissolution or Merger.....	15
7.2	Commodity Groups – Purpose and Functions	15
7.3	Commodity Groups – Commodity Group Chair and Commodity Group Deputy Chair	16
	Commodity Group Chair and.....	16
7.4	Commodity Group Deputy Chair – Rotations	16
7.5	Commodity Groups – Dissolution or Merger	17
8.	COMMODITY POLICY COUNCILS	17
8.1	Commodity Policy Councils – How Constituted.....	17
8.2	Commodity Policy Councillors	17
8.3	Commodity Policy Council - Chairperson.....	18
8.4	Commodity Policy Council - Quorum.....	18
8.5	Commodity Policy Councils – Rotations	18
8.6	Commodity Policy Councils - Vacancies	19
8.7	Commodity Policy Council - Alternative System of Election.....	19
8.8	Commodity Policy Councils - Meetings	19
8.9	Commodity Policy Council meetings – Use of Technology.....	20
8.10	Commodity Policy Councils - Notice of Meetings	20
9.	COMMODITY GROUP MEETINGS	20
9.1	Commodity Group Conferences.....	20
9.2	Votes Recorded Personally	20
9.3	Rules of Debate	21
9.4	Eligibility To Attend but not to Vote or to Speak	21
9.5	General Meetings - Quorum.....	21
9.6	General Meetings - Chairperson.....	21

9.7	General Meetings - Adjournment.....	21
9.8	General Meetings - Questions, How Determined.....	21
9.9	Meetings of Commodity Groups – Use of Technology	22
10.	THE BOARD.....	22
10.1	Directors of the VFF	22
10.2	Board Election - President, Vice President and Elected Directors	22
10.3	Meetings of the Board	23
10.4	Resolution of Directors Without Meeting – Circulating Resolutions	24
10.5	Meeting of the Board - Use of Technology	24
10.6	Appointment of Independent Special Skills Directors to the Board	24
10.7	Directors’ Rotations	24
10.8	Board – Vacancies.....	25
10.9	Vacation of office of Director	25
10.10	Notification to ASIC	26
11.	BOARD OF THE VFF – POWERS AND FUNCTIONS	26
11.1	Functions of the Board.....	26
11.2	Board Committees.....	27
11.3	Policy Council.....	27
12.	CHIEF EXECUTIVE OFFICER.....	28
12.1	Responsibilities	28
13.	GENERAL MEETINGS OF MEMBERS	29
13.1	Annual General Meetings.....	29
13.2	Notice of Annual General Meeting and meetings of Voting Members	29
13.3	Member Business	30
13.4	Extraordinary General Meetings – Convened by Voting Members	30
13.5	General Meeting, Extraordinary General Meeting – Quorum.....	31
13.6	Meetings of Voting Members – Chairperson	32
13.7	Meetings of Voting Members – Adjournment	32
13.8	Meetings of Voting Members – Use of Technology.....	32
13.9	Voting	32
13.10	Rules of Debate	32
13.11	Eligibility To Attend but not to Vote or to Speak	32
13.12	Omission to give notice	32
14.	PROXIES AND REPRESENTATIVES	33
14.1	Appointing a Proxy.....	33
14.2	Form of Proxy	33
14.3	Appointing a Representative	33
15.	TRUSTEE	33
15.1	Trustee – Appointment.....	33

16.	FUNDS	34
	16.1 Funds – Banking Account and Investments.....	34
	16.2 Funds – Voluntary Contributions	34
	16.3 Funds - Control.....	34
	16.4 Funds – Delegates.....	34
	16.5 Funds – Source.....	34
17.	ACCOUNTS	34
	17.1 Accounts – Financial Year	34
	17.2 Accounts – Books of Account.....	34
	17.3 Accounts – Financial Reports.....	35
18.	AUDITOR	35
	18.1 Auditor – Appointment.....	35
	18.2 Auditor – Duties	35
19.	CHAIRPERSON’S VOTES AND MINUTES OF MEETINGS	35
	19.1 Chairperson’s Vote at Meetings	35
	19.2 Minutes – Records of Meetings	35
20.	RETENTION OF RECORDS	35
	20.1 Retention Of Records – Inspection	35
21.	PRESCRIBED BALLOTS	35
22.	POLLS	36
	22.1 Procedure for Polls.....	36
23.	DISQUALIFICATION AND REMOVAL FROM OFFICE	36
	23.1 Disqualification.....	36
24.	PARLIAMENTARY ENDORSED CANDIDATES AND MEMBERS OF PARLIAMENT ..	37
	24.1 Parliamentary Endorsed Candidates and Members of Parliament.....	37
25.	CONSTITUTION	37
26.	ALTERATION OF CONSTITUTION	37
27.	DISSOLUTION	37
	27.1 Dissolution – VFF	37
28.	INDEMNITY	38
29.	REMUNERATION AND ALLOWANCES OF DIRECTORS AND OFFICEHOLDERS	38
	29.1 Director Remuneration.....	38
	29.2 Officeholders	39
30.	USING TECHNOLOGY TO HOLD MEETINGS	39
31.	CODE OF CONDUCT	39
32.	REPLACEABLE RULES	39
33.	INCONSISTENCY WITH THE CORPORATIONS ACT	40

Constitution of Victorian Farmers Federation Limited

1. PRELIMINARY

1.1 Name

The name of the company is Victorian Farmers Federation Limited (hereinafter called "**the VFF**").

1.2 Principal Office

The principal office of the VFF shall be in Victoria wherever the Board may from time to time resolve.

1.3 Sphere of Operation

The sphere of operation of the VFF shall lie predominantly within Victoria and such other area as the Board may from time to time resolve to realise the objects of the VFF.

1.4 Definitions and Interpretations

1.4.1 Definitions

"**Agriculture**" or "**Agricultural**" means and refers to the cultivation of land, including crop-raising, stock-raising, amongst other types of farming and Primary Production.

"**Agricultural Policy**" means policy relating to Agriculture.

"**Annual General Meeting**" means the annual general meeting of Members.

"**ASIC**" means the Australian Securities and Investments Commission.

"**Auditors**" means the VFF auditors from time to time.

"**Board**" means the board of directors of the VFF.

"**Board Chairperson**" means the chairperson of the Board.

"**Branch**" means a branch of the VFF.

"**Branch Biennial Meeting**" means the biennial meeting for Members of a Branch.

"**Branch Executive**" means the Branch President, Branch Vice President, Branch Secretary and Branch Treasurer and any other Members of the Branch elected to the Branch Executive by a Branch.

"**Branch President**" means the president of a Branch.

"**Branch Secretary**" means the secretary of a Branch.

"**Branch Treasurer**" means the treasurer of a Branch.

"**Board Election**" means the election taking place specifically for the purposes of electing the positions of President, Vice President and Elected Directors.

"**Branch Meeting**" means a meeting of Voting Members of a Branch.

"**Branch Vice President**" means the vice president of a Branch.

"**Business Day**" means a day except a Saturday, Sunday or a state-wide public holiday in Victoria.

"**Census Date**" is the annual date set from time to time by the Board at which the number of Members of Branches and Commodity Groups is determined.

"**Chief Executive Officer**" means the chief executive officer of the VFF.

"**Code of Conduct**" means any rules, procedures and restrictions issued by the Board from time to time concerning the conduct of Members or Officeholders of the VFF.

"**Commodity Group**" means a commodity group determined in accordance with clause 7.

"**Commodity Group Conference**" means the conference for Members of a Commodity Group.

"**Commodity Group Chairperson**" means the chairperson of a Commodity Group and Commodity Policy Council as appropriate.

"**Commodity Group Chair**" means the chair of a Commodity Group.

"**Commodity Group Deputy Chair**" means the deputy chair of a Commodity Group.

"**Commodity Policy Council**" means the elected officers of a Commodity Group.

"**Commodity Policy Councillor**" means those individuals elected in accordance with clause 8.2.

"**Corporate Member**" means a Member which is a company or other incorporated or unincorporated entity, including a partnership, which conducts business as a whole and is not a natural person.

"**Corporations Act**" means the *Corporations Act 2001* (Cth) as amended from time to time.

"**Director**" means a director of the VFF.

"**Elected Directors**" means Directors of the Board who are appointed by Voting Members pursuant to 10.2, not including the President and the Vice President,

"**External Person**" means an individual, not being a member of the Board, selected by the Board to provide advice from time to time.

"**Extraordinary General Meeting**" means a meeting of the Voting Members in accordance with clause 13.2.2.

"**Federal Council**" means the peak national bodies that represent the interests of Agriculture.

"**General Policy**" means policy relating to matters of interest to the membership of the VFF and specifically includes Agricultural Policy, but excludes matters relating

to the governance or operations of the VFF which are to be dealt with in accordance with this Constitution.

"Independent Special Skills Director" means an independent Director, who must not be a Voting Member, appointed in accordance with clause 10.6.

"Issues Advisory Committee" means a sub-committee of the Policy Council established for the purposes of advising the Policy Council on one or more specific matters of policy.

"Levy" means a levy set by the Board from time to time, which forms part of Subscription.

"Member" means both a Voting Member and a Non-Voting Member.

"Nominations Committee" means a committee of the Board composed in accordance with clause 11.2.2.

"Non-Voting Member" means a person or entity admitted to a non-voting membership in accordance with clause 4.3.

"Notice" means a notice pursuant to clause 5 for purposes of this Constitution.

"Officeholder" means a Director, member of the Commodity Policy Council or member of the Branch Executive.

"Preferential System of Voting" means a system where Voting Members rank choices by preference.

"Prescribed Ballot" means a ballot conducted by electronic, postal or any other means as resolved by the Board, in accordance with clause 21.

"Policy Council" means a committee of the Board that deals with General Policy of the VFF.

"President" means the president of the VFF.

"Primary Commodity Group" has the meaning given in clause 4.4.4.

"Primary Production" means:

- (a) production of food and fibre; and
- (b) industries and businesses related to the production of food and fibre.

"Registered Address" or **"Principal Office"** means 'Farrer House', 24-28 Collins Street Melbourne, Victoria 3000, or as resolved by the Board.

Relevant Law means the Corporations Act; the *Corporations Regulations 2001* (Cth) or a Ruling.

"Representative" means a representative appointed by Corporate Member under clause 14.3.

"Rules of Debate" means the rules of debate to be observed at all meetings within the VFF which shall be set out in a schedule to the Code of Conduct adopted by the Board from time to time.

"Ruling" means any class order or regulatory guide issued by the Australian Securities and Investments Commission or public or private ruling issued by the Australian Taxation Office.

"Secretary" means the secretary of the VFF.

