



DECISION

Fair Work (Registered Organisations) Act 2009
s.159—Alteration of other rules of organisation

NSW Farmers' (Industrial) Association (R2019/32)

MURRAY FURLONG

MELBOURNE, 30 MAY 2019

Alteration of other rules of organisation.

[1] On 13 August 2018 the NSW Farmers' (Industrial) Association (the Association) lodged with the Fair Work Commission a notice and declaration setting out particulars of alterations to its rules.

[2] The particulars set out alterations to Rules:

- 5 – Objects
- 6 – Powers
- 7 – Definitions and Interpretations
- 9 – Membership Application
- 12 – Service of Notices
- 13 – Membership Resignation
- 14 – Removal from Membership
- 17 – Membership Contribution Date Payable
- 19 – Membership Contribution – How Set
- 21 – Eligibility for Office
- 22 – President, Vice-President and Treasurer
- 23 – Executive Committee
- 25 – Chief Executive
- 28 – Banking Account
- 35A – Presentation of Financial Records
- 39 – Electoral Procedure – Officers Named Rule 20
- 40 – Power to Sue
- 41 – Costs and Penalties Incurred by Members
- 42 – Indemnity
- 43 – Seal
- 44 – Inspection of Rules and By-Laws
- 45 – Rules of Debate
- 46 – Dissolution of Association
- 47 – Alterations to Rules

and delete Rules:

- 18 – Membership Contribution Where Payable
- 29A – Governance and Accounting Obligations Training
- 36 – Disclosure of Officer’s Relevant Remuneration and Non-Cash Benefits
- 37 – Disclosure of Officer’s Material Personal Interests
- 38 – Disclosure of Payments by the Association

[3] The alterations to Rule 25 were subsequently withdrawn.

[4] The alterations serve two purposes. First, they modernise the language and operation of the rules. Secondly, they better align the Association with the NSW Farmers’ Association (NSWFA). It should be noted that Membership of the Association is contingent upon – and an inclusive benefit of – membership of the NSWFA.

[5] The alteration to Rule 5 allows the Association to align its objectives with the objects and aims of the NSWFA. In addition, the alteration permits the Association to make investments and manage assets in order to achieve those objectives.

[6] The alteration to Rule 6 grants the Association greater flexibility in managing its funds, subject to the reporting obligations outlined in the Fair Work (Registered Organisations) Act 2009 (the Act).

[7] The alteration to Rule 7 ensures that relevant definitions reflect other changes made to the rules.

[8] The alteration to Rule 9 means that when a person who is eligible for membership for the Association (i) becomes a member of the NSWFA and (ii) pays contributions and subscriptions to that body, they will also be regarded as a financial member of the Association. No separate fee is payable for membership of the Association.

[9] The alteration to Rule 12 allows Notices to be served electronically.

[10] The alteration to Rule 13 clarifies how members can resign from the Association. In addition, the alteration clarifies the method for identifying the time a resignation or cessation takes effect.

[11] The alteration to Rule 14 ensures consistent wording in the rule.

[12] The alteration to Rule 17 ensures consistency with the proposed changes to Rule 9. Particularly, it notes that membership of the Association is an inclusive benefit of NSWFA membership and a single subscription in relation to both bodies is paid to the NSWFA.

[13] The alteration to Rule 19 ensures consistency with the proposed changes to Rules 9 and 17.

[14] The alteration to Rule 21 qualifies who is eligible to be nominated for office. It provides that only Directors of the NSWFA (elected in accordance with its Rules) can serve as Directors of the Association.

[15] The alteration to Rule 22 prospectively changes the length of office terms for the President, Vice-president and Treasurer. In addition, it clarifies the process for filling casual vacancies.

[16] The alteration to Rule 23 prospectively changes the length of office terms for members of the Executive Committee. In addition, it clarifies the process for filling casual vacancies.

[17] The alteration to Rule 28 relates to the payment of membership fees and reflects the proposed changes to Rules 9, 17 and 19.

[18] The alteration to Rule 39 provides for greater flexibility in relation to the return of ballot papers.

[19] Rule 39, 40, 41, 42, 43, 44, 45, 46 and 47 have been re-numbered because Rules 36, 37 and 38 were deleted.

[20] On 10 October 2019 staff from the Fair Work Commission (Commission) contacted the Association to raise concerns with various alterations. A process of engagement followed and the Association proposed further alterations in draft form. Commission Staff provided feedback on the draft alterations.

[21] On 11 February 2019 the Association notified the Commission that it intended to make further amendments to Rule 22 and 23 and rescind the changes to Rule 25 to comply with the advice the Commission had offered.

[22] On 29 March 2019 the organisation lodged for the second time with the Fair Work Commission a notice and declaration setting out particulars of alterations to its rules.

[23] The particulars set out alterations to Rule 22 and 23. Those alterations superseded the alterations to Rule 22 and 23 which were lodged on 13 August 2018. For convenience, a copy of the earlier rule changes were also set out. In addition, the material which accompanied the declaration demonstrated that the Association had rescinded the earlier alterations to Rule 25.

[24] On the information contained in the two notices I am satisfied that all of the alterations have been made under the rules of the organisation.

[25] On 7 May 2019, James Jackson, President of the NSW Farmers' (Industrial) Association, gave consent, under subsection 159(2) of the Act, for the Delegate to make various amendments to the alterations for the purpose of correcting typographical, clerical or formal errors. Accordingly the following corrections have been made:

- In proposed rule 12(iii)(b): insert a full stop after the word receipt;
- In proposed rule 13B(i)(a): the word 'or' is missing after the semi colon;
- In proposed rule 21(iii)(a): insert a semi colon after the word due;
- In proposed rule 23(iv): sub rule (i) should be labelled (a); and
- In proposed rule 23(iv): sub rule (ii) should be labelled (b).

[26] In my opinion, the alterations comply with and are not contrary to the Fair Work (Registered Organisations) Act 2009, the Act, modern awards and enterprise agreements, and are not otherwise contrary to law. I certify accordingly under subsection 159(1) of the Fair Work (Registered Organisations) Act 2009.



DELEGATE OF THE GENERAL MANAGER

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< PR708140 >

svc-adlib5

From: Gracia Kusuma <kusumag@nswfarmers.org.au>
Sent: Tuesday, 7 May 2019 11:31 AM
To: KAYE, Cameron
Subject: RE: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]
Attachments: 190507 section 159(2) consent form.pdf

Follow Up Flag: Follow up
Flag Status: Completed

Dear Cameron,

Please find attached executed consent form as recommended.

Should there be any further clarification you require to expedite the certification process, please don't hesitate to let me know.

Kind regards,
Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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From: KAYE, Cameron [mailto:Cameron.Kaye@fwc.gov.au]
Sent: Thursday, 2 May 2019 3:14 PM
To: Gracia Kusuma
Subject: RE: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]

Dear Gracia

Per our discussion a few moments ago, I have attached a draft s.159(2) consent form.

I have put in my suggestions, however feel free to add or remove these as you see fit.

I recommend the document is signed by the same person who signed the declaration, namely James Jackson.


Please don't hesitate to contact me if you have any questions.

CONSENT OF AUTHORISED OFFICER in accordance with Section 159(2) of the *Fair Work (Registered Organisations) Act 2009*

I, James Jackson of Level 4, 154 Pacific Highway, St Leonards, NSW am the President of the NSW Farmers (Industrial) Association (“the Association”) and am authorised to give consent under section 159(2) of the *Fair Work (Registered Organisations) Act 2009* to the General Manager (or her Delegate) to amend the alteration for the purpose of correcting a typographical, clerical or formal error.

Alterations to the rules of the Association were notified to the Fair Work Commission on 29 March 2019. I give consent for the General Manager to amend the alterations for the purpose of correcting the following typographical, clerical or formal error[s]:

1. 12(iii)(b): insert a full stop after the word receipt;
2. 13B(i)(a): the word ‘or’ is missing after the semi colon;
3. 21(iii)(a): insert a semi colon after the word due;
4. 23(iv): sub rule (i) should be labelled (a);
5. 23(iv): sub rule (ii) should be labelled (b).



James Jackson
President

7 May 2019

[PLEASE NOTE: This Consent Form must contain details of the errors to be corrected and the correction that is being consented to; a failure to identify and explain the corrections is likely to be insufficient to allow the General Manager or her Delegate to alter the particulars. This Consent Form can be emailed back to the ros@fwc.gov.au email address or sent directly to the action officer handling your matter.]

svc-adlib5

From: KAYE, Cameron
Sent: Thursday, 2 May 2019 3:14 PM
To: 'Gracia Kusuma'
Subject: RE: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]
Attachments: section 159(2) consent form - draft.docx

Dear Gracia

Per our discussion a few moments ago, I have attached a draft s.159(2) consent form.

I have put in my suggestions, however feel free to add or remove these as you see fit.

I recommend the document is signed by the same person who signed the declaration, namely James Jackson.

Please don't hesitate to contact me if you have any questions.

Best wishes,

Cameron Kaye
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4783
Fax: 03 9655 0410
cameron.kaye@fwc.gov.au

My working days are Tuesdays (after 12:30pm), Wednesdays, Thursdays and Fridays.

11 Exhibition Street, Melbourne Victoria 3000
GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

The Fair Work Commission acknowledges that our business is conducted on the traditional lands of Aboriginal and Torres Strait Islander peoples. We acknowledge their continuing connection to country and pay our respects to their Elders past, present and emerging.

From: Gracia Kusuma [mailto:kusumag@nswfarmers.org.au]
Sent: Friday, 12 April 2019 3:47 PM
To: KAYE, Cameron
Subject: RE: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]

Dear Cameron,

The notification is on the NSW Farmers website, accessible [here](#).

Have a great weekend.

Kind regards,

CONSENT OF AUTHORISED OFFICER in accordance with Section 159(2) of the *Fair Work (Registered Organisations) Act 2009*

I, [NAME] of [PROFESSIONAL ADDRESS] am the [POSITION] of the [ORGANISATION] and am authorised to give consent under section 159(2) of the *Fair Work (Registered Organisations) Act 2009* to the General Manager (or her Delegate) to amend the alteration for the purpose of correcting a typographical, clerical or formal error.

Alterations to the rules of the [ORGANISATION] were notified to the Fair Work Commission on [DATE]. I give consent for the General Manager to amend the alterations for the purpose of correcting the following typographical, clerical or formal error[s]:

1. 12(iii)(b): insert a full stop after the word receipt;
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3. 21(iii)(a): insert a semi colon after the word due;
4. 23(iv): sub rule (i) should be labelled (a);
5. 23(iv): sub rule (ii) should be labelled (b).

Signed and dated by an officer authorised to give consent.

[PLEASE NOTE: This Consent Form must contain details of the errors to be corrected and the correction that is being consented to; a failure to identify and explain the corrections is likely to be insufficient to allow the General Manager or her Delegate to alter the particulars. This Consent Form can be emailed back to the ros@fwc.gov.au email address or sent directly to the action officer handling your matter.]

svc-adlib5

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Sent: Friday, 12 April 2019 3:47 PM
To: KAYE, Cameron
Subject: RE: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]

Follow Up Flag: Follow up
Flag Status: Flagged

Dear Cameron,

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Have a great weekend.

Kind regards,
Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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From: KAYE, Cameron [mailto:Cameron.Kaye@fwc.gov.au]
Sent: Friday, 12 April 2019 2:36 PM
To: Gracia Kusuma
Subject: RE: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]

Dear Gracia

Thank you for confirming that information for me.

I had a further question regarding compliance with Regulation 126 of the *Fair Work (Registered Organisations) Regulations 2009*.

Regulation 126(1)(b) relevantly provides that following the lodgment of the rule alteration with the FWC, the organisation (NSW Farmers' (Industrial) Association) publish on its web site a notice that a rule alteration has been lodged.

Could you please confirm whether this has occurred, providing a hyperlink to the relevant page may also be instructive.

From: KAYE, Cameron
Sent: Friday, 12 April 2019 2:36 PM
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Could you please confirm whether this has occurred, providing a hyperlink to the relevant page may also be instructive.

Best wishes,

Cameron Kaye

From: Gracia Kusuma [mailto:kusumag@nswfarmers.org.au]
Sent: Friday, 5 April 2019 12:31 PM
To: KAYE, Cameron
Subject: RE: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]

Dear Cameron,

In response to the two questions you sought clarifications on:

1. Time and place of the meeting was determined by the Executive Committee
2. The respective motions were passed by majority vote

I'd be more than happy to assist should there be any further clarifications you require to progress approving the changes for NSW Farmers (Industrial) Association Rules.

Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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From: KAYE, Cameron
Sent: Friday, 5 April 2019 4:14 PM
To: 'Gracia Kusuma'
Subject: RE: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]

Dear Gracia

I acknowledge receipt of your email.

Thank you for providing that information. I will be in contact in due course.

Best wishes,

Cameron Kaye

From: Gracia Kusuma [mailto:kusumag@nswfarmers.org.au]
Sent: Friday, 5 April 2019 12:31 PM
To: KAYE, Cameron
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2. The respective motions were passed by majority vote

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Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

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From: KAYE, Cameron [mailto:Cameron.Kaye@fwc.gov.au]
Sent: Thursday, 4 April 2019 1:43 PM
To: Gracia Kusuma
Subject: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]

Dear Gracia

I refer to NSW Farmers (Industrial) Association's proposed rule alteration.

Following on from our telephone conversation this morning, I have spoken with Mark Elliott; and sought clarification on a number of points.

As your Association is not relying on the Annual General Meeting held as the mechanism for the rule change, we do *not* require you to provide supplementary particulars in relation to the AGM.

We now only need to focus on the Executive Committee meeting held on Wednesday 27 February 2019.

There are a couple of points I would like to raise in relation to rule 47.

Rule 47 relevantly provides (in relation to the Executive Committees):

Notwithstanding any of the foregoing provisions of this Rule, the Executive Committee shall be empowered to amend to the extent necessary to comply with a request or direction from the General Manager, any proposals for alteration, addition to, variation or rescission of any of the Rules adopted by or to be submitted to a General Meeting.

We believe your current declaration dated 29 March 2019 (Paragraph 4(b)) addresses the fact that Executive Committee relied upon the advice received; and therefore do not require further information on that point.

However, we do need information on a the specific Executive Committee meeting held, for the purposes of Rule 23 (which covers how the Executive Committee conducts meetings and makes decisions).

The two specific questions that need addressing are:

1. Was the meeting time and place determined by the Executive Committee *or* any General Meetings of Members (r 23(vii));
2. Were the respective motions passed by majority vote (r 23(vii)).

This information can be provided via email, it does not need to be in a supplementary declaration.

I apologise for the earlier confusion, feel free to contact me with any further questions.

Best wishes,

Cameron Kaye

Registered Organisations Section

Fair Work Commission

Tel: 03 8656 4783

Fax: 03 9655 0410

cameron.kaye@fwc.gov.au

My working days are Tuesdays (after 12:30pm), Wednesdays, Thursdays and Fridays.

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The Fair Work Commission acknowledges that our business is conducted on the traditional lands of Aboriginal and

From: KAYE, Cameron
Sent: Thursday, 4 April 2019 8:49 AM
To: 'kusumag@nswfarmers.org.au'
Subject: RE2019/32 - NSW Farmers' (Industrial) Association [SEC=UNCLASSIFIED]

Dear Gracia

I refer to the NSW Farmer's (Industrial) Association's alteration to Rules lodged on 29 March 2019.

I am currently in the process of assessing (inter alia), whether the AGM meeting held in July 2018 was in accordance with the registered rules of NSW Farmers' (Industrial) Association, specifically whether the meeting was held in accordance with Rule 47 and 27.

The current declaration provided (dated 29 March 2019) does not address the particulars of the meeting. I require a supplementary declaration to be provided as part of this application. I understand you already provided this information as part of a previous application, however I am unable to read documents across applications.

I also require the supplementary declaration be signed by an authorised officer (President) and contain:

- particulars of the fast track rule alteration by the Executive Committee (Rule 47). Specifically, whether the alterations were made within the available jurisdiction: being the direction from the General Manager.
- lastly, the second declaration will need to state that it can be read in combination with the first declaration provided on 29 March 2019.

Once I receive this supplementary declaration, I can continue assessing the application.

Please feel free to contact me if you have any questions regarding the above information; the purpose of my calls yesterday was to discuss the information above. In light of the fact, we could not get into contact successfully, I thought it best to send the information via email.

Best wishes,

Cameron Kaye
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4783
Fax: 03 9655 0410
cameron.kaye@fwc.gov.au

My working days are Tuesdays (after 12:30pm), Wednesdays, Thursdays and Fridays.

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GPO Box 1994, Melbourne Victoria 3001

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The Fair Work Commission acknowledges that our business is conducted on the traditional lands of Aboriginal and Torres Strait Islander peoples. We acknowledge their continuing connection to country and pay our respects to their Elders past, present and emerging.

svc-adlib5

From: KAYE, Cameron
Sent: Friday, 29 March 2019 4:25 PM
To: 'kusumag@nswfarmers.org.au'
Subject: FW: Changes to Rules [SEC=UNCLASSIFIED]
Attachments: Declaration of Changes to Rules (signed).pdf; Schedule A NSW Farmers (Industrial) Association Minutes 27 February 2019.pdf; SCHEDULE B - INDUSTRIAL ASSOCIATION RULES - TRACKED VERSION WITH CHANGES PASSED DURING 2018 AGM AND 2019 EXECUTIVE COMMITTEE MEETING.pdf

Dear Gracia

I acknowledge receipt of your Declaration of Changes to Rules and its associated documents.

I will be your action officer on behalf of the Fair Work Commission.

Please feel free to contact me with any questions.

Best wishes,

Cameron Kaye
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4783
Fax: 03 9655 0410
cameron.kaye@fwc.gov.au

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From: Gracia Kusuma [<mailto:kusumag@nswfarmers.org.au>]
Sent: Friday, 29 March 2019 9:28 AM
To: ROS
Cc: ELLIOTT, Mark
Subject: Changes to Rules

Dear Registered Organisation team,

Please find attached NSW Farmers (Industrial) Association's Declaration of Changes to Rules and its associated documents.

Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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From: Gracia Kusuma <kusumag@nswfarmers.org.au>
Sent: Friday, 29 March 2019 9:28 AM
To: ROS
Cc: ELLIOTT, Mark
Subject: Changes to Rules
Attachments: Declaration of Changes to Rules (signed).pdf; Schedule A NSW Farmers (Industrial) Association Minutes 27 February 2019.pdf; SCHEDULE B - INDUSTRIAL ASSOCIATION RULES - TRACKED VERSION WITH CHANGES PASSED DURING 2018 AGM AND 2019 EXECUTIVE COMMITTEE MEETING.pdf

Dear Registered Organisation team,

Please find attached NSW Farmers (Industrial) Association's Declaration of Changes to Rules and its associated documents.

Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

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DECLARATION OF AUTHORISED OFFICER in accordance with Regulation 126 *Fair Work (Registered Organisations) Regulations 2009*

ALTERATION OF OTHER RULES OF ORGANISATIONS in accordance with section 159 of the *Fair Work (Registered Organisations) Act 2009*

I, James Jackson of Level 4, 154 Pacific Highway, St Leonards, NSW am the President of the NSW Farmers (Industrial) Association ("the Association") and am authorised to give this notice of particulars of alterations to the rules of the Association and to make this declaration as required by Regulation 126 of the *Fair Work (Registered Organisations) Regulations 2009*.

1. I declare that the alterations were made in accordance with the Rules of the Association, in particular Rule 47.
2. The particulars of the rule alterations are set out in the Minutes of Meeting of the Executive Committee, which is attached to this declaration and labelled 'Schedule A'.
3. A consolidated copy of the Association's Rules tracked with changes passed by members in the Annual General Meeting in July 2018 and further changes passed by the Executive Committee in February 2019 is attached to this declaration and labelled 'Schedule B'.
4. The actions taken under the rules to make this alteration were as follows:
 - (a) In discussion with the Fair Work Commission regarding the approval process for amendments to Association's Rules passed by member in its Annual General Meeting in July 2018, the Fair Work Commission provided three written advice, dated 16 October 2018, 11 December 2019 and 22 February 2019.
 - (b) Relying on advice received from the Fair Work Commission, the Executive Committee approves further changes to the Association's Rules during its scheduled meeting on 27 February 2019.
5. I declare that the particulars set out in this notice are true and correct to the best of my knowledge and belief.



James Jackson
President

29 March 2019



NSW Farmers' Industrial Association
Executive Committee Minutes
Minutes of the 4th Meeting for 2018/19
Wednesday 27 February 2019
Level 4, 154 Pacific Highway, St Leonards NSW 2065

In attendance:

James Jackson; Chris Groves; Rebecca Reardon; Tim Duddy; Chris Kemp; David Mailler; Salvatore Russo; Lisa Minogue

Apology:

Paul Shoker

Also in attendance:

Peter Arkle (CEO) Gracia Kusuma (Company Secretary & Workplace Relations Director); Luke Messer (GM Support Services); Georgina Elliot (EA to the CEO).

No.	Item	Action
1	<p><u>Governance</u></p> <p>The Chair opened the meeting at 1.46 pm</p> <p>An apology was received from Director Paul Shoker.</p> <p>Motion: That the minutes from the meeting held on 9 October 2018 are a true and accurate record.</p> <p>Moved: Salvatore Russo Seconded: Lisa Minogue CARRIED</p> <p>There was no business arising from the minutes.</p>	
2	<p><u>Performance</u></p> <p>2.1 Workplace Relations Update</p> <p>The Workplace Relations Director spoke to the report, in addition provided updates on Single Touch Payroll, Modern Slavery laws and quad bike safety rebate which were not covered in the written report. Single Touch Payroll is confirmed to be extended to all businesses, including small businesses, from 1 July 2019. There will be 3 months transition period. There are two sets of Modern Slavery laws affecting businesses in NSW, the NSW laws for businesses with more than \$50 million in revenue and Commonwealth laws covering businesses with more than \$100 million in revenue. There is an overlap in the two jurisdictions, clarifications are being sought on how the two sets of laws will interact. The Government has announced additional funding to secure the quad bike safety rebate for the next two years to June 2020, the rebate package will also now include a rebate for one drone per eligible business.</p> <p>Motion: Relying on the advice from Fair Work Commission, Rule 22 of the Association Rules to be further amended in accordance with the marked up amendments set out on the meeting papers, reproduced below:</p>	

22 - PRESIDENT, VICE-PRESIDENT AND TREASURER

Commencing with the persons declared elected in the 2020 regular election a ~~There shall each year be elected a~~ President, Vice-president and Treasurer shall be appointed by election every two years.

(i) Nomination - President, Vice-president and Treasurer

Nomination for the office of President, Vice-president or Treasurer may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited.

(ii) Election - President, Vice-president and Treasurer

In the event of there being more than one nomination in respect of any of the offices of President, Vice-president or Treasurer, the names of the candidates shall be submitted to election by the whole.

(iii) Casual Vacancy - President, Vice-president and Treasurer

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled as follows:

(a) A casual vacancy in the office of President shall be filled by the Vice-president.

(b) Any casual vacancy in the office of President caused by failure sub-clause (iii)(a) of this rule to take effect or in the office of Vice-president, shall be filled by any member of the Executive Committee appointed thereto by the Executive Committee.

(c) In the event of a casual vacancy in the office of Treasurer an acting Treasurer may be appointed by the Executive Committee for the unexpired portion of the term.

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules, with the necessary changes being made. The Returning Officer shall determine the dates that nominations open and close in such an election. The roll of voters shall close seven days before nominations open. The person elected to fill the casual vacancy takes up office immediately upon the declaration of their election by the Returning Officer and shall hold office for the unexpired portion of their predecessor's term.

A casual vacancy may remain vacant at the

discretion of the Executive Committee until the next Annual General Meeting.

(iv) Term of Office - President, Vice-president and Treasurer

The term of office of the President, Vice-president and Treasurer shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, terminating immediately prior to the next succeeding declaration of election to office by the Returning Officer.

(v) Limitation - Number of Terms of Office - President, Vice-president and Treasurer

No President may hold the office of President and no Vice-president may hold the office of Vice-president for more than ~~four~~ two (2) terms in succession. Provided that when a President or Vice-president has been appointed to fill a casual vacancy the period of office of such President or Vice-president over the unexpired portion of the term of his predecessor shall not be taken into consideration for the purpose of computing the two ~~four~~ terms abovementioned. The Treasurer shall be eligible for re-election annually without limitation of term of office.