"Subscription" means the annual subscription fee, and Levy (if applicable) payable by each Member in accordance with clauses 4.14 and 4.15, which shall fall due periodically in instalments on terms set by the Chief Executive Officer from time to time.

"Trustee" means Victorian Farmers Federation Property Trust Ltd ACN 004 268 23.

"Vice President" means the vice president of the VFF.

"Voting Member" means a person or entity admitted to a full voting membership in accordance with clause 4.2.

1.4.2 Interpretations

In this Constitution, unless the contrary intention appears:

- (a) words in the singular number only shall include the plural and vice versa;
- (b) words stating persons include companies, corporations, and public bodies;
- (c) words importing a gender includes any gender
- (d) the word 'day(s)' refer to calendar day(s) where the term 'Business Day(s)' is not specified;
- (e) the term in the 'discretion' when given in favour of an individual or the Board, means in the absolute and unfettered discretion of such person or group of persons; and
- (f) headings are for convenience only and do not affect the interpretation of this Constitution.

1.5 Nature of the VFF

The VFF is an Australian public company incorporated under the Corporations Act and limited by guarantee.

2. OBJECTS OF THE VFF

2.1 Objects of the VFF

The objects for which the VFF is established are:

- 2.1.1 to advance, promote, and protect the interests of Members, the interests of the Agricultural industries in which Members are engaged and the interests of the VFF in all matters, including economic, legal, environmental, social and any other incidental matters;
- 2.1.2 to encourage and promote the development of Agriculture;

- 2.1.3 to unite Victorian Agricultural industries in one organisation;
- 2.1.4 to trade, to apply its surpluses and undertake activities or pursuits that support the objects and purposes of the VFF or are reasonably incidental to them;
- 2.1.5 to advance policies that will:
 - (a) assist members to improve farm profitability;
 - (b) protect farmers rights to farm;
 - (c) improve and protect markets for products of Primary Production; and
 - (d) support rural communities;
- 2.1.6 to not support any activity that would make the VFF a trade union within the meaning of any relevant legislation.

2.2 **Achievement of objects**

To achieve the objects set out in clause 2.1, the VFF will:

- 2.2.1 provide for representatives to take part in the deliberations of policy matters;
- 2.2.2 make representations to or arrangements with any government, authority or municipality that may seem conducive to the VFF's objects;
- 2.2.3 provide such services as the Board resolves from time to time to Members and inform members of the public and Members in matters relating to Agriculture;
- 2.2.4 hold or arrange meetings in order to resolve the policy of the VFF from time to time and in order to inform Members and others on matters related to the VFF's objects;
- 2.2.5 not support with its funds any activity or endeavour which would make the VFF a trade union under any applicable law;
- 2.2.6 not be aligned with any political party and the name of the VFF shall not be used in any way which may be construed as such an alignment. This shall not in any way inhibit or preclude any Member or official of the VFF exercising the Member's or official's ordinary civil rights in a private capacity nor prevent the VFF participating actively in the resolution of issues affecting Primary Production and Agriculture where political questions are or may be involved; and
- 2.2.7 apply all income, surpluses and other funds derived by the VFF to promoting the objects of the VFF and no portion of these funds shall, during the life of the VFF, be paid, transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Members of the VFF.

2.3 **Legal Capacity and Powers**

- 2.3.1 The Company has:
 - (a) the legal capacity and powers of an individual; and
 - (b) all the powers of an incorporated body, as provided in the Corporations Act.

3. **STRUCTURE**

3.1 **Structure of the VFF**

3.2 **The VFF**

The VFF structure will consist of:

- 3.2.1 BRANCHES to which all Members must belong (clause 6);
- 3.2.2 COMMODITY GROUPS which represent the interests of a particular form of Primary Production and or products (clause 7);
- 3.2.3 COMMODITY POLICY COUNCILS which are elected by Members (who have registered for a Commodity Group pursuant to clause 4.4.2) to oversee and implement commodity specific policy and business (clause 8);
- 3.2.4 ISSUES ADVISORY COMMITTEES which are a committee of the Board responsible for development and implementation of General Policy matters (clause 9); and
- 3.2.5 A BOARD which is responsible for the governance and finances of the VFF.

4. **MEMBERSHIP**

4.1 **Membership - Numbers and Liability**

- 4.1.1 There shall be no limitation on the number of Members of the VFF.
- 4.1.2 In the event of the VFF being wound up, each Member undertakes to contribute such amount as may be required but not exceeding ten dollars (\$10).
- 4.1.3 For the purpose of this clause 4.1, "Member" includes a former member who was a Member at any time during the year preceding the date of the commencement of the winding up.
- 4.1.4 Former Members need not contribute in respect of a debt or liability of the VFF owing after they ceased being a Member.

4.2 **Voting Members**

4.2.1 Eligibility

- (a) Subject to clause 4.5, any person or entity in whole or in part in the business of Agriculture or an allied industry and/or has an interest in Agriculture in any State or Territory of Australia, shall upon application, be eligible to be a Voting Member.
- (b) Notwithstanding clause 4.2.1(a), the Board may at its discretion admit to The VFF likeminded persons and organisations as Voting Members with the appropriate conditions and rules resolved by the Board provided that the conditions and rules are not contrary to this Constitution.

4.2.2 Votes per Voting Member

- (a) Each Voting Member is entitled to one (1) vote in any meeting of Voting Members, poll or written request for an Extraordinary General Meeting.

- (b) A Corporate Member must appoint a Representative to exercise its one (1) vote.
- (c) A Voting Member may be represented at any meeting of Voting Members in person or, pursuant to clause 14, by proxy, attorney or Representative.
- (d) If multiple persons or entities are part of the same Voting Membership, only a vote cast by the first named person or entity on the register of Members in respect of that Voting Membership shall be deemed valid, unless another person is authorised to vote on the first named person's behalf, pursuant to clause 14, by proxy, attorney or Representative.

4.3 Non-Voting Members

- 4.3.1 Subject to clause 4.5, any person or entity that seeks to be a Member but is deemed to be ineligible to be a Voting Member will be eligible to be a Non-Voting Member.

4.4 Membership Application

- 4.4.1 The Board shall prescribe the application forms, which may be provided via electronic means, and payment methods for membership.
- 4.4.2 Application for membership shall be made to the Chief Executive Officer using the prescribed form, including via transmission by electronic means if prescribed, the details and format of which may be resolved by the Board from time to time. A Voting Member applicant shall specify the Commodity Group of the VFF which represents the type of Agricultural production forming the greatest proportion of the Members' income.
- 4.4.3 Non-Voting Members and people and organisations admitted pursuant to clause 4.2.1 (b) are not required to specify a Commodity Group.
- 4.4.4 Voting Members may specify further Commodity Groups with which they wish to be registered. Subject to clause 4.4.5, a Voting Member registered with more than one Commodity Group may only vote and participate in meetings held by the primary Commodity Group which they have specified under clause 4.4.2 (**Primary Commodity Group**), unless otherwise invited by the Commodity Group Chair of the relevant Commodity Group. Voting Members have a right to receive all information distributed to Members of every Commodity Group with which they are registered.
- 4.4.5 Subject to payment of the relevant Subscription for each Primary Commodity Group, Voting Members may be registered with more than one Primary Commodity Group.
- 4.4.6 If an application for membership is rejected, the amount of Subscription paid, if any, will be refunded to the applicant.

4.5 Membership - Admission

- 4.5.1 At its discretion the Board may decline an application for membership of the VFF for a Voting Member or Non-Voting Member on any of the following grounds:
 - (a) if the Board forms the opinion that the applicant has failed to observe the requirements of membership application contained in this Constitution; or

- (b) if the Board forms the opinion that the applicant would or may be prejudicial or detrimental to the interests of the VFF if admitted as a Member.

4.6 **Membership - Honorary Life Membership**

- 4.6.1 The Board may admit any person to Honorary Life Membership of the VFF in recognition of distinguished service rendered to the VFF.
- 4.6.2 A person who is admitted as an Honorary Life Member shall be exempt from the payment of the Subscription and hold the same powers, rights and entitlements as a Voting Member.
- 4.6.3 A Commodity Group or a working or sub-group of a Commodity Policy Council may recommend to the Board for any such award either on its own initiative or at the instance of any Member provided that such Member desiring to propose a person for admission to Honorary Life Membership shall do so in writing addressed to the Chief Executive Officer setting out an account of the distinguished service rendered to the VFF by the person proposed.

4.7 **Membership - Resignation**

- 4.7.1 A Member may resign from the VFF by giving written notice addressed and delivered to the Chief Executive Officer. The resignation shall take effect on and from the date of such notice following which the name of the Member shall be removed from the register and they shall remain indebted to the VFF for all contributions and other sums due by the Member to the VFF at the date of such notice. A Member who resigns is not entitled to a refund in respect of any contributions and sums due to the VFF, unless otherwise decided by the Chief Executive Officer at the Chief Executive Officer's discretion.
- 4.7.2 The Chief Executive Officer shall acknowledge receipt of the notice of resignation in writing.

4.8 **Membership Termination**

- 4.8.1 The membership of a Member may be terminated and the Member's name removed from the register of Members at the discretion of the Board:
 - (a) if the Board forms the opinion that the Member has acted contrary to, or in disregard of the Constitution of the VFF;
 - (b) if the Board forms the opinion that the Member has acted in any manner prejudicial or detrimental to the interests of the VFF;
 - (c) on grounds prescribed and published from time to time by the Board.
- 4.8.2 Where the Board wishes to propose the Member's removal, the Board shall:
 - (a) refer the matter to a panel of three (3) Board members (**Membership Panel**) who:
 - (i) shall inform the Member by written notice of not less than 30 days of the proposal for the Member's removal from membership and inform such member in writing of the material matters against the Member and give the member 14 days to reply to the Membership Panel;

- (ii) shall convene a meeting of the Membership Panel to meet to deal with the matters which led to the proposed termination as soon as practicable after the 14 day period referred to in clause (i), giving the Member at least 7 days prior written notice of the date of the meeting;
- (iii) may engage counsel and/or a solicitor to attend the meeting to advise and assist the Membership Panel;
- (iv) shall allow the Member to appear and engage counsel and/or a solicitor to attend the meeting, to call evidence, including documentary evidence and examine witnesses and have a reasonable opportunity to be heard; and
- (v) have the power to terminate the membership of the Member immediately if, after due consideration, the Membership Panel believes the Member has engaged in any of the actions outlined at 4.8.1.

4.8.3 A Member may appeal any decision of a Membership Panel resulting in the termination of the Member's membership and may within 28 days from the date on which the decision was made, deliver written notice to the Board setting out precisely and accurately the alleged facts of the case, the decision appealed against, and the grounds on which the appeal is made.

4.8.4 The Board may on its own initiative, review a decision of a Membership Panel within 28 days from the date on which the decision was made, whether or not a notice of appeal under clause 4.8.3 is given.

4.8.5 Upon receipt of a notice of appeal under clause 4.8.3, or on the Board's initiative under clause 4.8.4, the Board shall give the appellant Member at least 7 days prior notice of the date and place set out for the hearing of the review and shall observe clauses 4.8.2(a)(iii) - 4.8.2(a)(v) as if references to the Membership Panel were references to the Board. After completing a review hearing the Board has the power, in its discretion, to reverse or confirm the decision to terminate the membership of the Member.

4.8.6 Upon termination the former Member shall remain indebted to the VFF for all contributions and other sums due by that person to the VFF at the date of termination of the Member's membership.

4.8.7 This clause 4.8 also applies where a Corporate Member's Representative has engaged in any of the actions outlined at clause 4.8.1. The Membership Panel have the power to require a Corporate Member to appoint a replacement Representative.

4.9 Membership Suspension and Variation - Failure to Make Payments

4.9.1 The powers, rights and entitlements attached to a membership of a Member may be suspended or varied at the discretion of the Chief Executive Officer if the Member fails to pay the Subscription (including the Levy component of the Subscription) or instalment of such payment (if applicable), which includes removing the right of a Voting Member to vote at meetings.

4.9.2 The Board or the Chief Executive Officer shall inform the Member by written notice at any time during the period stated at clause 4.9.1 of their intention to suspend or vary any powers, rights and entitlements attached to the membership and shall

specify how the suspension or variations will apply to that Member. The suspension or variations will be effective from the date of the written notice until the Member pays the prescribed Subscription which is owed to the VFF.

4.9.3 The procedure outlined at 4.8.2 may be initiated at any time before the Member pays the prescribed Subscription.

4.10 **Members not Partners**

4.10.1 Membership of the VFF shall not create a partnership and Members shall in no way be liable for acts or omissions of another Member.

4.11 **Members bound by the Constitution**

4.11.1 Every Member of the VFF shall be bound by the Constitution as altered or varied from time to time.

4.12 **Membership Register**

4.12.1 The Chief Executive Officer will maintain a full record of Members in which shall be entered upon admission of each Member or Representative (where applicable), their:

- (a) name;
- (b) email address and phone number;
- (c) postal address/registered address;
- (d) the membership category;
- (e) Commodity Group/s to which the Voting Member has registered;
- (f) the Branch with which registered; and
- (g) other relevant contact details if applicable.

4.12.2 The Chief Executive Officer will maintain a separate register of Members which shall comply with the requirements in the Corporations Act.

4.12.3 A Member must promptly notify the Chief Executive Officer in writing of any change in any of the Member's details as specified above.

4.13 **Membership Payments - Where Payable**

4.13.1 Subscription shall be payable as set out in the Member's membership fee invoice or by an alternative means, approved in writing by the Chief Executive Officer, to the credit of a banking account of the VFF.

4.14 **Membership Subscriptions – Voting Members**

4.14.1 The amount for the base annual subscription fee of Voting Members, and Levy components of the Subscription as well as the date on which those amounts fall due, shall be resolved by the Board from time to time.

4.14.2 The Board may consider a recommendation for any Levies made by a Commodity Policy Council for Voting Members which are registered with the relevant Commodity Group/s.

- 4.14.3 The amount for the base annual subscription fee, and Levy if applicable, will form the Subscription payable by a Voting Member.

4.15 **Membership Subscriptions - Non-Voting Member**

- 4.15.1 The Board shall resolve the amount of the annual Subscription payable by Non-Voting Members from time to time.

5. **SERVICE OF NOTICES**

5.1 **Membership - Service of Notice**

- 5.1.1 Members may from time to time receive notices of various meetings of the VFF, including Branch Meetings, Annual General Meetings, Extraordinary General Meetings and Commodity Group Conferences. Members may also receive notice of other information from the VFF. Notice must be given in accordance with this clause 5.
- 5.1.2 Each Member shall give to the Chief Executive Officer an email or other electronic address to which notices may be sent to the Member from time to time and provide details of any change in that address. The address for notices may also include a physical address.
- 5.1.3 Subject to the Corporations Act, where a Member has elected to receive notice by post to a physical address, a prescribed fee shall be imposed. The VFF is not required to give notice to a Member by post until the Member has paid the fee.
- 5.1.4 The VFF may give the notice to a Member in any matter authorised by the Corporations Act including sending it to the Member by email or other electronic address or otherwise:
- (a) personally;
 - (b) by sending it by post to the address for the Member in the register of members or the alternative address (if an email address is not nominated); or
 - (c) by notifying the Member in accordance with clause 5.1.5.
- 5.1.5 If a Member nominates:
- (a) an electronic means (the nominated notification means) by which the Member may be notified that notices of meeting are available; or
 - (b) an electronic means (the nominated access means) by which the Member may use to access notices of meeting,

The VFF may give the Member notice of the meeting by notifying the Member (using the nominated notification means) that the notice of meeting is available or how the Member may use the nominated access means to access the notice of meeting.

- 5.1.6 A notice of meeting sent by email or other electronic means before 5.00pm is taken to be given on the Business Day it was sent, or if sent after 5.00pm is taken to be received on the Business Day after it was sent . A notice of meeting sent by post is taken to be given three (3) days after it is posted.

6. **BRANCHES**

6.1 **Branches – Establishment, Dissolution or Merger**

6.1.1 The Board may in its discretion establish Branches of the VFF.

6.1.2 From establishment, Branches of the VFF shall consist of Members within a defined geographical area or as otherwise approved by the Board from time to time.

6.2 **Branches - Objects**

6.2.1 The objects of each Branch shall be consistent with the objects of the VFF.

6.3 **Branches - Members Registered with Branch**

6.3.1 Every Voting Member of the VFF shall be allocated by the Chief Executive Officer to a specific Branch which in the Chief Executive Officer's opinion is most convenient to the Voting Member's residence or place of business.

6.3.2 A Voting Member may make a request in writing to the Chief Executive Officer noting any alternative Branch to which they prefer to be allocated.

6.3.3 Voting Members of a Branch shall only be deemed Voting Members for the Branch to which the Voting Member is allocated and will be precluded from participating (including voting) at a meeting of another Branch.

6.3.4 Membership of a Branch shall be decided by the most recent membership register available.

6.4 **Branches - Finance and Signatories**

6.4.1 Each Branch shall have authority to establish a bank account which must be registered using the VFF Australian Business Number. Each Branch bank account must have the following signatories:

(a) the Branch Treasurer;

(b) one signatory registered to the Branch appointed by the Branch Treasurer; and

(c) two individuals appointed by the Chief Executive.

6.4.2 The Branch Treasurer must provide books of account to the Chief Executive on an annual basis documenting all Branch expenditure and any assets held on behalf of the Branch and such books of account shall be verified in the manner required by the Chief Executive Officer.

6.5 **Branches - Register of Members**

6.5.1 The VFF shall keep a register of Members of the Branch as required by the Chief Executive Officer indicating the Branch, Commodity Group or Commodity Groups to which each Member is registered and allocated.

6.6 **Branches - Branch Executive**

- 6.6.1 Unless otherwise directed by the Board, each Branch shall be governed by a Branch Executive consisting of a Branch President and a Branch Vice President (if resolved), and a person or persons to act as Branch Secretary and/or Branch Treasurer together with any other Members of the Branch elected to the Branch Executive.
- 6.6.2 The Board may from time to time set eligibility criteria for election into the Branch Executive.

6.7 **Branches - Election of Branch Executive**

- 6.7.1 The Branch Executive shall be elected by the Voting Members of the Branch at a Branch Biennial Meeting.
- 6.7.2 In the event of any vacancy occurring during the term the Branch Executive may fill such vacancy from among the Voting Members of the Branch. The person filling the vacant position will be eligible to stand for that position as a new candidate at the end of the vacancy term.
- 6.7.3 Any two (2) Voting Members may nominate any Voting Member of the VFF as a candidate for a position on the Branch Executive.

6.8 **Branches –Rotation of Office Bearers**

- 6.8.1 Each member of the Branch Executive must retire at the Branch Biennial Meeting.
- 6.8.2 A member of the Branch Executive may have up to four (4) terms in total over a lifetime unless otherwise decided by a majority vote of sixty-six per cent (66%) of Voting Members at a meeting of a Branch.
- 6.8.3 A member of the Branch Executive remains in office until the end of the Branch Biennial Meeting and, subject to clause 6.8.2, shall be eligible for re-election at the Branch Biennial Meeting.

6.9 **Branch Meetings**

- 6.9.1 A Branch Meeting may be held at such time and place as each Branch Executive may decide.
- 6.9.2 The Branch Executive must notify the Chief Executive Officer of the proposed time and place for the Branch Meeting and the Chief Executive Officer shall give notice to Members of the time and place for a Branch Meeting in accordance with clause 5.
- 6.9.3 A notice for a Branch Meeting must not be less than seven (7) days prior to the Branch Meeting being held.
- 6.9.4 Ten (10) Voting Members of a Branch or ten per-cent (10%) (whichever is lower) personally present shall form a quorum.
- 6.9.5 The business to be transacted at a Branch Meeting may be any general business.

6.10 **Branch Biennial Meetings**

- 6.10.1 The Branch Biennial Meeting shall be held at such time and place as each Branch Executive may decide, in every second calendar year.

- 6.10.2 The Branch Executive must notify the Chief Executive Officer of the proposed time and place for the Branch Biennial Meeting and the Chief Executive Officer shall give notice to Members of the time and place for a Branch Biennial Meeting in accordance with clause 5.
- 6.10.3 Fifteen (15) Voting Members of a Branch or twenty per-cent (20%) (whichever is lower) personally present will form a quorum.
- 6.10.4 The business to be transacted at a Branch Biennial Meeting will be:
- (a) submission of the Branch President's Report of the previous 24 months;
 - (b) election of the Branch Executive; and
 - (c) any general business.
- 6.10.5 Not less than seven (7) days notice of a Branch Biennial Meeting shall be given in accordance with clause 5.

6.11 Branches - Adjournment of Meetings

- 6.11.1 If the number of Voting Members of a Branch required for a quorum under clauses 6.9.4 and 6.10.3 are not personally present at a Branch Meeting or Branch biennial Meeting the meeting shall stand adjourned until such time as the subsequent Branch Meeting or Branch Biennial Meeting is convened and the required minimum number of Voting Members of a Branch are personally present.