(vi) Duties - Treasurer

The Treasurer shall supervise the financial affairs of the Association in such manner as the Executive Committee may from time to time require and shall as required by these rules render a true account of all moneys received and expended and of all the assets and liabilities of the Association.

Moved: Chris Groves Seconded: Rebecca Reardon
CARRIED

Motion: Relying on the advice from Fair Work Commission, Rule 23 of the Association Rules to be further amended in accordance with the marked up amendments set out on the meeting paper, reproduced below:

23 - EXECUTIVE COMMITTEE

(i) Composition - Executive Committee

Commencing with the persons declared elected in the 2020 regular election every two years, ~~There shall each year be elected~~ an Executive Committee shall be appointed by election consisting of -

(a) the President, the Vice-president and the Treasurer elected in accordance with Rule 22;

(b) six other members elected pursuant to this Rule.

(ii) Nomination - Executive Committee

Nomination for the election of the six members of the

Executive Committee referred to in Rule 23(i)(b) may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited. In the event of there being more nominations than one for the office of President, all such nominations shall be deemed automatically nominated for Vice-president unless a nominee has advised the Returning Officer to the contrary in writing. In the event of there being more nominations than one for any of the offices of President, Vice- president or Treasurer, all the nominations for that office shall also be deemed automatically nominated for election to the Executive Committee under Rule 23(i)(b) unless a nominee has advised the Returning Officer to the contrary in writing.

(iii) Election - Executive Committee

In the event of there being more nominations than the six positions to be filled, the names of the candidates shall be submitted to election by the whole.

(iv) Casual Vacancy - Executive Committee

(i) Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled by the Executive Committee by appointment of any member.

(ii) Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules, with the necessary changes being made. The Returning Officer shall determine the dates that nominations open and close in such an election. The roll of voters shall close seven days before nominations open. The person elected to fill a casual vacancy takes up office immediately upon the declaration of their election by the Returning office and shall hold office for the unexpired portion of their predecessor's term.

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(v) Term of Office - Executive Committee

The term of office of members of the Executive Committee shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, terminating~~terminate~~ immediately prior to the next succeeding declaration of election to office by the Returning Officer.

SCHEDULE A

<p>Moved: Chris Groves Seconded: Rebecca Reardon CARRIED</p> <p>Motion: That changes to Rule 25 passed by members in 2018 AGM be rescinded following advice received from the Fair Work Commission</p> <p>Moved: Salvatore Russo Seconded: Rebecca Reardon CARRIED</p>	
<p>3 <u>General Business</u></p> <p>No business was submitted under this agenda item.</p> <p>The Chair closed the meeting at 1.59 pm on 27 February 2019.</p>	

Certified as a true and accurate record of the NSW Farmers' (Industrial) Association Executive Committee Meeting held on 27 February 2019.

.....
James Jackson, Chair

.....
Date

| [954N*]: Incorporates alterations of [*]12/09/2016 in matter [*]R2016/163

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I CERTIFY under section 161 of the Fair Work (Registered Organisations)
Act 2009 that the pages herein numbered 1 to 26 both inclusive contain a
true and correct copy of the registered rules of NSW Farmers' (Industrial)
Association

DELEGATE OF THE GENERAL MANAGER
FAIR WORK COMMISSION

[IMPORTANT: Enquiries about these rules or other rules relating to this organisation
which are currently in force may be directed to any office of Fair Work Commission.]

Rules of the NSW Farmers' (Industrial) Association
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1 - NAME

The name of the Association is "NSW Farmers' (Industrial) Association" herein referred to as "the Association".

2 - INDUSTRY

The industry in connection with which the Association is established is the pastoral, agricultural, orcharding, dairy farming, poultry, piscicultural, fishing, vegetable, forestry, mushroom growing, horticultural and livestock industries (which are hereinafter collectively referred to as "the industry") within the State of New South Wales and the Australian Capital Territory.

3 - REGISTERED OFFICE

The registered office of the Association shall be at Level 6, 35 Chandos Street, St. Leonards, New South Wales or at such other place as the Executive Committee may from time to time appoint.

Notice of any change of address shall be given to the General Manager under the *Fair Work (Registered Organisations) Act 2009* (Cth) as amended ("the FWRO Act").

4 - SPHERE OF OPERATIONS

The sphere of operations of the Association shall lie within the State of New South Wales and Australian Capital Territory.

5 - OBJECTS

The objects of the Association are:

- (i) ~~(i)~~ to be a voluntary Association of employers in the industry as defined in 2 above;
- (ii) ~~to assist, cooperate with and promote the objectives of any other association or organisation whose objects are altogether or in part similar to or compatible with those of the Association;~~
- ~~to invest and manage the moneys, property and assets of the Association;~~
- (iii)
- (iv) ~~(ii)~~ to inform, counsel, represent and advise its members in matters relating to their industrial pursuits;
- (v) ~~(iii)~~ to further and protect the interests of its members as a corporate body in all industrial matters;
- (vi) ~~(iv)~~ to provide industrial services for members;
- (vii) ~~(v)~~ to preserve the rule of law as essential security for individual rights and liberties;
- (viii) ~~to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.~~

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6 - POWERS

The Association shall have power to do all things necessary or convenient to be done for or in connection with, or as incidental to, its objects and in particular, without limiting the generality of the foregoing shall have power:

- (i) to obtain registration as an industrial organisation under the FWRO Act, and as an industrial union under the *Industrial Relations Act 1996* (NSW) and any other Act at the discretion of the Executive Committee;
- (ii) to submit industrial disputes to conciliation or arbitration pursuant to any Commonwealth or State Act;

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- (iii) to negotiate and be a party to industrial agreements;
- (iv) to take any lawful action to prevent or terminate strikes;
- (v) to secure legal advice and assistance for members in industrial matters;
- (vi) to conduct litigation;
- (vii) to acquire, purchase, take on lease, hold, sell, lease, mortgage, charge, exchange, and otherwise own, possess, and deal with in the name of the trustees for the time being of the Association any real or personal property (including shares in any company, wherever incorporated); and to borrow, lend, raise, secure, advance, waive or forgive the payment of moneys in such manner as the Association may think fit, subject to these Rules;
- (viii) to make representations to or arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them;
- (ix) to enter into any agreement with any person, partnership or company, body or organisation whose business or undertaking or operations are or may be connected with the industry and to purchase or otherwise acquire any paid-up contributing or other share or interest in any such business or undertaking and to form, or promote or assist in the formation or promotion of any company, firm, association or body;
- (x) to apply to any tribunal or court having jurisdiction and obtain an order directing the payment by any of its members of any fine, levy, penalty, or contribution in pursuance of these rules;
- (xi) to provide for the application of its moneys and property and special purposes funds to further its objectives;
- (xii) to maintain public relations with and to assist governmental and quasi-governmental bodies, business houses, undertakings, educational and scientific institutions, any organisations, bodies or persons whatsoever for the purpose of advancing the interests of members as a body or as individuals;
- (xiii) to co-operate with unions and associations in any part of Australia;
- (xiv) to enable the Association, subject to the provisions of the Act, to amalgamate or affiliate with and to appoint representatives to any employers' union or association in Australia;
- (xv) to promote unity among primary producers' organisations;
- (xvi) to provide for superannuation schemes or like arrangements for the benefit of members, employees of members, employees of the Association and the dependants of such members and employees;
- (xvii) to provide industrial services;
- (xviii) to edit or publish any newspaper, periodical, journal, book or e-materials;
- (xix) to enter into any agreement with the employees of the Association deemed to be for the mutual benefit of both the Association and such employees;
- (xx) to sue, as provided in Rule 40.

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7 - DEFINITIONS AND INTERPRETATIONS

"Act" shall mean the legislation or pieces of legislation (as applicable) under which the Association is registered or could be registered from time to time.

"local industrial committee": the term local industrial committee is used in these Rules with the intent that it shall not describe a Branch of an organisation within the meaning of any Act of Parliament under which the Association is registered.

"board": means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors.

"Contribution": means any fee, contribution or subscription for membership to the NSW Farmers' Association subscription.

"disclosure period": means the financial year unless a shorter period is specified.

"declared person or body": a person is a declared person or body if an officer of the Association has disclosed a material personal interest under 37(i); and the interest relates to, or is in, the person or body; and the officer has not notified the Association that the officer no longer has the interest.

"Election by the Whole": means election at which all financial members of the Association are entitled to vote as one electorate.

"employee": has its general meaning under the *Fair Work Act 2009* (Cth) ("the FW Act") and does not include a partner performing work for the partnership of which he is a member or a member of a family performing work for his family company of which he is a member.

"family company": means an exempt proprietary company, the members of which are relatives.

"financial duties": includes duties that relate to the financial management of the Association.

"financial member": means a member who is not more than one year in arrears of his payment of membership contribution made pursuant to rule 19.

"General Manager": means the General Manager of Fair Work Commission.

"industrial matters": shall mean those matters defined as industrial matters within the meaning of any Act of Parliament under which the Association is registered.

"Member": means a natural person, partnership or company in membership with the Association.

"membership": means membership or in membership of the Association or the NSW Farmers' Association as context dictates.

NSW Farmers' Association means the NSW Farmers' Association (ABN 31 000 004 651)

"non-cash benefit": means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

"peak council": has the same meaning as defined by the FW Act as consolidated, amended or replaced.

"properties": means unless the context otherwise requires, land the subject of pastoral or agricultural pursuits.

"related party" has the same meaning as defined by the FWRO Act as consolidated, amended or replaced.

“relative” in relation to a person: means parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person, or the spouse of the first mentioned person.

“relevant remuneration” means:

- (i) Any remuneration disclosed to the organisation by the officer under rule 36(i) by the officer during the disclosure period;
- (ii) Any remuneration paid during the disclosure period, to the officer of the Association.

“relevant non-cash benefits” means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer’s duties as an officer, by the Association or by a related party of the Association.

“remuneration”:

- (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but
- (ii) does not include a non-cash benefit; and
- (iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

Words importing the singular number also include the plural number and vice versa.

8 - MEMBERSHIP ELIGIBILITY

The persons, partnerships and companies eligible for membership of the Association shall be financial members of the NSW Farmers' Association who are or are usually employers in or in connection with the industry (as defined in Rule 2) or any part thereof, together with such other persons or companies as have been appointed officers of the Association.

9 - MEMBERSHIP APPLICATION

- (i) The Executive Committee shall prescribe forms of application for membership and such forms shall include requisition -

That every person or every partnership or the proper officer of every family company or the proper officer of every company other than a family company shall therein declare whether or not he or the partnership or the company is the owner or occupier of property in the Association's sphere of operation and, if so, the name and address of each and every such separate property.

- (ii) Every person, partnership or company shall upon applying for membership of the NSW Farmers' Association and payment of any fee, contribution or subscription for membership to the NSW Farmers' Association, be regarded, subject to the eligibility requirements of Rule 8, as a financial member of the Association. ~~pay the annual contribution hereinafter prescribed.~~ Until such payment is made to the NSW Farmers' Association and maintained from year to year, no applicant shall be admitted to financial membership of this Association.
- (iii) Upon receipt of an application for membership, the Chief Executive shall acknowledge receipt of same and inform the applicant, in writing, of:
 - (i) the financial obligations arising from membership, and
 - (ii) the circumstances, and the manner, in which a member may resign from the Association.

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10 - MEMBERSHIP ADMISSION

All applications for membership shall be subject to acceptance by the Executive Committee which may refuse such application on any of the following grounds:

- (i) that the applicant is not eligible for membership;
(ii) that the applicant is of general bad character;
(iii) that the applicant has failed to observe the requirements of membership application herein contained;
(iv) that the applicant has failed to register all properties owned or occupied by him or failed to pay the prescribed contribution in respect of each or any property.

11 - HONORARY LIFE MEMBERSHIP

The Executive Committee may admit any person to Honorary Life Membership who is a member of the Association and has been admitted to Honorary Life Membership of NSW Farmers' Association.