6.12 Branches - Attendance at Meetings

- 6.12.1 Notwithstanding anything contained in this Constitution a Voting Member may exercise all or any of the Voting Member's rights as a Voting Member of a Branch by being personally present at any meeting of that Branch.
- 6.12.2 A Corporate Member's Representative may exercise all or any of its rights as a Voting Member of a Branch by the attendance of its Representative at any meeting of that Branch.

6.13 Branches – Branch President's Duties

- 6.13.1 At all meetings of the Branch, the Branch President or, in the Branch President's absence, the Branch Vice President or, any Voting Member of the Branch chosen from amongst the Voting Members then present shall act as chairperson for the meeting.

6.14 Branches - Secretary's Duties

- 6.14.1 The duties of the Branch Secretary shall be to keep the minutes and records of all meetings, conduct the correspondence, summon all meetings of the Branch Executive and Branch Members, and prepare an agenda of all meetings. Minutes of each meeting shall be made available to the Chief Executive Officer upon request.
- 6.14.2 The role of Branch Treasurer may be fulfilled by the Branch Secretary.

6.15 Branches - Treasurer's Duties

- 6.15.1 The Branch Treasurer shall be subject to the direction from time to time of the Branch Executive and shall, in addition to the duties specified in clause 6.4, hold

in trust all moneys collected and received from time to time and pay out of such funds all accounts duly passed by the Branch Executive.

6.16 **Branches - Business at Meetings**

6.16.1 Branch Meetings shall be conducted in accordance with the Rules of Debate.

6.16.2 All questions shall be decided in the first instance on a show of hands, provided always that a division may be called for and taken on a show of hands, or if five (5) or more Voting Members of the Branch present at any meeting so desire any question shall be decided by poll.

6.17 **Meetings of a Branch – Use of Technology**

6.17.1 Meetings of a Branch may be held using technology in accordance with clause 30.

6.18 **Branches – Dissolution or Merger**

6.18.1 The Board may in its discretion dissolve or merge one or more Branches after consultation with affected Voting Members.

6.18.2 If and when any Branch is dissolved by the Board or the Branch itself all moneys standing to the credit of the Branch or any person or persons in trust for the Branch shall be remitted to the VFF at its principal office and all other property of the VFF including online and physical records or of all kinds in possession of such Branch or person or persons shall be immediately delivered to the VFF at its principal office, to any on-site or off-site servers to which the VFF has access, or otherwise disposed of as the Board or the Chief Executive Officer may direct.

6.18.3 If and when any Branch merges with another Branch all moneys standing to the credit of the Branch or any person or persons in trust for the Branch and all other property including online and physical records or books of all kinds in possession of such Branch or person or persons shall be immediately delivered to the merged Branch.

7. **COMMODITY GROUPS**

7.1 **Commodity Groups – Establishment, Dissolution or Merger**

7.1.1 The Board may establish Commodity Groups or any working or sub-groups of such Commodity Groups.

7.2 **Commodity Groups – Purpose and Functions**

7.2.1 Each Commodity Group shall establish a Commodity Policy Council:

- (a) to develop, present and preserve its own General Policy issues;
- (b) to advise the Policy Council when a Commodity Policy Council determines a preferred policy position which may conflict with other Commodity Groups;
- (c) to promote the economic viability of the industry the Commodity Group represents;
- (d) to co-operate with, obtain representation on, or act in association with other organisations within Victoria or elsewhere and elect and or nominate

representatives to such organisations if such action is only in the interests of the Members of that Commodity Group and not any other Commodity Group and advise the Chief Executive Officer of such elections or nominations;

- (e) to ensure that records of all meetings of the Commodity Policy Council are kept; and
- (f) to recommend to the Board any person for Honorary Life Membership in recognition of distinguished service rendered to the relevant Commodity Group.

7.3 Commodity Groups – Commodity Group Chair and Commodity Group Deputy Chair

- 7.3.1 The Commodity Group Chair and Commodity Group Deputy Chair shall be elected by the Voting Members of the Commodity Group and the elections, if contested, shall be conducted by Prescribed Ballot utilising the Preferential System of Voting. A separate ballot shall be conducted for each position.
- 7.3.2 The Commodity Group Chair and Commodity Group Deputy Chair must be Voting Members who have been registered for the Commodity Group as their Primary Commodity Group.
- 7.3.3 Nominations for the Commodity Group Chair and Commodity Group Deputy Chair shall be submitted to the Chief Executive Officer or the Chief Executive Officer's delegate in writing signed by two (2) nominators who shall be Members registered for the Commodity Group together with the signed consent of the person nominated for the office and lodged with the Chief Executive Officer at least forty (40) days before the time at which the election is to be held.
- 7.3.4 The Commodity Group Chair and Commodity Group Deputy Chair shall not be Commodity Policy Councillors under clause 8.2.
- 7.3.5 An election for the Commodity Group Chair and Commodity Group Deputy Chair will be conducted at a date and time at the Chief Executive Officer or the Board's discretion, once in every two (2) calendar years. The Commodity Group may recommend to the Chief Executive Officer or the Board a date and time for the election to be conducted.
- 7.3.6 The Chief Executive Officer Board must call an election for the Commodity Group Chair and Commodity Group Deputy Chair under clause 7.3.5 by giving notice in accordance with clause 5.

7.4 Commodity Group Chair and Commodity Group Deputy Chair – Rotations

- 7.4.1 The Commodity Group Chair and the Commodity Group Deputy Chair must retire at each election.
- 7.4.2 The Commodity Group Chair shall be eligible for not more than two (2) consecutive terms. If no candidate for Commodity Group Chair is nominated, the limit of two (2) consecutive terms shall not operate in a year in which sixty-six per cent (66%) of the Voting Members present at a Commodity such meeting, resolve to suspend its operation.
- 7.4.3 A retiring Commodity Group Chair and Commodity Group Deputy Chair remains in office until the end of the election and, subject to clause 7.4.2, is eligible for re-election at that election.

7.5 **Commodity Groups – Dissolution or Merger**

- 7.5.1 The Board may in its discretion dissolve or merge one or more Commodity Groups after consultation with affected Voting Members.
- 7.5.2 If and when any Commodity Group is dissolved by the Board all other property of the VFF including online and physical records or books of all kinds in possession of such Commodity Groups or person or persons shall be immediately delivered to the VFF at its principal office, to any on-site or off-site servers to which the VFF has access, or otherwise disposed of as the Commodity Group or the Chief Executive Officer may direct.
- 7.5.3 If and when any Commodity Group merges with another Commodity Group all other property including online and physical records or books of all kinds in possession of such Commodity Group or person or persons shall be immediately delivered to the merged Commodity Group.

8. **COMMODITY POLICY COUNCILS**

8.1 **Commodity Policy Councils – How Constituted**

- 8.1.1 Commodity Groups with five hundred and one (501) or more Voting Members shall have a Commodity Policy Council comprising the Commodity Group Chair and Commodity Group Deputy Chair and no more than seven (7) Commodity Policy Councillors unless the Board approves a greater number.
- 8.1.2 Commodity Groups with membership of five hundred (500) or less Voting Members shall have a Commodity Policy Council comprising the Commodity Group Chair and Commodity Group Deputy Chair and no more than five (5) Commodity Policy Councillors, including the Commodity Group Chair and Commodity Group Deputy Chair, unless the Board approves a greater number.
- 8.1.3 The members of a Commodity Policy Council must have registered for that Commodity Group as a Voting Member.
- 8.1.4 The President and Vice President shall be ex-officio members of their relevant Commodity Policy Council.

8.2 **Commodity Policy Councillors**

- 8.2.1 A Commodity Policy Council may recommend to the Board to define certain geographic areas across Victoria, and the Board may in its sole discretion and after consultation with affected Voting Members establish the defined geographic area, with as near as practicable even number of Voting Members registered for that Commodity Group in each geographic area from which Commodity Policy Councillors will be elected.
- 8.2.2 Each geographic area shall elect the same number of Commodity Policy Councillors.
- 8.2.3 More than one Commodity Policy Councillors can be elected from each geographic area.
- 8.2.4 The minimum number of geographic areas is one (1).
- 8.2.5 An election for the Commodity Policy Councillors will be conducted at any date and time at the Chief Executive Officer or the Board's discretion once in each calendar

year. The Commodity Group may recommend to the Chief Executive Officer or the Board a date and time for the election to be conducted.

- 8.2.6 The Chief Executive Officer must call an election in line with the term of office for the Commodity Policy Councillors under clause 8.2.5 by giving notice in accordance with clause 5.
- 8.2.7 A Commodity Policy Council may use an alternative method of electing Commodity Policy Councillors if such a method is approved by the Board pursuant to clause 8.7.
- 8.2.8 The positions of the Commodity Policy Councillors shall be elected by the Voting Members registered for the Commodity Group and the elections, if contested, shall be conducted by Prescribed Ballot utilising the Preferential System of Voting.
- 8.2.9 Nominations for the positions of Commodity Policy Councillors shall be submitted to the Chief Executive Officer in writing signed by two (2) nominators who shall be Voting Members registered for that Commodity Group together with the signed consent of the person nominated for the office.
- 8.2.10 The period in which nominations shall be submitted to the Chief Executive Officer commences on the date the Chief Executive Officer gives notice to Voting Members of the Commodity Group and is open until the date stated in the notice, being a date that is at least forty (40) days before the time at which the election is to be held.

8.3 Commodity Policy Council - Chairperson

- 8.3.1 The Commodity Group Chair shall act as the Commodity Group Chairperson and in the Commodity Group Chair's absence, the Commodity Group Deputy Chair shall act as the Commodity Group Chairperson. In their absence the meeting shall elect a Commodity Group Chairperson from the Commodity Policy Councillors present.

8.4 Commodity Policy Council - Quorum

- 8.4.1 A quorum at a meeting of the Commodity Policy Council shall be at least one-half of those Commodity Policy Councillors present.

8.5 Commodity Policy Councils – Rotations

- 8.5.1 The Commodity Policy Councillors shall be eligible for re-election for no more than four (4) consecutive terms as a Commodity Policy Councillor.
- 8.5.2 The number of terms a Commodity Policy Councillor has served on the Commodity Policy Council does not disqualify the Commodity Policy Councillor from standing for Commodity Group Chair or Commodity Group Deputy Chair pursuant to clauses 7.3 and 7.3.5.
- 8.5.3 At each election of Commodity Policy Councillors every Commodity Policy Councillor who has been in office throughout the longer of:
 - (a) a period of two (2) years as at the commencement of that election; and
 - (b) the period since the conclusion of the earliest of the two (2) prior elections preceding that election,

must retire.

- 8.5.4 If the number of Commodity Policy Councillors who are to retire at a particular election under clause 8.5.3 is equal to less than half of the total number of Commodity Policy Councillors, then the Commodity Policy Councillors who have been longest in office since their last election shall retire so that half of the total number of Commodity Policy Councillors retire at each election. Commodity Policy Councillors elected on the same day may agree among themselves or determine by lot which of them must retire.

8.6 Commodity Policy Councils - Vacancies

- 8.6.1 In the event of the death or the resignation of the Commodity Group Chair or Commodity Group Deputy Chair the vacancy shall be filled by the Commodity Policy Council for the remainder of the relevant term.
- 8.6.2 The person filling the vacant position will be eligible to stand for that position as a new candidate at the end of the vacancy term.
- 8.6.3 The Board may on the advice of the Commodity Policy Council call an election to fill a casual vacancy in a Commodity Group Chair or Commodity Group Deputy Chair position if the remainder of the term is greater than one (1) year. Such an election to be conducted according to clause 7.3.
- 8.6.4 In the event of the death, illness, resignation or otherwise a vacancy of a Commodity Policy Councillor position on the Commodity Policy Council, the Commodity Policy Council may at any meeting appoint a Voting Member registered for the Commodity Group from the same geographic area as the retiring Voting Member in the Voting Member's stead for the unexpired portion of the current term of office.
- 8.6.5 Notwithstanding clause 8.5, a Commodity Policy Councillor who has served four (4) consecutive terms will be able to fill a vacant position arising under the circumstances set out in clause 8.6.4.
- 8.6.6 The Commodity Policy Council may act notwithstanding any vacancy in their body.

8.7 Commodity Policy Council - Alternative System of Election

- 8.7.1 The Board may exempt a Commodity Group from all or part of clauses 8.1, 8.2 and 8.6 on application from a Commodity Group that demonstrates it is impractical to apply these provisions to the election of the Commodity Policy Council.
- 8.7.2 The application to the Board must include an alternative system that maintains the equity for Voting Members registered for the Commodity Group.

8.8 Commodity Policy Councils - Meetings

- 8.8.1 A meeting of the Commodity Policy Council may be called at any time by the Commodity Group Chair or:
- (a) in the Commodity Group Chair's absence, by the Commodity Group Deputy Chair; or
 - (b) by not less than forty per cent (40%) of Voting Members of the Commodity Policy Council.
- 8.8.2 The Commodity Policy Council shall meet at such times and places as determined by the Commodity Group Chair. All decisions of the Commodity Policy Council shall be decided in the first instance on a show of hands, provided always that a

division may be called for and taken on a show of hands, or if one-half or more of the persons present at any meeting or the chairperson so desire a question shall be decided by poll.

8.9 Commodity Policy Council meetings – Use of Technology

8.9.1 Meetings of a Commodity Policy Council may be held using technology in accordance with clause 30.

8.10 Commodity Policy Councils - Notice of Meetings

8.10.1 Notice of a meeting of a Commodity Policy Council and of the business to be considered shall be given to the Commodity Group in accordance with clause 5 at least seven (7) days prior to the Commodity Policy Council meeting.

8.10.2 When in the opinion of the Commodity Group Chair the Commodity Policy Council meeting is required as a matter of urgency, at least one (1) day's prior notice of the Commodity Policy Council meeting shall be given in accordance with clause 5. The Commodity Policy Council meeting in this instance shall only deal with the urgent matter the basis of the calling of the shorter notice.

9. COMMODITY GROUP MEETINGS

9.1 Commodity Group Conferences

9.1.1 A Commodity Group Conference for each Commodity Group may be held on such day and at such time and place as the Board may determine. A Commodity Policy Council may make a recommendation to the Board for such time and place.

9.1.2 Commodity Group Conference shall have power to resolve all matters of Commodity Group policy and the Commodity Policy Council shall be accountable for the implementation of that policy.

9.1.3 Matters for inclusion on the agenda shall be submitted to the Commodity Policy Council by any Branch Executive or Voting Member of a Branch or Commodity Policy Council.

9.1.4 Not less than sixty (60) days notice of the Commodity Group Conference shall be given through any method described in clause 5.

9.1.5 Business and resolutions to be included in the agenda of a Commodity Group Conference must be received by the Chief Executive Officer in writing setting out the nature of such business and resolutions no less than forty (40) days prior to the meeting.

9.1.6 The Commodity Group Chairperson may permit other business to be discussed at a Commodity Group Conference notwithstanding that no notice of such business has been given.

9.2 Votes Recorded Personally

9.2.1 Votes shall only be recorded by Voting Members registered for the Commodity Group as a Primary Commodity Group in accordance with the Constitution and personally present at the Commodity Group Conference.

9.3 **Rules of Debate**

- 9.3.1 The proceedings of a Commodity Group Conference shall be governed by the Rules of Debate.

9.4 **Eligibility To Attend but not to Vote or to Speak**

- 9.4.1 Any Non-Voting Member or Voting Member registered with a different Commodity Group together with other invited visitors may attend a Commodity Group Conference as an observer, subject to any qualification which the Commodity Group Chairperson or Commodity Group Conference may from time to time impose, but such attendees and invitees shall not vote and may not speak unless invited to do so by the Commodity Group Chairperson.

9.5 **General Meetings - Quorum**

- 9.5.1 No business shall be transacted at a Commodity Group Conference unless a quorum of Voting Members of the Commodity Group is present at the time when the meeting proceeds to business. Thirty (30) Voting Members registered for that Commodity Group personally present shall be a quorum or where a Commodity Group has less than one hundred (100) Voting Members, no less than twenty per cent (20%) of the Voting Members registered for that Commodity Group shall be a quorum.
- 9.5.2 If within half an hour from the time appointed for a meeting of Commodity Group Voting Members a quorum is not present, the meeting if convened by requisition shall be dissolved. In other cases the meeting of Commodity Group Voting Members shall stand adjourned for seven (7) days and if at such adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the Commodity Group Voting members present shall be a quorum.

9.6 **General Meetings - Chairperson**

- 9.6.1 The Commodity Group Chair shall be the Commodity Group Chairperson of the Commodity Group Conference and, in the Commodity Group Chair's absence, the Vice President shall be the Commodity Group Chairperson. If the Commodity Group Deputy Chair is unable to act as Commodity Group Chairperson, Commodity Group Voting Members attending the relevant meeting shall elect a Commodity Group Chairperson from among the Voting Members present.

9.7 **General Meetings - Adjournment**

- 9.7.1 The Commodity Group Chairperson may with the consent of the majority present at any Commodity Group Conference 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 from which the adjournment took place.

9.8 **General Meetings - Questions, How Determined**

- 9.8.1 Except as otherwise provided in this Constitution all questions at a Commodity Group Conference shall be resolved by a show of hands of those Voting Members present provided that five (5) or more Commodity Group Members may require in relation to any question that it be decided by poll.

9.9 Meetings of Commodity Groups – Use of Technology

9.9.1 Commodity Group Conferences may be held using technology in accordance with clause 30.

10. THE BOARD

10.1 Directors of the VFF

10.1.1 The Board shall consist of not more than seven (7) Directors and include:

- (a) the President and Vice President elected pursuant to clause 10.2, as ex-officio members;
- (b) two (2) Elected Directors; and
- (c) at least one (1) and up to three (3) Independent Special Skills Directors as resolved in accordance with clause 10.6.

10.1.2 The President shall act as the Board Chairperson and, in the President's absence, the Vice President shall act as the Board Chairperson. In their absences the Directors shall elect a Board Chairperson from the Directors present at a Board meeting.

10.1.3 The Board may by unanimous decision at any Board meeting appoint another Director to act as Board Chairperson for the Board meeting or for multiple Board meetings over a specified period of time.

10.1.4 All Directors must be natural persons who reside ordinarily in Australia.

10.2 Board Election - President, Vice President and Elected Directors

10.2.1 The President, Vice President and two (2) Elected Directors shall be elected by the Voting Members of the VFF and the Board Election, if contested, shall be conducted by Prescribed Ballot utilising the Preferential System of Voting at a date specified by the Board in line with the term.

10.2.2 A separate ballot shall be conducted for the position of President, Vice President and Elected Directors.

10.2.3 The Board Election will take place at any date and time at the Board's discretion. Where the Board has not exercised its discretion under this clause 10.2.3, the Board Election will take place at the date and time at the Chief Executive Officer's discretion.

10.2.4 A Board Election must be called once each year and at least twenty-one (21) days' notice must be given to Voting Members pursuant to clause 5.

10.2.5 If no Board Election has been held between the Annual General Meeting and the previous Annual General Meeting, the Annual General Meeting must include a Board Election.

10.2.6 The President, Vice President and Elected Directors must be Voting Members in order to be eligible to assume the offices of President, Vice President or Elected Director.

- 10.2.7 Nominations for the offices of President, Vice President and Elected Directors shall be submitted to the Chief Executive Officer and the Nominations Committee in writing signed by two (2) nominators who shall be Voting Members together with the signed consent of the person nominated for the office of President, Vice President or Elected Director.
- 10.2.8 The period in which nominations shall be submitted to the Chief Executive Officer and the Nominations Committee commences on the date the Chief Executive Officer gives notice to Voting Members and is open until the date stated in the notice, being a date at least forty (40) days before the time at which the election is to be held.
- 10.2.9 The Nominations Committee shall notify the Voting Members of the candidates it wishes to recommend to fulfil the offices of Elected Director, if any, at least (5) days before the time at which the election is to be held.
- 10.2.10 Despite clause 10.2.9, nominated individuals who are not endorsed as a recommended candidate by the Nominations Committee remain eligible to be elected to the office of Elected Director.
- 10.2.11 The President, Vice President and Elected Directors are also Directors of the Board.
- 10.2.12 A candidate for President, Vice President and Elected Director is not eligible to be elected to those positions if the candidate is also a Commodity Group Chair or Commodity Group Deputy Chair at the time of the Board Election.
- 10.2.13 Elected Directors are eligible for election as President and Vice President and in the event an Elected Director is elected to one of those roles at a Board Election, the Elected Director position shall become vacant.

10.3 **Meetings of the Board**

- 10.3.1 The Board shall meet a minimum of six (6) times per year at such times and places as resolved by the Board.
- 10.3.2 The Board Chairperson must give at least seven (7) days notice to each Director to convene a meeting of Directors, such notice to give details of the matters proposed to be raised and the time and place of the meeting.
- 10.3.3 In cases of urgency a meeting of Directors may be held without the notice required by clause 10.3.2 provided that as much notice as practicable is given to each Director by the quickest practicable means. The Board meeting in this instance shall only deal with the urgent matters which is the business of calling the meeting.
- 10.3.4 A notice of a meeting of Directors must be given in accordance with the Corporations Act and will be deemed received:
- (a) if sent by email or other electronic means before 5.00pm, is taken to be given on the Business Day it was sent, or if sent after 5.00pm is taken to be received on the Business Day after it was sent; and
 - (b) if sent by post, is taken to be given three (3) days after it is posted.
- 10.3.5 A quorum at a meeting of the Board shall be at least four (4) Directors.
- 10.3.6 All determinations of the Board shall be decided by a majority of votes in the first instance on the show of hands, provided always that a division may be called for,

or if one-half or more of the Directors present at any meeting so desire a question shall be decided by poll.