12 - SERVICE OF NOTICES

- (i) Each member shall give to the Association an address to which notices may be sent.
(ii) A notice may be given by the Association to any member either personally or by sending it by post to him at his registered address or by other electronic means, including email and facsimile.
(iii) A notice delivered by electronic means shall be deemed to have been served if sent to the address or number noted on the membership record of member and:
(a) In the case of email: immediately upon sending; or
(b) In the case of facsimile: at the time and on the date noted on a delivery receipt

13 - CEASING TO BE A MEMBERSHIP RESIGNATION

A. Resignation

- (i) A member may resign from membership by notifying -written notice addressed and delivered to the registered office of the Association of their resignation.
(ii) A notice of resignation delivered to the Chief Executive or the Association's employees shall be taken to have been received by the Association when it was delivered.
(iii) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with Rule 13 (i) or (ii).
(iv) A resignation is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

B. Other circumstances

- (i) A member shall cease to be a member of the Association in circumstances where:
(a) the member ceases to be a member of the NSW Farmers' Association pursuant to its Constitution;
(b) the member is removed from membership pursuant to Rule 14 by the Executive Committee.

C. Time of Ceasing to be a Member/Resigning

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17 ~~MEMBERSHIP CONTRIBUTION - DATE PAYABLE~~

(i) ~~A notice of resignation under Rule 13A takes effect on the day on which notification of resignation is received by the Association.;~~

~~(a) Where the member ceases to be eligible to become a member under Rule 13B immediately upon the event that gives rise to the cessation occurring:-~~

~~(i) on the day on which the notice is received by the Association; or,~~

~~(ii) on the day specified in the notice (which is a day not earlier than the day when the member ceases to be eligible to become a member);~~

~~whichever is the later; or~~

~~(b) in any other case:-~~

~~(i) at the end of 2 weeks after the notice is received by the Association; or~~

~~(ii) on the day specified in the notice;~~

~~whichever is the later.~~

D. Additional Matters

(i) Upon resignation or ceasing to be a member, a member shall cease to have any interest in or claim upon the funds of the Association but shall remain indebted to the Association for all contributions and other sums due by the member to the Association at the date of resignation taking effect.

(iv) ~~A notice delivered to the Chief Executive or the Association's employees shall be taken to have been received by the Association when it was delivered.~~

(v) ~~A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with Rule 13 (i).~~

(vi) ~~A resignation is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.~~

14 - REMOVAL FROM MEMBERSHIP

The Executive Committee may order the name of any member to be removed from the Register if he is adjudged by the Executive Committee to be guilty of misappropriation of the funds of the Association, substantial breach of these rules or gross misbehaviour. Thereupon the name of such member shall be removed from the Register and he shall cease to have any interest in or claim upon the funds of the Association but shall remain indebted to the Association for all contributions and other sums due by him to the Association at the date of his removal from membership:

Provided that the member shall first receive notice of the proposal for his removal and shall have had the opportunity to appear before the Executive Committee to render personal explanation or have delivered to the Executive Committee an explanation in writing. The Executive Committee may require the member to appear before it.

15 - MEMBERS NOT PARTNERS

Membership with the Association shall not create partnership and members shall in no way be liable for acts or omissions of each other.

16 - REGISTER OF MEMBERS

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- (i) There shall be kept in the office under the control of the Executive Committee a Register wherein shall be entered in respect of each member -
- (a) name;
 - (b) postal address;
 - (c) the local committee with which associated.
- (ii) There shall also be kept by a card or other system the names and addresses of financial members eligible to vote at elections of office bearers in such manner as to enable the Returning Officer appointed in respect of any election of office bearers or referendum to determine conveniently the members eligible to vote in respect of any election by the whole.

17 - MEMBERSHIP CONTRIBUTION - ~~DATE PAYABLE~~

- ~~(i) All annual membership contributions to the Association is contingent upon membership of the NSW Farmers' Association and any membership contribution shall be paid pursuant to the Constitution of the NSW Farmers' Association to the NSW Farmers' Association, with membership of this Association being an inclusive benefit, subject always to the eligibility requirements of Rule 8.~~
- ~~shall become due on 1 April of each year and shall be payable in advance of or by the due date, by any method of payment accepted by the Association from time to time.~~
- ~~(ii) All financial members as at 31 May 2014 shall be deemed to have an anniversary date of 1 April of each year, except in circumstances where the Association allows, or has previously allowed, certain commodity groups to operate in accordance with an amended due date for membership contributions, for whatever purpose.~~
- ~~(iii) For those commodity groups described by (ii) above, their annual membership contributions shall become due on the date prescribed by the Association from time to time, in each year. Membership contributions shall be payable in advance on or by the due date, by any method of payment accepted by the Association from time to time.~~
- ~~(iv) For the purpose of this clause, a "commodity group" shall mean a group of members who grow, produce or otherwise deal with a common commodity particular to their group (e.g poultry).~~

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18 - ~~MEMBERSHIP CONTRIBUTION - WHERE PAYABLE~~

~~Membership contribution shall be payable at the Registered Office of the Association or to an accredited representative of the Association. NOT USED~~

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19 - MEMBERSHIP CONTRIBUTION - HOW SET

- (i) The annual membership contribution payable by members shall be such contribution as the Executive Committee may from time to time determine, consistent with clause 17 above.
- ~~(ii) The Executive Committee has the power to determine a lesser amount of subscription (if any) to be paid by a member or to waive payment in special circumstances.~~
- ~~(iii) Within fourteen (14) days after the farm business (or part of the farm business) of a member is assigned or transferred to a non member, or a non member succeeds to the farm business (or part of the farm business) of a member, the member must notify the Association of such assignment, transfer or succession.~~

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20 - DEFINITION OF OFFICERS

The holders of the following offices within the Association shall be holders of office within the meaning of the Act -

- (i) President;
- (ii) Vice-president;
- (iii) Treasurer;
- (iv) member of the Executive Committee;
- (v) Trustee;
- (vi) Chief Executive.

21 - ELIGIBILITY FOR OFFICE

No person shall be eligible to be elected to any office other than those of Chief Executive and Trustee unless he or she is -

(ia)

(a) a person enrolled in membership;

(b) a partner of a partnership which is enrolled in membership as a partnership;

(c) a member of a family company which is enrolled in membership as a company; or

(d) ~~(iv)~~ a director or nominated officer of a company (other than a family company) which is enrolled in membership as a company; and

(ib)

~~and unless the member whether person, partnership or company is~~ a financial member; and

(iii) Firstly elected as a Director of the NSW Farmers Association:

(a) in any year that an election for the Executive Committee falls due or

(b) for any term that consists of or covers any election period for the Executive Committee function under these Rules.

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22 - PRESIDENT, VICE-PRESIDENT AND TREASURER

Commencing with the persons declared elected in the 2020 regular election Every two years. There shall each year be elected a President, Vice-president and Treasurer shall be appointed by election every two years.

(i) Nomination - President, Vice-president and Treasurer

Nomination for the office of President, Vice-president or Treasurer may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited.

(ii) Election - President, Vice-president and Treasurer

In the event of there being more than one nomination in respect of any of the offices of President, Vice-president or Treasurer, the names of the candidates shall be submitted to election by the whole.

(iii) Casual Vacancy - President, Vice-president and Treasurer

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled as follows:

- (a) A casual vacancy in the office of President shall be filled by the Vice-president.
- (b) Any casual vacancy in the office of President caused by failure sub-clause (iii)(a) of this rule to take effect or in the office of Vice-president, shall be filled by any member of the Executive Committee appointed thereto by the Executive Committee.
- (c) In the event of a casual vacancy in the office of Treasurer an acting Treasurer may be appointed by the Executive Committee for the unexpired portion of the term.

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules, with the necessary changes being made. The Returning Officer shall determine the dates that nominations open and close in such an election. The roll of voters shall close seven days before nominations open. The person elected to fill the casual vacancy takes up office immediately upon the declaration of their election by the Returning Officer and shall hold office for the unexpired portion of their predecessor's term. -

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(iv) Term of Office - President, Vice-president and Treasurer

The term of office of the President, Vice-president and Treasurer shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, -terminating immediately prior to the next succeeding declaration of election to office by the Returning Officer.

(v) Limitation - Number of Terms of Office - President, Vice-president and Treasurer

No President may hold the office of President and no Vice-president may hold the office of Vice-president for more than four two (2) terms in succession. Provided that when a President or Vice-president has been appointed to fill a casual vacancy the period of office of such President or Vice-president over the unexpired portion of the term of his predecessor shall not be taken into

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consideration for the purpose of computing the ~~four~~^{two} terms abovementioned. The Treasurer shall be eligible for re-election ~~annually~~ without limitation of term of office.

(vi) Duties - Treasurer

The Treasurer shall supervise the financial affairs of the Association in such manner as the Executive Committee may from time to time require and shall as required by these rules render a true account of all moneys received and expended and of all the assets and liabilities of the Association.

23 - EXECUTIVE COMMITTEE

(i) Composition - Executive Committee

Commencing with the persons declared elected in the 2020 regular election Every two years, There shall each year be elected an Executive Committee shall be appointed by election consisting of -

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(a) the President, the Vice-president and the Treasurer elected in accordance with Rule 22;

(b) six other members elected pursuant to this Rule.

(ii) Nomination - Executive Committee

Nomination for the election of the six members of the Executive Committee referred to in Rule 23(i)(b) may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited. In the event of there being more nominations than one for the office of President, all such nominations shall be deemed automatically nominated for Vice-president unless a nominee has advised the Returning Officer to the contrary in writing. In the event of there being more nominations than one for any of the offices of President, Vice-president or Treasurer, all the nominations for that office shall also be deemed automatically nominated for election to the Executive Committee under Rule 23(i)(b) unless a nominee has advised the Returning Officer to the contrary in writing.

(iii) Election - Executive Committee

In the event of there being more nominations than the six positions to be filled, the names of the candidates shall be submitted to election by the whole.

(iv) Casual Vacancy - Executive Committee

Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled

(i) A casual vacancy upon the Executive Committee may be filled by the Executive Committee by appointment of any member.

(ii) Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules, with the necessary changes being made. The Returning Officer shall determine the dates that nominations open and close in such an election. The roll of voters shall close seven days before nominations open. The person elected to fill a casual vacancy takes up office immediately upon the declaration of their election by the Returning Officer and shall hold office for the unexpired portion of their predecessor

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

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(v) Term of Office - Executive Committee

The term of office of members of the Executive Committee shall commence immediately upon the declaration of their election by the Returning Officer and shall [continue for a period of two \(2\) years](#), terminating immediately prior to the next succeeding declaration of election to office by the Returning Officer.

(vi) Chairman - Executive Committee

The President shall be the Chairman of the Executive Committee; and if unavailable the Vice-president shall assume the Chair and failing the Vice-president the Executive Committee shall elect a chairman from amongst its members.

(vii) Meetings - Executive Committee

The Executive Committee shall meet at such times and places as may be determined by the Executive Committee or any General Meetings of Members. Decision shall be by majority vote and the chairman shall have a deliberative and casting vote.

(viii) Quorum - Executive Committee

Six members shall constitute a quorum of the Executive Committee.

(ix) Leave of Absence - Executive Committee

The Executive Committee shall have power to grant leave of absence to any of its members for a period not exceeding three calendar months, and to any of its members absent upon the business of the Association in a representative capacity for any period. It shall be the duty of members of the Executive Committee to attend all meetings of that Committee to which leave of absence does not extend.

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(x) Functions - Executive Committee

The Executive Committee shall be the Committee of Management of the Association and may, subject to any decisions of members in general meetings duly convened and held, exercise all the functions and powers of the Association and without limiting the generality of the foregoing shall have power:-

- (a) to manage and administer the Association;
- (b) to execute the policy decisions of any general meeting of the Association;
- (c) to make on behalf of the Association industrial agreements;
- (d) to authorise the execution of all documents required to be executed in the exercise of the powers of the Association;
- (e) to deal in a manner responsible to General Meetings with matters arising from time to time;
- (f) to report the proceedings of the Association to General Meetings;
- (g) on behalf of the Association and any of its members to bring or to authorise the bringing of any industrial dispute or matter before any Commonwealth or State industrial tribunal or other tribunal and may, for that purpose, formulate or authorise any claims, defences or other necessary proceedings or documents incidental thereto, and may on behalf of the Association and any of its members give any undertakings to any such tribunal or other industrial authority;
- (h) subject to Rule 24 to acquire, purchase, take on lease, mortgage, charge, exchange, and otherwise own or possess and deal with real and personal property, and to direct the Trustee accordingly;
- (i) in consultation with the Chief Executive to appoint and remove staff and to determine staff salaries, allowances and wages according to law;
- (j) to enter into contracts for the supply of goods or services;
- (k) to appoint advisory sub-committees and advisory committees;
- (l) to delegate functions to the Chief Executive committees or sub-committees elected pursuant to these rules;
- (m) to litigate;
- (n) subject to Rule 35A, to receive the auditor's report, the general purpose financial report and the operating report on behalf of the Association.