- 10.3.7 The Board may pass a resolution on a matter not set out in the notice for a meeting of the Board in accordance with clause 10.3.2 provided that all Directors present agree unanimously to deal with the matter.

10.4 **Resolution of Directors Without Meeting – Circulating Resolutions**

- 10.4.1 If all Directors sign a document containing a statement that they are in favour of the resolution/s (on the terms set out in the document), the resolution/s on those terms shall be deemed to have passed at the time the document was last signed by a Director.
- 10.4.2 For the purposes of this clause 10.4, two (2) or more separate documents containing the resolution/s in identical terms any of which is signed by Directors, shall together be deemed to constitute the one document.
- 10.4.3 For circulating resolutions sent by email to the Directors, a Director will be deemed to have signed a document for the purposes of clause 10.4.1 if they send a reply email to that effect confirming their agreement to the resolution/s, including the text of the resolution/s in the Director's reply.

10.5 **Meeting of the Board - Use of Technology**

- 10.5.1 A meeting of the Board may be held using technology in accordance with clause 30, consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before a meeting of Directors.

10.6 **Appointment of Independent Special Skills Directors to the Board**

- 10.6.1 Independent Special Skills Directors shall be appointed by the Board to provide skills and experience not otherwise held by other Directors.
- 10.6.2 When appointing Independent Special Skills Directors, the Board shall consider the recommendations provided by the Nominations Committee.

10.7 **Directors' Rotations**

- 10.7.1 Unless otherwise approved by a majority vote of sixty-six per cent (66%) of Voting Members at an Annual General Meeting, the President and Vice President shall not be eligible for re-election as President or Vice President for more than two (2) terms in total over a life time;
- 10.7.2 Elected Directors shall not be eligible for re-election as Elected Directors for more than three (3) terms in total over a lifetime.
- 10.7.3 At each Board Election every Director who has been in office throughout the longer of:
- (a) in the case of the President and Vice President:
 - (i) a period of three (3) years as at the commencement of that Board Election; and
 - (ii) the period since the conclusion of the earliest of the three (3) prior Board Elections preceding that Board Election; and

- (b) in the case of the Elected Directors:
 - (i) a period of two (2) years as at the commencement of that Board Election; and
 - (ii) the period since the conclusion of the earliest of the two (2) prior Board Elections preceding that Board Election,must retire.

10.7.4 Independent Special Skills Directors who have been in office for a period of three (3) years following appointment must retire.

10.7.5 Independent Special Skills Directors are eligible for re-election by the Board following retirement and shall have no limit on the number of terms in office over a lifetime.

10.7.6 If there are no Elected Directors who are to retire at a particular Board Election under clause 10.7.3, then the Elected Director who has been longest in office since their last election shall retire.

10.7.7 Directors elected on the same day may agree among themselves or determine by lot which of them must retire.

10.7.8 A retiring Director remains in office until the end of the meeting and, subject to clause 10.7.1, will be eligible for re-election at the meeting.

10.8 **Board – Vacancies**

10.8.1 In the event of a vacancy in an Independent Special Skills Director position, the position shall be filled as soon as reasonably practicable by the Board, having considered the particular skills required to fill the vacated position.

10.8.2 Subject to clause 10.8.3, in the event of a vacancy of the President, Vice President or an Elected Director, the vacancy shall be filled by the Board for the remainder of the term of the person for whom the vacancy arose. The period served in filling a vacant position shall not count as a term for purposes of clause 10.7.1 or clause 10.7.2.

10.8.3 The Board shall call an election to fill a casual vacancy in the President or Vice President position if the remainder of the President or Vice President's term is greater than one (1) year. Such an election to be conducted in accordance with clause 10.2.1.

10.9 **Vacation of office of Director**

10.9.1 A person ceases to be a Director if they:

- (a) by notice in writing to the Chief Executive Officer resign from office;
- (b) die;
- (c) are removed as a Director by a resolution of the Voting Members;
- (d) are absent from 3 consecutive Directors' meetings without the approval of the Directors;

- (e) cease to be a Member of the VFF (except where the Director is an Independent Special Skills Directors);
- (f) become ineligible to be a Director under a Relevant Law; or
- (g) cease to hold office by reason of any order made under a Relevant Law.

10.10 **Notification to ASIC**

10.10.1 The Secretary must notify ASIC within twenty-eight (28) days of any changes to the Directors or Secretary, or their personal details or as otherwise required by the Corporations Act.

11. **BOARD OF THE VFF – POWERS AND FUNCTIONS**

11.1 **Functions of the Board**

11.1.1 Subject to law and to any other provision in this Constitution, the business of the VFF shall be managed by the Board as the directors of the VFF, who may exercise all such powers of the VFF as are required by law or by this Constitution.

11.1.2 Without limiting the generality of clause 11.1.1, the Board shall have the following powers and functions:

- (a) to develop and approve the corporate strategic plan;
- (b) to establish Commodity Groups and working or sub-groups of such Commodity Groups, or in its sole discretion and after consultation with affected Voting Members dissolve or merge one or more Commodity Groups;
- (c) to define geographic areas for the purposes of Commodity Policy Councillor elections in its sole discretion and after consultation with affected Voting Members;
- (d) to establish Branches or in its sole discretion and after consultation with affected Voting Members dissolve or merge one or more Branches;
- (e) to monitor the VFF's performance with consideration of the corporate strategic plan and interpret the VFF's performance in accord with the objectives of the corporate strategic plan;
- (f) to evaluate, approve and monitor the annual budgets and business plans of the VFF and Commodity Groups;
- (g) to appoint and remove the Chief Executive Officer;
- (h) to appoint an acting Chief Executive Officer to carry out the duties of the Chief Executive Officer during the absence from duty of the Chief Executive Officer;
- (i) to appoint the Company Secretary;
- (j) to appoint and remove the public officer to be consistent with the Secretary, unless the Board resolves otherwise;

- (k) to ensure a register is kept of all Members indicating which Commodity Group or Commodity Groups each Member is registered with;
- (l) to ensure that effective audit, risk management and regulatory compliance programmes are in place;
- (m) to approve and monitor delegations of authority;
- (n) to annually review and evaluate the performance of the Board, each Board committee, Independent Special Skills Directors and the Chief Executive Officer;
- (o) to appoint the Victorian Farmers Federation Property Trust Limited or other trustee as trustee of the property and funds of the VFF and from time to time, if thought fit, remove any such trustee and appoint another or others in its or their place;
- (p) to manage and co-ordinate the activities and policy of the VFF;
- (q) to report the performance and activities of the VFF to Members;
- (r) to admit any person to Honorary Life Membership of the VFF in recognition of the distinguished service rendered to the VFF.
- (s) to approve the budget of the VFF; and
- (t) to approve the Subscription, including setting and approving the Levy and any other fees.

11.2 **Board Committees**

11.2.1 The Board shall establish a Nominations Committee to provide advice, guidance and recommendations to the Board and Voting Members on the appointment of Independent Special Skills Directors and Elected Directors.

11.2.2 The Nominations Committee shall consist of five (5) persons being

- (a) the President;
- (b) two (2) External Persons appointed by the Board; and
- (c) two (2) Voting Members appointed by the Policy Council.

11.2.3 The Board shall establish a committee to oversee finance and audit matters.

11.2.4 The Board may appoint other committees with such powers and discretions as may from time to time be resolved and may include in such committees members on a temporary basis.

11.2.5 All Board committees shall operate at the discretion of the Board and have such powers as the Board from time to time determines.

11.3 **Policy Council**

11.3.1 The Board Chairperson shall establish a Policy Council.

- 11.3.2 The members of the Policy Council shall be the President and Vice President, all Commodity Group Chairs or their nominees, and the chairpersons of all Issues Advisory Committees or their nominees.
- 11.3.3 The Policy Council shall have the power to appoint Members to the Policy Council on a temporary basis.
- 11.3.4 The functions of the Policy Council are to:
- (a) develop, present and preserve the General Policy of the VFF;
 - (b) annually review the General Policy performance of the VFF and report to the Board;
 - (c) regularly review the General Policy objectives of the VFF;
 - (d) refer all matters of General Policy specifically concerning a particular Commodity Policy Council or Issues Advisory Committee to the relevant council or committee;
 - (e) decide how to manage conflict on a policy position between Commodity Policy Councils and/or Issues Advisory Committees;
 - (f) establish, and appoint the chairperson, vice-chairperson and members of, Issues Advisory Committees; and
 - (g) receive and consider General Policy matters received from the Branch through a resolution duly passed at a Branch Meeting

12. CHIEF EXECUTIVE OFFICER

12.1 Responsibilities

- 12.1.1 Subject to the instruction and control of the Board, the responsibilities of the Chief Executive Officer includes:
- (a) engagement and dismissal of employees of the VFF in the Chief Executive Officer's sole discretion;
 - (b) to be the returning officer for the VFF;
 - (c) executing returns and documents on the VFF's behalf;
 - (d) supervising the approved records, books of account;
 - (e) supervising and monitoring the VFF budget;
 - (f) referring to the appropriate Commodity Policy Council or Commodity Policy Councils matters which in the Chief Executive Officer's opinion are of concern to such Commodity Policy Council or Commodity Policy Councils;
 - (g) carrying out such other duties as may from time to time be delegated to that person or vested in that person by the Board;
 - (h) keep and maintain electronic and physical records, books, documents and securities of the VFF in the Chief Executive Officer's possession;

- (i) the right of attendance at any meeting of the VFF after prior notice is given and at times convenient to the chairperson of the meeting the right to speak at such meetings but not vote;
- (j) to initiate any legal action, in the Chief Executive Officer's own name and on behalf of the VFF. The issue of any such proceedings shall be, in the absence of any evidence to the contrary, evidence of the authority of the Board to the Chief Executive Officer to issue such proceedings on behalf of the VFF; and
- (k) allocating staff duties having regard to strategy and policy approved by the Board.

13. GENERAL MEETINGS OF MEMBERS

13.1 Annual General Meetings

13.1.1 The timing of the Annual General Meeting must be held in accordance with the Corporations Act.

13.1.2 The business of the Annual General Meeting:

- (a) shall include:
 - (i) consideration of the accounts and balance sheet of the VFF;
 - (ii) consideration of the reports of the Board and the reports of the trustee of the property and funds of the VFF (if any) and of the Auditors;
 - (iii) appointment of Auditors;
 - (iv) confirmation of the appointment of an Independent Special Skills Director (if the Annual General Meeting is the first Annual General Meeting following the appointment); and
 - (v) any business pursuant to this Constitution or required by the Corporations Act,

provided due notice has been given of such business in accordance with this Constitution; and
- (b) shall not without leave of the Chair include matters of General Policy which are to be dealt with by the Commodity Policy Council.

13.1.3 The chairperson of the Annual General Meeting must ensure that there is adequate and reasonable time available at the Annual General Meeting for Voting Members present to ask questions and comment on the activities and affairs of the VFF.

13.2 Notice of Annual General Meeting and meetings of Voting Members

13.2.1 Subject to the provisions of the Corporations Act, at least twenty-one (21) days notice must be given by the VFF to all Voting Members for an Annual General Meeting. Notice for an Annual General Meeting shall be provided pursuant to clause 5.

- 13.2.2 Subject to the provisions of the Corporations Act, the Board may at any time convene a general meeting of Voting Members (other than an Annual General Meeting) by providing twenty-one (21) days notice to the Voting Members of such meeting and the business of the meeting. Such meetings will be known as Extraordinary General Meetings. Notice for an Extraordinary General Meeting shall be provided pursuant to clause 5.
- 13.2.3 Subject to the provisions of the Corporations Act, a notice of an Annual General Meeting or Extraordinary General Meeting must:
- (a) set out the place, date and time for the meeting;
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (d) include a proxy notice for Annual General Meeting and Extraordinary General Meetings
- 13.2.4 A copy of the audited financial statements prepared in accordance with the Corporations Act for the most recently ended financial year must be made available to the Voting Member with the notice for an Annual General Meeting. The Board may direct the method by which the audited financial statements are provided to the Voting Members provided that it is in accordance with the Corporations Act.
- 13.2.5 Subject to any provisions of the Corporations Act, the accidental omission to give notice of a meeting to any Voting Member or non-receipt of a notice by a Voting Member does not invalidate the proceedings at any Annual General Meeting or Extraordinary General Meeting.

13.3 **Member Business**

- 13.3.1 Voting Members, comprising at least five (5) per cent of Voting Members who are entitled to vote at the Annual General Meeting or Extraordinary General Meeting, desiring to bring any business before an Annual General Meeting or Extraordinary General Meeting, other than that set out in the notice convening the meeting, may do so upon giving to the Chief Executive Officer notice in writing setting out the nature of such business, including the proposed resolution/s and signed by the Voting Members proposing to move the resolution/s.
- 13.3.2 Separate copies of the document setting out the notice may be used for signing by the Voting Members if the wording of the notice is identical in each copy.
- 13.3.3 The notice under clause 13.3.1 must reach the Chief Executive Officer no less than forty (40) days prior to the meeting at which such business is intended to be brought forward.

13.4 **Extraordinary General Meetings – Convened by Voting Members**

- 13.4.1 The Board whenever requested to do so by five per cent (5%) of Voting Members who are entitled to vote at an Annual General Meeting or Extraordinary General Meeting, must call an Extraordinary General Meeting by notice to the Voting Members within twenty-one (21) days after the request is given to the VFF. The Extraordinary General Meeting must be held not later than sixty (60) days after the request is given to the VFF.

- 13.4.2 A request by Voting Members to call and arrange an Extraordinary General Meeting pursuant to clause 13.4.1 must be in writing or in electronic form (such as e-mail), and:
- (a) state any resolution to be proposed at the Extraordinary General Meeting;
 - (b) be signed off by the Voting Members making the request; and
 - (c) be given to the Chief Executive Officer of the VFF.
- 13.4.3 Voting Members with more than fifty per cent (50%) of the votes of all of the Voting Members who make a request under clause 13.4.1 may call and arrange to hold an Extraordinary General Meeting if the Board does not within twenty-one (21) days from the date of the delivery or receipt of such requisition.
- 13.4.4 Subject to the Corporations Act, not less than twenty-one (21) days notice shall be given to the Voting Members of the VFF of such Extraordinary General Meeting and the business thereof. Such notice shall be given to Voting Members in accordance with clause 5 and the Corporations Act. The meeting must be held no later than ninety (90) days after the request is given.

13.5 **General Meeting, Extraordinary General Meeting – Quorum**

- 13.5.1 No business shall be transacted at any meeting of Voting Members unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
- 13.5.2 A quorum:
- (a) for Annual General Meetings and Extraordinary General Meetings convened by the Board, thirty (30) Voting Members personally present or by proxy, attorney or Representative; or
 - (b) for Extraordinary General Meetings requisitioned by Voting Members under clause 13.4, five per cent (5%) of Voting Members .
- 13.5.3 If within half an hour from the time appointed for a meeting of Voting Members a quorum is not present the meeting shall stand adjourned until a later date and time specified by the Board.
- 13.5.4 If the Board does not specify, for the adjourned meeting, a date, time, place (if physical) or sufficient information regarding participation for the meeting using technology, the following will apply for the adjourned meeting:
- (a) if the date is not specified – adjourned to the same day in the next week;
 - (b) if the time is not specified – adjourned to the same time;
 - (c) if the place not specified – adjourned to the same location; and
 - (d) if sufficient information regarding participation for the meeting using technology is not specified – adjourned in the same manner.
- 13.5.5 If at such adjourned meeting a quorum of Voting Members is not present within half an hour of the time appointed for the meeting of Voting Members the meeting is dissolved.

13.6 Meetings of Voting Members – Chairperson

13.6.1 The President shall be chairperson of meetings of Voting Members and failing the President, the Vice President shall be chairperson, and in their absence, the meeting shall elect a chairperson from among the Voting Members present.

13.7 Meetings of Voting Members – Adjournment

13.7.1 The chairperson of the meeting of Voting Members may with the consent of the majority of the Members present at any meeting of Voting Members adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting of Voting Members other than business left unfinished at the meeting from which the adjournment took place.

13.8 Meetings of Voting Members – Use of Technology

13.8.1 The meeting of Voting Members including the Annual General Meeting and Extraordinary General Meeting may be held using technology in accordance with clause 30.

13.9 Voting

13.9.1 Except as otherwise provided in this Constitution, all questions at a meeting of Voting Members shall be resolved by a show of hands. A question at a meeting may be decided by poll if five (5) or more Voting Members present or the Chairperson require so.

13.9.2 An entry in the digital records or book containing minutes of the proceedings of the VFF is conclusive evidence of the outcome of a resolution and the declaration of the chairperson of the meeting as to whether a resolution has been lost or passed.

13.9.3 Votes may be given personally by Voting Members or their proxies, attorneys or Representatives.

13.9.4 Persons or entities acting as proxies, attorneys or Representatives are permitted to vote on a show of hands but each proxy, attorney or Representative will only be entitled to one vote even if the proxy, attorney or Representative represents several Voting Members.

13.10 Rules of Debate

13.10.1 The proceedings of all meetings of Voting Members shall be governed by Rules of Debate.

13.11 Eligibility To Attend but not to Vote or to Speak

13.11.1 Non-Voting Members together with other invited visitors may attend the Annual General Meeting or Extraordinary General Meeting as observers subject to any qualification which the chairperson may from time to time impose. Non-Voting Members or invitees shall not vote and any invitee may not speak unless invited to do so by the chairperson of the meeting.

13.12 Omission to give notice

13.12.1 Subject to any provisions of the Corporations Act, accidental omission to give notice of a meeting to any Voting Member or non-receipt of a notice by a Voting Member does not invalidate the proceedings at any meeting of Voting Members.

14. PROXIES AND REPRESENTATIVES

14.1 Appointing a Proxy

- 14.1.1 A Voting Member may appoint any person or entity as that Voting Member's proxy to attend and vote on their behalf at any meeting of Voting Members.
- 14.1.2 A proxy may be appointed until further notice or for a single meeting. If the proxy is for a single meeting, the instrument must specify the day upon which the meeting for which it is intended to be used is to be held and entitles the proxy to attend the specified meeting and any adjournment of that meeting of Voting Members.
- 14.1.3 The instrument appointing a proxy must be lodged with the VFF no later than forty-eight (48) hours before the meeting to which the proxy relates or at which it is to be first used either via any electronic form or at the Registered Address specified by the Board from time to time.

14.2 Form of Proxy

- 14.2.1 Subject to the Corporations Act and as otherwise resolved by the Board from time to time, an appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the Corporations Act, by the Voting Member making the appointment and contains the following information:
 - (a) the Voting Member's name, email address, telephone number and address;
 - (b) the proxy's name or the name of the office held by the proxy; and
 - (c) the meetings at which the appointment may be used.
- 14.2.2 The chairperson of the meeting of Voting Members, may in the chairperson's discretion, admit a proxy notwithstanding that it fails to comply strictly with the information required to be contained in the proxy set out in clause 14.2.1.

14.3 Appointing a Representative

- 14.3.1 Each Corporate Member shall nominate in writing a Representative who shall exercise rights on behalf of the Corporate Member.
- 14.3.2 A Corporate Member may replace its Representative by giving written notice to the Chief Executive Officer.

15. TRUSTEE

15.1 Trustee – Appointment

- 15.1.1 Victorian Farmers Federation Property Trust Ltd ACN 004 268 235, hereinafter referred to as the Trustee, shall be the trustee of the property and funds of the VFF unless the Board determines to hold such property and funds in the VFF's name.
- 15.1.2 All then prevailing Directors of the VFF shall also be the directors of the Trustee.
- 15.1.3 The prevailing Secretary of the VFF for shall be the secretary of the Trustee.

16. FUNDS

16.1 Funds – Banking Account and Investments

16.1.1 The funds of the VFF shall be paid into a bank and the bank accounts shall be utilised as the Board shall direct.

16.1.2 Any moneys or funds not immediately required for the purposes of the VFF may be invested in the name of the VFF in such manner as the Board may from time to time direct but no member of the Board and no Director or officer of the Trustee or the Chief Executive Officer shall be responsible for any loss that may arise from such investment unless such loss be caused by any wilful neglect or default.

16.2 Funds – Voluntary Contributions

16.2.1 The VFF may accept voluntary contributions to the funds of the VFF.

16.3 Funds - Control

16.3.1 All moneys paid to the VFF shall be the property of the VFF and shall be controlled by the Board.

16.4 Funds – Delegates

16.4.1 When the VFF transacts under the VFF's bank accounts, each transaction shall be authorised by at least any two (2) of the following:

- (a) a Director;
- (b) the Chief Executive Officer; or
- (c) any Staff who are expressly authorised by the Board from time to time.