(xi) Fees - Executive Committee

Each member of the Executive Committee shall be paid -

- (a) such fees, expenses and allowances as may from time to time be determined by General Meeting; and
- (b) in addition, the President and Treasurer shall be paid such fees and allowances as may from time to time be determined by the Executive Committee.

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(xii) Removal - Executive Committee members

Any General Meeting may at any time by resolution passed by three-fourths of those present in person or by proxy and entitled to vote at such meeting remove any member of the Executive Committee: Provided that no member of the Executive Committee shall be removed from office unless he has been adjudged by the General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or that he has ceased, according to these rules to be eligible to hold office: and provided also that the member shall first receive notice of proposal for his removal and shall have had an opportunity to appear before the General Meeting to render personal explanation or have delivered to the General Meeting explanation in writing. The General Meeting may require the member of the Executive Committee to appear before it.

24 - TRUSTEE

(i) Election - Trustee

There shall be elected a Trustee, which shall be a Company.

(ii) Scope of Election - Trustee

In the event of there being more nominations than one, the names of the candidates shall be submitted to election by the whole.

(iii) Term of Office - Trustee

The Trustee shall have a term of office of four years duration and be eligible for re-election on the expiry of the term; provided that the Executive Committee may remove the Trustee from office if it has been adjudged by the General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or has ceased according to these rules to be eligible to hold office: and further provided that the Trustee shall first receive notice of proposal for its removal and shall have had an opportunity to be represented before the General Meeting to render an explanation or have delivered to the General Meeting an explanation in writing. The General Meeting may require the Trustee to appear before it.

The term of office of the Trustee shall commence immediately upon the declaration of election to such office by the Returning Officer and shall terminate immediately prior to the next succeeding declaration of election to such office by the Returning Officer.

(iv) Casual Vacancy - Trustee

In the event of a vacancy in the office of Trustee for any reason the Executive Committee may appoint a company to fill the same until the next ensuing Annual General Meeting when nominations will be invited for an election to fill the vacant office for the unexpired term, if any. If more than one nomination is received, an election of the whole shall be conducted in accordance with the provision of Rule 36.

(v) Functions - Trustee

The Trustee shall be vested with all real and personal property of the Association upon trust for the Association and shall whenever called upon by the Executive Committee execute all documents and do all things necessary to transfer, convey, lease, mortgage or charge, or otherwise deal with any of such property in the manner directed by the Executive Committee. Such Trustee shall not be required to make good any loss which may arise or happen in the funds of the Association but shall be liable only for the property which shall be actually received by it or them on trust for the Association.

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25 - CHIEF EXECUTIVE

There shall every four (4) years be elected a Chief ~~of Staff~~Executive.

(i) Nomination - Chief Executive

Nomination of any person for election to the office of Chief Executive may be made by any two members at an Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to the office of Chief Executive will be invited.

(ii) Election - Chief Executive

In the event of there being more than one nomination, the names of the candidates shall be submitted to election by the whole.

(iii) Term of Office - Chief Executive

The Chief Executive shall have a term of office of four years duration and be eligible for re-election at the expiry of that term; provided that the Executive Committee may remove the Chief Executive from office if he has been adjudged by a General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or has ceased according to these rules to be eligible to hold office: and further provided that the Chief Executive shall first receive notice of proposal for his removal and shall have had an opportunity to appear before the General Meeting to render a personal explanation or have delivered to the General Meeting an explanation in writing. The General Meeting may require the Chief Executive to appear before it. The term of office of the Chief Executive shall commence immediately upon the declaration of his election to such office by the Returning Officer and shall terminate immediately prior to the next succeeding declaration of election to such office by the Returning Officer.

(iv) Casual Vacancy - Chief Executive

In the event of a vacancy in the office of Chief Executive for any reason the Executive Committee may appoint a person to fill the same until the next ensuing Annual General Meeting when nominations will be invited for an election to fill the vacant office for the unexpired term, if any. If more than one nomination is received, an election of the whole shall be conducted in accordance with the provisions of Rule 36.

(v) Remuneration - Chief Executive

The remuneration of the Chief Executive shall be determined by the Executive Committee.

(vi) Responsibilities

The responsibilities of the Chief Executive shall include -

- (a) the right to attend and speak at all meetings of the Association;
- (b) assisting the President and the Executive Committee in the execution of policy;
- (c) maintaining liaison with Federally constituted bodies;

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- (d) promoting the public relations of the Association generally;
- (e) executing returns and documents on the Association's behalf;
- (f) supervising the keeping of records and books of account;
- (g) allocating staff duties; and
- (h) generally giving effect to the instructions of the Executive Committee in all matters referred to in Rule 23.
- (i) the convening of meetings within the Association.

26 - LOCAL INDUSTRIAL COMMITTEES

Establishment - Local Industrial Committees

The Executive Committee shall establish local industrial committees of members to investigate matters and report thereon to the Executive Committee.

27 - GENERAL MEETINGS

(i) General Meeting - Annual

The Annual General Meeting of the Association shall take place within ninety days after the commencement of the Annual Conference of NSW Farmers' Association in each year on such day as the President or the Executive Committee may determine.

(ii) General Meeting - Special

- (a) A Special General Meeting may be convened at any time by the President or on the motion of the Executive Committee or subject to clause (b) of this rule by not less than one hundred financial members.
- (b) A request for a Special General Meeting made by not less than one hundred financial members shall state in writing the general nature of the business to be transacted thereat and bear the signatures of those requesting the Special General Meeting. Upon receiving such a request, the Chief Executive shall within twenty-one days despatch notice to all members convening the Special General Meeting. If notice has not been despatched within the prescribed time the members making the request or the majority of them may themselves convene the meeting.

(iii) Annual General Meetings - Business

Business for Annual General Meetings may be submitted by any local industrial committee; the Executive Committee, or any advisory committee in writing: provided that the requirement for notice of business as specified by the Executive Committee from time to time is met. Business shall also include consideration of the Accounts and Balance Sheet and any reports of the Executive Committee, auditors and others.

An Annual General Meeting shall have power on a vote of the majority of those present to deal with any urgent business raised at the meeting and relating only to industrial matters.

(iv) General Meetings - Convening Notice

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At least fourteen days' notice shall be given to all Members of the time and venue of a General Meeting.

(v) General Meetings - Quorum

- (a) No business shall be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. At all General Meetings thirty Members, of whom at least ten present other than by proxy shall form a quorum.
- (b) If no quorum be present within half an hour from the time appointed for an Annual General Meeting the Chairman shall adjourn such meeting from week to week until such time as a quorum shall be present.
- (c) If no quorum be present within half an hour from the time appointed for a Special General Meeting such meeting shall stand dissolved.

(vi) General Meetings - Chairman

At all General Meetings the President or, in his absence, the Vice-president shall occupy the chair: provided that in the absence of both President and Vice-president the Members present shall elect a chairman to preside at the meeting.

(vii) General Meetings - Questions; how determined

At any General Meeting a motion put to the vote of the meeting shall be decided by majority on the voices except that -

- (a) the motion shall be decided on a show of hands if demanded by the chairman or by any one member present in person; and
- (b) a secret ballot may be required by the chairman or by at least three members present in person;
- (c) Any secret ballot taken at a General Meeting shall conform to Rule 36(xvii).

(viii) General Meetings - Those entitled to attend

Any financial member of the Association shall be entitled to attend and vote at General Meetings.

A company or partnership proposing to be present at a General Meeting shall be entitled to one representative and shall on request notify the Chief Executive the name of its representative.

(ix) General Meetings - Proxies

Any member may be represented at and may vote at General Meetings by proxy given under that member's hand provided that the proxy be a financial member of the Association and the instrument appointing him be deposited with the Chief Executive at least twenty-four hours before the holding of the meeting.

(x) General Meetings - Attorneys

Absent members may be represented at and may vote at General Meetings by an attorney authorised by power of attorney to act generally on behalf of the absent member in respect of his property provided that the power of attorney be produced to the Chief Executive at least twenty-four hours before the holding of the meeting.

28 - BANKING ACCOUNT

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The funds of the Association shall be paid into a bank to its credit, or to the credit of a related entity or to the credit of the NSW Farmers' Association -and the bank account shall be operated upon as the Executive Committee shall determine or as the owner of the bank account dictates from time to time.

29 - EXPENDITURE OF FUNDS

- (i) After payment of the current expenses of the office the funds of the Association may be expended in the exercise of the powers of Association as the Executive Committee may from time to time determine. Any money or funds of the Association not required for the purposes of the Association may be invested either by way of establishment or continuance of reserve fund or otherwise in such manner as the Executive Committee may from time to time determine.
- (ii) Subject to sub-rule (iii) of this rule, no funds of the Association will be used for a loan, grant or donation of an amount exceeding one thousand dollars (\$1,000) unless the Executive Committee has approved making the loan, grant or donation and satisfied itself -
 - (a) that the making of the loan, grant or donation would not contravene the rules of the Association, and
 - (b) in relation to a loan - that in the circumstances for repayment of the loan there are satisfactory arrangements and adequate security is proposed to be given.
- (iii) The provisions of sub-rule (ii) will not apply to funds of the Association being:
 - (a) Invested in commercial script such as shares, debentures, mortgages or securities offered by persons or companies other than members, officers or employees of the Association.
 - (b) Used to provide for or make reimbursement of out of pocket expenses incurred by persons whilst acting for the benefit of the organisation.
- (iv) No member of the Executive Committee shall be responsible for any loss that may arise from investments or loans authorised by the Executive Committee, unless such loss be caused by his wilful neglect or default.
- (v) The Association shall develop and implement policies and procedures relating to the expenditure of the Association in addition to sub-rules (i) to (iv) above.

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~~29A - GOVERNANCE AND ACCOUNTING OBLIGATIONS TRAINING~~

~~Each officer of the Association whose duties in the Association include duties that relate to the Association's financial management (financial duties) must, within 6 months of the person beginning to hold such an office, undertake and complete training that covers each of the officer's financial duties (financial duties training). The financial duties training must be approved by the General Manager of the Fair Work Commission under section 154C of the FWRO Act.~~

30 - SPECIAL PURPOSES FUND

- (i) The Association may provide for the application of its money and property to special purposes which are consistent with its objects and within the scope of its powers provided the following conditions are observed -
 - (a) any payment in furtherance of such purposes shall be made out of a separate fund; and
 - (b) contribution to such separate fund shall be voluntary and not be a condition of admission to membership or of membership with the Association; and

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- (c) a member who does not contribute to such fund shall not be excluded from any of the benefits of the Association or be placed under any disability or at any disadvantage as compared with other members by reason of his failure so to contribute.
- (ii) Any question as to the purposes which from time to time be deemed special shall be determined by the Executive Committee.

31 - FINANCIAL YEAR

The financial year of the Association shall terminate on the 31st day of December.

32 - BOOKS OF ACCOUNT

Proper books of account shall be kept as the Executive Committee shall direct.

33 - AUDIT

Yearly audit of the accounts of the Association shall be made by an auditor who is a registered company auditor within the meaning of the Companies Act, 1961, as amended or a person registered under the Public Accountants Registration Act, 1945, as a public accountant. The auditor shall be elected at the Annual General Meeting and shall be eligible for re-election.

34 - AUDITOR'S DUTIES

The auditors shall have access at all times to the books (including Minute Books), vouchers, documents and securities of the Association, and they shall be furnished with such information and explanations as they may require for the performance of their duties as auditors. The auditors shall examine the annual accounts of the Association and their report shall be presented to the members at each Annual General Meeting.

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35 - RETENTION OF RECORDS

Subject to the Evidence (Reproductions) Act, 1967, the accounting records and auditor's report shall be retained by the Association for a period of at least seven years after the completion of the transactions to which they relate and shall be kept in the registered office of the Association in such manner as the Executive Committee may direct and there be available for inspection by any Member of the Association.