16.4.2 Any such delegations shall be specified in writing.

16.4.3 The Board may at its discretion revoke the power of an appointed delegate to authorise a bank transaction at any time.

16.5 Funds – Source

16.5.1 Funds may be derived from Subscriptions (including Levies) donations, sponsorship and such other sources as the Board so resolves.

17. ACCOUNTS

17.1 Accounts – Financial Year

17.1.1 The financial year of the VFF shall commence on one (1) October and end on thirty (30) September or as the Board may from time to time resolve.

17.2 Accounts – Books of Account

17.2.1 Proper books of account in accordance with generally accepted accounting principles shall be kept on behalf of the VFF.

17.3 **Accounts – Financial Reports**

17.3.1 The Board shall cause to be prepared in respect of each financial year an audited Financial Report of the VFF which shall be presented annually to the Annual General Meeting.

18. **AUDITOR**

18.1 **Auditor – Appointment**

18.1.1 The accounts of the VFF shall be audited in each financial year by the Auditor who shall be a registered company auditor. In the event of a casual vacancy occurring in the position of the Auditor, the Board shall appoint another qualified auditor within one (1) month of the vacancy who shall remain the auditor until the next Annual General Meeting and may then be eligible for re-appointment.

18.2 **Auditor – Duties**

18.2.1 The Auditor shall examine books, vouchers, documents, and securities of the VFF and shall make a report on that examination which shall be submitted at the Annual General Meeting.

19. **CHAIRPERSON'S VOTES AND MINUTES OF MEETINGS**

19.1 **Chairperson's Vote at Meetings**

19.1.1 The chairperson of all meetings held within the VFF shall have a deliberative vote and in the case of equality of votes has a casting vote.

19.1.2 The chairperson of all meetings held within the VFF shall have the right to call a poll.

19.2 **Minutes – Records of Meetings**

19.2.1 Minutes shall be kept and recorded as required by the Corporations Act of every meeting held in accordance with this Constitution.

20. **RETENTION OF RECORDS**

20.1 **Retention Of Records – Inspection**

Subject to any applicable law, all accounting records and auditor's report shall be retained by the VFF for a period of at least seven (7) years after the completion of the transactions to which they relate and shall be maintained and stored physically or electronically on on-site or off-site servers or in such manner as the Board may direct.

21. **PRESCRIBED BALLOTS**

21.1.1 Whenever pursuant to this Constitution an election is to be conducted by Prescribed Ballot:

- (a) The Chief Executive Officer shall act in the capacity of returning officer for the conduct of the Prescribed Ballot. If the Chief Executive Officer is unable to fulfil the role of returning officer, the President shall appoint an alternative returning officer.

- (b) To the extent not inconsistent with law or this Constitution, the returning officer may adopt standing rules from time to time regulating the conduct of a Prescribed Ballot, including in respect of the appointment of scrutineers by the candidates in an election.
- (c) All Voting Members eligible to vote for the Prescribed Ballot shall receive either a ballot paper or be directed to the online voting platform in order to exercise their vote.
- (d) In a Prescribed Ballot, each Voting Member shall have one (1) vote.
- (e) After all votes have been recorded within the prescribed period, the returning officer must prepare a voting report for the Prescribed Ballot, recording the results.
- (f) The Chief Executive Officer shall declare the result of the ballot to the Voting Members.

22. **POLLS**

22.1 **Procedure for Polls**

22.1.1 Whenever pursuant to this Constitution a question is to be decided by poll, the following procedure shall be observed:

- (a) Subject to clause (a), the poll will be taken in the manner and at the time and place as the chairperson of the meeting directs, and either immediately or after an interval or adjournment or otherwise.
- (b) The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- (c) The demand for a poll may be withdrawn.
- (d) If there is a dispute as to the admission or rejection of a vote, the chairperson will finally determine that dispute.
- (e) The chairperson will have a casting vote in addition to any deliberative vote they may have if the vote is tied.

22.1.2 The provision above, clause 22.1.1, may be undertaken directly at the meeting for which such poll is to be transacted.

22.1.3 The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment will be taken at the meeting and without adjournment.

23. **DISQUALIFICATION AND REMOVAL FROM OFFICE**

23.1 **Disqualification**

23.1.1 The office of a member of the Commodity Policy Council or any other committee of the VFF shall be vacated:

- (a) if they shall cease to be a Member of the VFF;

- (b) if a resolution be passed by the governing body by whom they were elected that they shall be removed from office (a copy of such resolution shall be forwarded to the Chief Executive Officer);
- (c) if by notice in writing to the Chief Executive Officer from the elected person; or
- (d) if the elected position is no longer available as a result of a Commodity Group merging or dissolving.

24. PARLIAMENTARY ENDORSED CANDIDATES AND MEMBERS OF PARLIAMENT

24.1 Parliamentary Endorsed Candidates and Members of Parliament

24.1.1 A Director or Member of a Commodity Policy Council, or any other committee or of the VFF shall be suspended from that office if they become an endorsed candidate to a Parliament of Victoria or Australia from the date of being an endorsed candidate until the declaration of the poll.

24.1.2 A Member holding any elected position within the VFF shall resign their position if they are elected to any Parliament in Australia.

25. CONSTITUTION

25.1.1 The VFF must send a copy of the Constitution to a Member within seven (7) days if the Member:

- (a) asks the company, in writing, for the copy; and
- (b) pays any fee (up to the prescribed amount) required by the Board from time to time.

26. ALTERATION OF CONSTITUTION

26.1.1 No provision of this Constitution may be altered nor any provision added to or rescinded except by resolution of an Annual General Meeting or Extraordinary General Meeting which resolution must be passed by not fewer than three quarters of such Members (including any proxies, attorneys and Representatives) as are present at such meeting.

26.1.2 At least sixty (60) days notice of the proposed alteration to or rescission of this Constitution must be given to Members. Such notice shall be given in accordance with the notice provisions contained in this Constitution.

27. DISSOLUTION

27.1 Dissolution – VFF

27.1.1 The VFF may be dissolved by a resolution passed by a three quarters majority of the Voting Members present and voting at an Extraordinary General Meeting of Members duly convened for that purpose provided that not less than six (6) calendar months notice in writing of the intention to convene such an Extraordinary General Meeting has been given to all the Voting Members of the VFF.

- 27.1.2 If a resolution for the dissolution of the VFF is passed, the real and personal property of the VFF shall be held by the Trustee and shall be applied by it first in payment of the debts and liabilities of the VFF and the costs of and incidental to the dissolution and after that, shall be transferred to such other body, institution or federation having objects similar to those of the VFF and whose Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the VFF as the Board may resolve or in default of any determination by the Board to some non-profit making body, institution or federation as a Judge of the Supreme Court of Victoria may resolve.
- 27.1.3 Upon the final distribution of the property and assets of the VFF the Trustee of the VFF shall submit to the Members an audited statement of the distribution.
- 27.1.4 No portion of the income, moneys, or funds of the VFF shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Members on the dissolution of the VFF or at any other time.

28. INDEMNITY

- 28.1.1 Subject to the Corporations Act, every member of the Board, Policy Council, the Commodity Policy Councils, Issue Advisory Committees, the Chief Executive Officer of the VFF, office bearers of the VFF and other officers for the time being of the VFF and Directors and officers of the Trustee shall be indemnified out of the assets of the VFF against any liability arising out of the execution in good faith of the duties of their office.

29. REMUNERATION AND ALLOWANCES OF DIRECTORS AND OFFICEHOLDERS

29.1 Director Remuneration

- 29.1.1 Subject to the Corporations Act, Directors are entitled to receive directors' fees for their services as directors. The maximum amount the Board receives for distribution as directors' fees in any 12-month period must be set at an Annual General Meeting. Subject to clause 29.1.2, this maximum approved amount may remain in place for each period of 12 calendar months without approval at any subsequent Annual General Meetings.
- 29.1.2 No increase in the aggregate amount of directors' fees per annum may be paid without the approval of a majority of Voting Members at the Annual General Meeting.
- 29.1.3 Unless otherwise directed by the resolution approving the Directors' fees, the sum is to be divided among the directors in any proportions as the Board may resolve from time to time. If a Director holds office for less than the whole of the relevant period in respect of which directors' fees are paid, that Director is only entitled to receive directors' fees in proportion to the time during the period for which the Director has held office.
- 29.1.4 In addition to any amount of directors fees payable in accordance with this clause 29.1, Directors are entitled to:
- (a) payment of out-of-pocket expenses incurred by the Director in the performance of any duty as Director where the amount payable does not exceed an amount previously approved by the Board;

- (b) payment for any service rendered to the VFF by the Director in a professional or technical capacity, other than in the capacity of Director, where provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which is reasonably commercial payment for the service;
- (c) payment of any salary or wage due to the Director as an employee of the VFF where the terms of employment have been approved by the Board; or
- (d) the payment of an insurance premium in accordance with clause 28.

29.2 **Officeholders**

29.2.1 Subject to the Corporations Act, the Board may in its sole discretion resolve to pay:

- (a) out-of-pocket expenses incurred by an Officeholder, who is not a Director nor employee of the VFF, in the performance of any duty as an Officeholder where the amount payable does not exceed an amount previously approved by the Board; and
- (b) allowances for the performance of any duty as an Officeholder, who is not a Director nor employee of the VFF, where the amount payable in aggregate does not exceed the maximum amount payable to Officeholders previously approved by the Board.

30. **USING TECHNOLOGY TO HOLD MEETINGS**

30.1.1 Whenever pursuant to this Constitution a meeting may be held using technology, the following applies:

- (a) the meeting may be held at two or more venues using any technology that gives the participants as a whole reasonable opportunity to participate; and
- (b) any participant using this technology is taken to be present in person at the meeting.

31. **CODE OF CONDUCT**

31.1.1 Each elected individual voted into the Commodity Policy Council or Branch Executive shall at all times during the term of office comply with the Code of Conduct. The Board has the power to remove a member of the Branch Executive or Commodity Policy Council in the event of non-compliance with any Code of Conduct or other requirements.

32. **REPLACEABLE RULES**

32.1.1 Each provision of the Corporations Act which would but for this clause apply to the VFF as a replaceable rule within the meaning of the Corporations Act is displaced and does not apply to the VFF.

33. **INCONSISTENCY WITH THE CORPORATIONS ACT**

- 33.1.1 In the event that a provision of this Constitution is inconsistent with the Corporations Act, the provisions of the Corporations Act prevails to the extent of the inconsistency.