35A-36 – PRESENTATION OF FINANCIAL RECORD

Despite anything to the contrary in the rules of the Association, the auditor's report, the general purpose financial report, the Committee of Management Statement and the operating report (the full financial reports) of the Association may be presented to a meeting of the committee of management of the Association, provided that at any time upon the demand of at least 100 members or 5% of the membership of the Association (whichever is the less) a Special General Meeting of the Association shall be called and held for the purpose of considering the full financial reports of the Association. A Special General Meeting under this rule shall be called and held in accordance with Rule 27.

36 - DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS

~~(i) Each officer of the Association shall disclose to the Association any remuneration paid to the officer:~~

~~(a) because the officer is a member of the board, if:~~

~~i. the officer is a member of the board only because the officer is an officer of the Association; or~~

~~ii. the officer was nominated for the position as a member of the board by the Association, or a peak council; or~~

~~(b) by any related party of the Association in connection with the performance of the officer's duties as an officer.~~

~~(ii) The disclosure required by sub-rule (i) shall be made to the Association:~~

~~(a) as soon as practicable after the remuneration is paid to the officer; and~~

~~(b) in writing.~~

~~(iii) The Association shall disclose to the members of the Association:~~

~~(a) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and~~

~~(b) for those officers:~~

~~i. the actual amount of the officers' relevant remuneration for the disclosure period; and~~

~~ii. either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.~~

~~(iv) For the purposes of sub-rule (iii), the disclosure shall be made:~~

~~(a) in relation to each financial year;~~

~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~

~~(c) in writing.~~

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~~37 - DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS~~

- ~~(i) Each officer of the Association shall disclose to the Association any material personal interest in a matter that:~~
- ~~(a) the officer has or acquires;~~
 - ~~(b) a relative of the officer has or acquires;~~
 - ~~that relates to the affairs of the Association.~~
- ~~(ii) The disclosure required by sub-rule (i) shall be made to the Association:~~
- ~~(a) as soon as practicable after the interests is acquired; and~~
 - ~~(b) in writing~~
- ~~(iii) The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to sub-rule (i).~~
- ~~(iv) For the purpose of sub-rule (iii), the disclosure shall be made:~~
- ~~(a) in relation to each financial year;~~
 - ~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~
 - ~~(c) in writing~~

~~38 - DISCLOSURE OF PAYMENTS BY THE ASSOCIATION~~

- ~~(i) The Association shall disclose to the members of the Association either:~~
- ~~(a) each payment made by the Association, during the disclosure period:

 - ~~i. to a related party of the Association; or~~
 - ~~ii. to a declared person or body of the Association~~~~
 - ~~(b) the total of the payments made by the Association, during the disclosure period:

 - ~~i. to each related party of the Association; or~~
 - ~~ii. to each declared person or body of the Association.~~~~
- ~~(ii) Sub-rule (i) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.~~
- ~~(iii) For the purposes of sub-rule (i), the disclosure shall be made:~~
- ~~(a) in relation to each financial year;~~
 - ~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~
 - ~~(c) in writing.~~

~~379 - ELECTORAL PROCEDURE - OFFICERS NAMED RULE 20~~

- (i) Nominations at Annual General Meeting

When the term of office for any of the offices defined in Rule 20 hereof has expired or is about to expire, nominations of candidates for election to office pursuant to these rules shall be invited by the Returning Officer at the Annual General Meeting, of which not less than 14 days' notice has been given, including notice that nominations of candidates for election to office will be invited thereat. The roll of voters for an election for the offices defined in Rule 20 for which nominations will be invited at the Annual General Meeting, shall close 7 days before the date the President or Executive Committee determine the Annual General Meeting shall take place under sub-rule 27(i) of these rules.

- (ii) Nomination for Office

- (a) At the Annual General Meeting the Returning Officer shall invite nominations of candidates for the following offices:

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- (i) President,
- (ii) Vice-President,
- (iii) Treasurer,
- (iv) Member of Executive Committee (6 positions to be filled),
- (v) Chief Executive - on any occasion when the office of Chief Executive has expired, or is about to expire,
- (vi) Trustee - on any occasion when the office has expired or is about to expire.

(b) No nomination shall be accepted pursuant to this rule unless the nominee has signed written acceptance of nomination.

(iii) Ballot - when required

(a) If in respect of each office no more nominations are received than seats to be filled, the nominee or nominees, as the case may be, shall be declared elected.

(b) If in respect of any office more nominations are received than seats to be filled, a ballot shall be held.

(iv) Ballot papers - by whom received

In the conduct of ballots for election of offices, ballot papers shall be sent to all financial Members.

(v) Returning Officer - appointment

The Executive Committee shall appoint or secure according to law the appointment of a Returning Officer who shall not be a candidate for office, or the holder of any office in nor an employee of the Association.

(vi) Returning Officer - duties

The Returning Officer shall conduct the election from the calling for nominations to the declaration of the ballot.

He shall satisfy himself that no nomination is defective, provided that, before rejecting any nomination, he shall notify the person concerned of the defect and, if it is practicable to do so, give him an opportunity to remedy the defect within seven days after his being so notified.

He shall state the time and date by which voting papers must be returned to him which date shall be not earlier than the 30th day after the date upon which the voting papers are sent to members. He shall satisfy himself that ballot papers have been sent to, all financial Members, and upon return of the ballot papers shall check and count them as prescribed by this rule.

(vii) Scrutineers - appointment

The Executive Committee may appoint two official scrutineers to attend the ballot. Any candidate may if he so desires appoint at his own expense a scrutineer to represent him at the ballot. A candidate appointing a scrutineer shall, before the commencement of the count, notify the Returning Officer in writing of the name of such scrutineer.

(viii) Scrutineers - conduct and duties

The conduct and duties of Scrutineers shall be as follows -

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- (a) the Scrutineer shall be entitled to be present throughout a ballot and may query the acceptance or otherwise of any nomination and inclusion or exclusion of any vote in the count but final determination in these matters shall remain with the Returning Officer;
- (b) a Scrutineer shall not be entitled to remove, mark, alter or deface any ballot paper or other document used in connection with the election;
- (c) in every case the scrutineer shall observe any direction given by the Returning Officer and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise his rights but no election shall be vitiated by reason of the fact that a scrutineer does not exercise any or all of such rights if he has had reasonable opportunity to so do.
- (ix) Format of Voting papers
- (a) Each eligible voter shall vote for all candidates in order of preference, otherwise his vote shall be informal.
- (b) A composite voting paper shall be sent to all voters in respect of each of the following Groups -
- Group A - persons nominated for election as President, Vice-president and Treasurer; that is to say persons nominated for offices the occupiers of which become members of the Executive Committee ex-officio.
- Group B - persons nominated for election to the Executive Committee which group shall automatically include the persons whose names appear in Group A, except in circumstances where a Group A nominee has advised the Returning Officer in writing on or before the day of nomination of his intention to decline nomination for Group B.
- Group C - persons, natural or artificial, nominated for the office of Trustee.
- Group D - persons nominated for the office of Chief Executive.
- (x) Despatch of Ballot Papers

The Returning Officer shall, as soon as reasonably practicable following the calling of nominations at the Annual General Meeting, forward by prepaid post ballot papers to each eligible voter addressed to his registered address or to such other address as the voter shall, on account of his absence from his registered address, have notified to the Chief Executive in writing.

A voting paper or papers shall be despatched in one envelope and shall set out the names of the candidates in an order determined by lot and in accordance with Rule 36(ix) and shall be accompanied by two printed envelopes.

One envelope shall be a declaration envelope with a removable flap or label and the other a prepaid envelope. Both envelopes must comply with the forms prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003. ~~The Returning Officer shall have his own locked bag service at the General Post Office, Sydney~~

- (xi) Return of Voting paper

Each voting paper received by voters shall be placed by them in the declaration envelope. Each voting paper in order to confer a vote must be received by the Returning Officer not later than the date determined for its return at the address stated on the ballot papers. Before counting any votes or removing any ballot paper from the declaration envelope, the Returning Officer shall remove the flap or label from the envelope.

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(xii) The Count

- (a) On the week day next following the last day for receipt of voting papers, the Returning Officer shall count the votes. The Returning Officer shall not count any vote unless the ballot paper on which it is recorded is returned in the envelope sent to the voter and the declaration envelope has returned in a prepaid envelope. Otherwise, the Returning Officer shall open the voting papers and remove ineligible and informal votes and count formal votes.
- (b) The Returning Officer shall count first the votes recorded in respect of Group A and shall declare the successful candidates in that Group to be members of the Executive Committee: Provided that, in the event of the name of the successful candidate for the office of President appearing also in the ballot for election of Vice-president, his name shall be struck out of the ballot for Vice-president:

And further provided that in the event of the names of the successful candidates for the office of President and/or Vice-president appearing also in the ballot for the office of Treasurer, their names shall be struck out of the ballot for the office of Treasurer.

- (c) The Returning Officer shall next scrutinise the votes recorded in respect of Group B and shall strike out from the voting papers the names of candidates who have been declared elected in accordance with sub-paragraph (b) of this rule. He shall then proceed to count the votes cast in respect of the remaining candidates in Group B in order of preference then disclosed adjusted to the number of candidates then remaining. When six candidates are elected, the Returning Officer shall declare these six to be members of the Executive Committee.
- (d) In ballots for the offices of President, Vice-President, Treasurer, Chief Executive and Trustee, every count shall be by the ordinary preferential system in accordance with Schedule 1.
- (e) In ballots for the office of Member of Executive Committee every count shall be by the multiple preferential system in accordance with Schedule 2.

(xiii) Declaration of the ballot

The Returning Officer shall declare the results of the ballot by giving to the Chief Executive a written declaration signed by the Returning Officer, dated and identifying the ballot by reference to the rule or rules under which it was conducted and the candidates successful in the ballot shall take in accordance with these rules, the offices to which they were respectively elected.

(xiv) Further ballot

Notwithstanding any provisions in these Rules to the contrary, should any error or informality occur in any election, the Returning Officer may order a new election at times and dates to be determined by him. Where the Returning Officer so orders, the roll of voters for any new election for any of the offices defined in Rule 20 shall close seven days before nominations open for the new election.

(xv) Retention of Ballot Papers - Returning Officer

The Returning Officer shall retain all ballot papers (voting papers, envelopes and records of counts) for a period of one year from the date of declaration of each ballot.

(xvi) Insufficiency of Nominations - Executive Committee

In the event of insufficiency of nominations being received in respect of any election conducted pursuant to rules 22 and 23, any vacancy or vacancies upon the Executive Committee shall be

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filled by the Annual General Meeting which, in filling any such vacancy shall be informed of any informal nominations that may have been received. For this purpose the Annual General Meeting may nominate any financial Member or financial Members, and, in the event of contested election the matter shall be determined by secret ballot in accordance with sub-rule (xvii).

(xvii) Secret ballots at meetings

- (a) In the event of a secret ballot being held at a meeting, the Chairman shall appoint or secure, according to law, the appointment of a Returning Officer who shall not be the holder of any office in, nor an employee of the Association and shall invite the candidates for election each to appoint a scrutineer to represent him at the ballot. If the number of scrutineers appointed is fewer than two, the Chairman shall appoint sufficient scrutineers to ensure that at least two are present at the count.
- (b) The voting papers shall consist of a ballot paper which shall be initialled by the Returning Officer.
- (c) The Returning Officer shall deliver a voting paper so marked, to each eligible voter present.
- (d) The Returning Officer shall read in order or sequence determined by lot the names of the candidates for election whereupon the voters shall write down the names upon their voting papers in that order or sequence and thereafter exercise their votes according to the instructions of the Returning Officer.
- (e) The Returning Officer shall collect the voting papers and in the presence of the scrutineers shall count the votes and report the result of the ballot to the Chairman of the meeting.

40-38 - POWER TO SUE

- (i) The Association may sue or take any other proceedings either at law or in equity including proceedings to enforce payment by members of contributions due.
- (ii) The holder for the time being of the position of Chief Executive shall have power to sue and be sued on behalf of the Association.

41-39 - COSTS AND PENALTIES INCURRED BY MEMBERS

In the event of any member of the Association violating any industrial agreement to which the Association is a party or disobeying any award or order of any Industrial Arbitration Court or other tribunal contrary to the instructions of the Association, no costs or penalties incurred by him by reason of such violation or disobedience shall be borne by the Association.

42-40 - INDEMNITY

Every member shall indemnify and keep harmless to the Association and the Officers and members of staff thereof in respect of all penalties, damages, losses, actions, claims, costs and demands whatsoever which may be made against the Association or such officers and members in respect of any breach or non-observance of any undertaking given to any Commonwealth or State industrial tribunal or any other tribunal, committee or industrial authority.

4413 - SEAL

The Executive Committee shall provide for the safe custody of the seal which shall be used only by the authority of the Executive Committee, and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Chief Executive or by a second member of the Executive Committee.

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424 - INSPECTION OF RULES AND BY-LAWS

- (i) The rules shall be available in the registered office of the Association for inspection by members.
- (ii) Every applicant for membership, and every member upon application to the Chief Executive, shall receive a copy of the rules.

435 - RULES OF DEBATE

Rules of debate to be observed at all meetings of the Association and of committees and local committees thereof shall be in accordance with a Schedule circulated by the Executive Committee from time to time.

446 - DISSOLUTION OF ASSOCIATION

At a meeting called for that purpose (of which at least fourteen days' notice shall have been given by advertisement and also by notice addressed to each member stating the object thereof), the members may by a majority of three quarters of the members of the Association who may be present personally or represented by proxy or attorney at such meeting determine that the Association shall be dissolved and the same thereon shall be dissolved accordingly, and the Executive Committee shall take such means for winding up and closing the affairs of the Association as the Executive Committee may deem advisable, but subject to the following. The Association shall be dissolved automatically in the event of the number of members thereof not exceeding fifty. Upon a dissolution the real and personal property of the Association shall be applied

-- Firstly, in payment of all just claims of members and persons entitled to any salary, relief or benefit from the Association. Secondly, in payment of all just debts and liabilities of the Association due and owing to persons being members thereof. Thirdly, in payment of all the just debts and liabilities of the Association. Any surplus after payment of the cost of dissolution shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Association or institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

457 - ALTERATIONS TO RULES

Procedure

The Rules of the Association may be altered, added to, varied or rescinded by resolution of a General Meeting carried by at least one half of the members present personally or represented by attorney or proxy. Proposals for alteration, addition to, variation or rescission of any of the Rules of the Association may be submitted to the Chief Executive at any time by the Executive Committee or in writing by any twenty financial members or any local industrial committee created pursuant to these Rules, provided that when such proposals are made by either twenty financial members or a local industrial committee, such proposals must be received by the Chief Executive at least sixty days prior to the General Meeting to which they are to be submitted. Notwithstanding any of the foregoing provisions of this Rule, the Executive Committee shall be empowered to amend to the extent necessary to comply with a request or direction from the General Manager, any proposals for alteration, addition to, variation or rescission of any of the Rules adopted by or to be submitted to a General Meeting.

Schedule 1.

Ordinary Preferential Voting for election of President, Vice-President, Treasurer, Chief Executive and Trustee.

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- (i) A candidate who has received a number of first preference votes greater than half the total number of formal voting papers (ie. an absolute majority) shall thereupon be eligible to be declared elected.
- (ii) If no candidate has received an absolute majority of first preference votes, the Returning Officer shall proceed as follows:
 - (a) The candidate who received the fewest first preference votes shall be excluded and each voting paper counted to him shall be counted to the candidate next in order of the voters' preference.
 - (b) Then if no candidate has an absolute majority of votes, the process shall be repeated by excluding the next candidate who has the fewest votes and counting each of his voting papers to the unexcluded candidate next in order of the voters' preference, until one candidate has received an absolute majority of votes and is then eligible to be declared elected.

Schedule 2.

Multiple Preferential Voting for election to the office of Member of Executive Committee.

Definitions

"Primary Votes" are of equal value and comprise all preferences marked on the ballot paper by the voter down to the number of candidates to be elected.

"Secondary votes" are preferences beyond the primary votes marked on the ballot paper by the voter.

"Exhausted votes" are ballot papers which contain primary votes for the candidate being excluded in a particular exclusion and any other candidate previously excluded.

"Contingency votes" for a particular exclusion are the secondary votes received prior to his exclusion by the candidate then being excluded ie. ballot papers which during any preceding exclusion were received by the candidate now being excluded from a candidate previously excluded.

Ineligible and informal ballot papers

Count and record the number of ineligible and informal ballot papers which shall not be included in any subsequent count of the ballot.

Count primary votes:

For each candidate, determine the number of first preference ballot papers and record this number on the tally sheet.

Repeat this procedure for each of the remaining primary votes.

For each candidate determine the total number of primary votes received and record this on the tally sheet.

First exclusion

Exclude the candidate with the lowest total number of primary votes.

On each ballot paper which gives the excluded candidate a primary vote, place a tick adjacent to that candidate's name, then distribute all of his primary votes on to continuing candidates according to the first of the secondary votes on each ballot paper.

Determine the number of preferences so directed to each continuing candidate and record details on the tally sheet.

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Second and subsequent exclusions

Each ballot paper is transferred on only once.

Exclude the continuing candidate with the lowest progressive total.

Locate, count and record on the tally sheet as contingent votes the number of ballot papers which the candidate then being excluded received from candidate previously excluded ie. that candidate's secondary votes.

Then locate all ballot papers upon which the candidate then being excluded receives a primary vote. Of these ballot papers separate those previously ticked, thus being exhausted, and record this number in the tally sheet as exhausted votes.

On the remaining ballot papers which the candidate then being excluded receives a primary vote, place a tick adjacent to his name and distribute these ballot papers between continuing candidates according to the first of the secondary votes or if this vote is for a previously excluded candidate, then the vote is passed on to a continuing candidate according to the next available secondary vote.

Determine the number of votes thus received by each continuing candidate and record on the tally sheet a progressive total for each continuing candidate.

Repeat this procedure of excluding candidates with the lowest progressive total until there remains a number of continuing candidates one greater than the number of offices to be filled.

The candidate who then has the lowest progressive total is excluded and the remainder of the candidates are then eligible to be declared elected.

The following table comprises a form of tally sheet which could be used for a step by step ballot count using the multiple preferential system of counting, commencing after any informal or ineligible ballot papers have been identified, separated, counted and recorded on tally sheet.

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FIVE OFFICES TO BE FILLED

	A	B	C	D	E	F	G	H	I	J	C O N T I N G E N T	E X H A U S T E R D	T O T A L
1st Preference votes	62	65	103	27	90	16	20	35	46	22	-	-	486
2nd Preference votes	52	46	26	48	193	43	26	13	17	22	-	-	486
3rd Preference votes	63	75	35	32	86	31	33	49	56	26	-	-	486
4th Preference votes	60	58	49	62	39	46	70	43	30	29	-	-	486
5th Preference votes	58	51	63	47	26	72	62	36	29	42	-	-	486
Total Primary votes	295	295	276	216	434	208	211	176	178	141	-	-	2430
"J" excluded 141 votes transferred	32	19	23	13	9	27	11	2	5	EX	-	-	141
Progress Total	327	314	299	229	443	235	222	178	183		-	-	2430
"H" excluded 178 votes transferred	10	13	19	31	11	12	8	EX	19		2	53	178
Progress Total	337	327	318	260	454	247	230		202		2	53	2430
"I" excluded 202 votes transferred	21	17	26	16	-	13	14		EX		24	71	202
Progress Total	358	344	344	276	454	260	244				26	124	2430
"G" excluded 244 votes transferred	26	30	28	18	1	22	EX				33	86	244
TOTAL	384	374	372	294	455	282					59	210	2430

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"A", "B", "C", "D" and "E" eligible to be declared elected.

END OF RULES

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From: ELLIOTT, Mark
Sent: Friday, 22 February 2019 4:55 PM
To: 'Gracia Kusuma'
Subject: RE: NSWFA rule alterations - s159 Fair Work (Registered Organisations) Act 2009
- R2018/219 [SEC=UNCLASSIFIED]

Hi Gracia,

Thank you for your email.

Your response to our concerns about the alterations to Rule 25 is appropriate.

In relation to your further alterations to Rules 22 and 23, I have suggested a few changes.

The first relates to when your officers take up office. Under Rules 22(iv) and 23(v), NSWFI(A) officers take up office immediately after their declaration by the Returning Officer. This may be at the AGM, but need not be (see for instance Rules 39(iii)(b) & (x) – (xiii). To reflect that officers take up office when declared, I have made a couple of suggestions in connection with the opening paragraphs of Rule 22 and 23.

The second go to the conduct of an election to fill a casual vacancy. Under the current rules the only time that nominations are called for is at the AGM. Given a casual vacancy ballot will necessarily occur out of sync with the regular election cycle (i.e. – within the first six months of a regular election), the Returning Officer needs to be empowered to open and close nominations and to close the roll outside the timeframes used for a regular election. The remainder of the suggested changes reflect this. If your Executive Committee are not fond of the Latin expression “mutatis mutandis”, the generally used English translation that could instead be used is “with the necessary changes being made”. I have chosen 7 days for the roll of voter cut off as this is consistent with what occurs in other extraordinary elections (see for instance Rule 39(xxiv).

I am happy to discuss tis email should you wish.

Regards,

MARK ELLIOTT
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4687
Fax: 03 9655 0401
mark.elliott@fwc.gov.au

11 Exhibition Street, Melbourne Victoria 3000
GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

The Fair Work Commission acknowledges that our business is conducted on the traditional lands of Aboriginal and Torres Strait Islander peoples. We acknowledge their continuing connection to country and pay our respects to their Elders, past, present and emerging

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From: ELLIOTT, Mark
Sent: Monday, 11 February 2019 11:28 AM
To: 'Gracia Kusuma'
Subject: RE: NSWFA rule alterations - s159 Fair Work (Registered Organisations) Act 2009 - R2018/219 [SEC=UNCLASSIFIED]

Hi Gracia.

Thank you for your email. I will review the changes you propose and get back to you shortly.

Regards,

MARK ELLIOTT
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4687
Fax: 03 9655 0401
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From: Gracia Kusuma [mailto:kusumag@nswfarmers.org.au]
Sent: Monday, 11 February 2019 11:10 AM
To: ELLIOTT, Mark
Subject: RE: NSWFA rule alterations - s159 Fair Work (Registered Organisations) Act 2009 - R2018/219 [SEC=UNCLASSIFIED]

Dear Mark,

Following from your email in December, the Executive Committee has decided to progress resolving the issues you've raised by resolutions of the Executive Committee as permitted under Rule 47 of the Association Rules.

Are you able to confirm whether the proposed resolutions below will be suitable to address the two matters outlined in your latest correspondence? Your comments will be much appreciated.

Relying on the advice received from the Fair Work Commission, it is recommended to pass the following resolutions (blue indicates new amendments pursuant to FWC advice, red indicates amendments passed by members in the AGM) :

That Rule 22 of the Association Rules to be further amended in accordance with the marked up amendments as below:

22 - PRESIDENT, VICE-PRESIDENT AND TREASURER

Commencing from the 2020 Annual General meeting, ~~aThere shall each year be elected a~~ President, Vice-president and Treasurer ~~shall be appointed by election every two years.~~

(i) Nomination - President, Vice-president and Treasurer

Nomination for the office of President, Vice-president or Treasurer may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited.

(ii) Election - President, Vice-president and Treasurer

In the event of there being more than one nomination in respect of any of the offices of President, Vice-president or Treasurer, the names of the candidates shall be submitted to election by the whole.

(iii) Casual Vacancy - President, Vice-president and Treasurer

~~Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled as follows:~~

(a) A casual vacancy in the office of President shall be filled by the Vice-president.

(b) Any casual vacancy in the office of President caused by failure sub-clause (iii)(a) of this rule to take effect or in the office of Vice-president, shall be filled by any member of the Executive Committee appointed thereto by the Executive Committee.

(c) In the event of a casual vacancy in the office of Treasurer an acting Treasurer may be appointed by the Executive Committee for the unexpired portion of the term.

~~Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules.~~

~~A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.~~

(iv) Term of Office - President, Vice-president and Treasurer

The term of office of the President, Vice-president and Treasurer shall commence immediately upon the declaration of their election by the Returning Officer and shall ~~continue for a period of two (2) years,~~ terminating ~~e~~ immediately prior to the next succeeding declaration of election to office by the Returning Officer.

(v) Limitation - Number of Terms of Office - President, Vice-president and Treasurer

No President may hold the office of President and no Vice-president may hold the office of Vice-president for more than ~~four~~ **two (2)** terms in succession. Provided that when a President or Vice-president has been appointed to fill a casual vacancy the period of office of such President or Vice-president over the unexpired portion of the term of his predecessor shall not be taken into consideration for the purpose of computing the two ~~four~~ terms abovementioned. The Treasurer shall be eligible for re-election ~~annually~~ without limitation of term of office.

(vi) Duties - Treasurer

The Treasurer shall supervise the financial affairs of the Association in such manner as the Executive Committee may from time to time require and shall as required by these rules render a true account of all moneys received and expended and of all the assets and liabilities of the

Association.

That Rule 23 of the Association Rules to be further amended in accordance with the marked up amendments as below:

23 - EXECUTIVE COMMITTEE

(i) Composition - Executive Committee

Commencing from the 2020 Annual General Meeting, every two years, ~~There shall each year be elected~~ an Executive Committee shall be appointed by election consisting of -

- (a) the President, the Vice-president and the Treasurer elected in accordance with Rule 22;
- (b) six other members elected pursuant to this Rule.

(ii) Nomination - Executive Committee

Nomination for the election of the six members of the Executive Committee referred to in Rule 23(i)(b) may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited. In the event of there being more nominations than one for the office of President, all such nominations shall be deemed automatically nominated for Vice-president unless a nominee has advised the Returning Officer to the contrary in writing. In the event of there being more nominations than one for any of the offices of President, Vice-president or Treasurer, all the nominations for that office shall also be deemed automatically nominated for election to the Executive Committee under Rule 23(i)(b) unless a nominee has advised the Returning Officer to the contrary in writing.

(iii) Election - Executive Committee

In the event of there being more nominations than the six positions to be filled, the names of the candidates shall be submitted to election by the whole.

(iv) Casual Vacancy - Executive Committee

- (i) *Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled* by the Executive Committee by appointment of any member.
- (ii) *Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules.*

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(v) Term of Office - Executive Committee

The term of office of members of the Executive Committee shall commence immediately upon the declaration of their election by the Returning Officer and shall *continue for a period of two (2) years, terminating*~~terminate~~ immediately prior to the next succeeding declaration of election to office by the Returning Officer.

That changes to Rule 25 passed by members in 2018 AGM (as outlined below) be rescinded following advice received from the Fair Work Commission:

25 - CHIEF EXECUTIVE

There shall every four (4) years be elected a Chief ~~of Staff~~Executive.

(i) Nomination - Chief Executive

Nomination of any person for election to the office of Chief Executive may be made by any two members at an Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to the office of Chief Executive will be invited.

(ii) Nominations for the position of Chief Executive may only be taken from:

- (a) Where there is an incumbent Chief Executive of the NSW Farmers Association – that Chief Executive; or
- (b) Where there is not an incumbent Chief Executive of the NSW Farmers Association or that Chief Executive refuses or is for any reason unable to be appointed pursuant to this Rule 25(ii)(a) – in accordance with Rules 25(i) & (iii).

(iii) ~~(ii)~~ Election - Chief Executive

In the event of there being more than one nomination, the names of the candidates shall be submitted to election by the whole.

(iv) ~~(iii)~~ Term of Office - Chief Executive

The Chief Executive shall have a term of office of four years duration and be eligible for re-election at the expiry of that term; provided that the Executive Committee may remove the Chief Executive from office if he has been adjudged by a General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or has ceased according to these rules to be eligible to hold office: and further provided that the Chief Executive shall first receive notice of proposal for his removal and shall have had an opportunity to appear before the General Meeting to render a personal explanation or have delivered to the General Meeting an explanation in writing. The General Meeting may require the Chief Executive to appear before it. The term of office of the Chief Executive shall commence immediately upon the declaration of his election to such office by the Returning Officer and shall terminate immediately prior to the next succeeding declaration of election to such office by the Returning Officer.

(v) ~~(iv)~~ Casual Vacancy - Chief Executive

In the event of a vacancy in the office of Chief Executive for any reason the Executive Committee may appoint a person to fill the same until the next ensuing Annual General Meeting when nominations will be invited for an election to fill the vacant office for the unexpired term, if any. If more than one nomination is received, an election of the whole shall be conducted in accordance with the provisions of Rule 36.

(vi) ~~(v)~~ Remuneration - Chief Executive

The remuneration of the Chief Executive shall be determined by the Executive Committee.

(vii) ~~(vi)~~ Responsibilities

The responsibilities of the Chief Executive shall include -

- (a) the right to attend and speak at all meetings of the Association;
- (b) assisting the President and the Executive Committee in the execution of policy;
- (c) maintaining liaison with Federally constituted bodies;
- (d) promoting the public relations of the Association generally;
- (e) executing returns and documents on the Association's behalf;

- | | |
|-----|---|
| (f) | supervising the keeping of records and books of account; |
| (g) | allocating staff duties; and |
| (h) | generally giving effect to the instructions of the Executive Committee in all matters referred to in Rule 23. |
| (i) | the convening of meetings within the Association. |

Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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From: ELLIOTT, Mark [mailto:Mark.ELLIOTT@fwc.gov.au]
Sent: Tuesday, 11 December 2018 3:56 PM
To: Gracia Kusuma
Subject: NSWFA rule alterations - s159 Fair Work (Registered Organisations) Act 2009 - R2018/219
[SEC=UNCLASSIFIED]

Good afternoon Garcia,

I refer to our conversation about the abovementioned matter last Friday afternoon and to Melissa Garcia's letter to you dated 16 October 2018.

I confirm Friday's verbal advice as follows:

- Rules 17 and 28 – We have discussed the proposed rules with the Registered Organisations Commission. The ROC have indicated that they do not have a problem with the proposed rules as they relate to the financial reporting and other governance obligations under the *Fair Work (Registered Organisations) Act 2009* (the Act).

Given the ROC's view, we see no impediment to those alterations being certified.

- Rules 22 & 23 regarding the term of office – When a rule alteration alters the length of an office's term, it generally operates from the first term of office that commences after the change is certified. The offices referred to in Rules 22 and 23 have one year terms. The next scheduled election will occur in 2019 and there persons elected will take office later in 2019. The effect of the alterations would be to increase the terms of office to two years, from 2019 onwards. In other words, if the alterations are certified in their present form there will be scheduled elections in 2019, 2021, 2023 and so on.

From: Gracia Kusuma <kusumag@nswfarmers.org.au>
Sent: Monday, 11 February 2019 11:10 AM
To: ELLIOTT, Mark
Subject: RE: NSWFA rule alterations - s159 Fair Work (Registered Organisations) Act 2009
- R2018/219 [SEC=UNCLASSIFIED]

Dear Mark,

Following from your email in December, the Executive Committee has decided to progress resolving the issues you've raised by resolutions of the Executive Committee as permitted under Rule 47 of the Association Rules.

Are you able to confirm whether the proposed resolutions below will be suitable to address the two matters outlined in your latest correspondence? Your comments will be much appreciated.

Relying on the advice received from the Fair Work Commission, it is recommended to pass the following resolutions (blue indicates new amendments pursuant to FWC advice, red indicates amendments passed by members in the AGM) :

That Rule 22 of the Association Rules to be further amended in accordance with the marked up amendments as below:

22 - PRESIDENT, VICE-PRESIDENT AND TREASURER

Commencing from the 2020 Annual General meeting, ~~aThere shall each year be elected a~~ President, Vice-president and Treasurer **shall be appointed by election every two years.**

(i) Nomination - President, Vice-president and Treasurer

Nomination for the office of President, Vice-president or Treasurer may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited.

(ii) Election - President, Vice-president and Treasurer

In the event of there being more than one nomination in respect of any of the offices of President, Vice-president or Treasurer, the names of the candidates shall be submitted to election by the whole.

(iii) Casual Vacancy - President, Vice-president and Treasurer

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled as follows:

(a) A casual vacancy in the office of President shall be filled by the Vice-president.

(b) Any casual vacancy in the office of President caused by failure sub-clause (iii)(a) of this rule to take effect or in the office of Vice-president, shall be filled by any member of the Executive Committee appointed thereto by the Executive Committee.

(c) In the event of a casual vacancy in the office of Treasurer an acting Treasurer may be appointed by the Executive Committee for the unexpired portion of the term.

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is more than three quarters of the available term, the position may

only be filled by an election conducted in accordance with these Rules.

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(iv) Term of Office - President, Vice-president and Treasurer

The term of office of the President, Vice-president and Treasurer shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, terminating immediately prior to the next succeeding declaration of election to office by the Returning Officer.

(v) Limitation - Number of Terms of Office - President, Vice-president and Treasurer

No President may hold the office of President and no Vice-president may hold the office of Vice-president for more than four two (2) terms in succession. Provided that when a President or Vice-president has been appointed to fill a casual vacancy the period of office of such President or Vice-president over the unexpired portion of the term of his predecessor shall not be taken into consideration for the purpose of computing the two four terms abovementioned. The Treasurer shall be eligible for re-election annually without limitation of term of office.

(vi) Duties - Treasurer

The Treasurer shall supervise the financial affairs of the Association in such manner as the Executive Committee may from time to time require and shall as required by these rules render a true account of all moneys received and expended and of all the assets and liabilities of the Association.

That Rule 23 of the Association Rules to be further amended in accordance with the marked up amendments as below:

23 - EXECUTIVE COMMITTEE

(i) Composition - Executive Committee

Commencing from the 2020 Annual General Meeting, every two years, ~~There shall each year be elected~~ an Executive Committee shall be appointed by election consisting of -

(a) the President, the Vice-president and the Treasurer elected in accordance with Rule 22;

(b) six other members elected pursuant to this Rule.

(ii) Nomination - Executive Committee

Nomination for the election of the six members of the Executive Committee referred to in Rule 23(i)(b) may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited. In the event of there being more nominations than one for the office of President, all such nominations shall be deemed automatically nominated for Vice-president unless a nominee has advised the Returning Officer to the contrary in writing. In the event of there being more nominations than one for any of the offices of President, Vice-president or Treasurer, all the nominations for that office shall also be deemed automatically nominated for election to the Executive Committee under Rule 23(i)(b) unless a nominee has advised the Returning Officer to the contrary in writing.

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In the event of there being more nominations than the six positions to be filled, the names of the candidates shall be submitted to election by the whole.

(iv) Casual Vacancy - Executive Committee

(i) Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled by the Executive Committee by appointment of any member.

(ii) Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules.

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(v) Term of Office - Executive Committee

The term of office of members of the Executive Committee shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, terminating terminate immediately prior to the next succeeding declaration of election to office by the Returning Officer.

That changes to Rule 25 passed by members in 2018 AGM (as outlined below) be rescinded following advice received from the Fair Work Commission:

25 - CHIEF EXECUTIVE

There shall every four (4) years be elected a Chief ~~of Staff~~Executive.

(i) Nomination - Chief Executive

Nomination of any person for election to the office of Chief Executive may be made by any two members at an Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to the office of Chief Executive will be invited.

(ii) Nominations for the position of Chief Executive may only be taken from:

- (a) Where there is an incumbent Chief Executive of the NSW Farmers Association – that Chief Executive; or
- (b) Where there is not an incumbent Chief Executive of the NSW Farmers Association or that Chief Executive refuses or is for any reason unable to be appointed pursuant to this Rule 25(ii)(a) – in accordance with Rules 25(i) & (iii).

(iii) ~~(ii)~~ Election - Chief Executive

In the event of there being more than one nomination, the names of the candidates shall be submitted to election by the whole.

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The Chief Executive shall have a term of office of four years duration and be eligible for re-election at the expiry of that term; provided that the Executive Committee may remove the Chief Executive from office if he has been adjudged by a General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or has ceased according to these rules to be eligible to hold office: and further provided that the Chief Executive shall first receive notice of proposal for his removal and shall have had an opportunity to appear before the General Meeting to render a personal explanation or have delivered to the General Meeting an explanation in writing. The General Meeting may require the Chief Executive to appear before it. The term of office of the Chief Executive shall commence immediately upon the declaration of his election to such office by the Returning Officer and shall terminate immediately prior to the next succeeding declaration of election to such office by the Returning Officer.

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(vi) ~~(v)~~ Remuneration - Chief Executive

The remuneration of the Chief Executive shall be determined by the Executive Committee.

(vii) ~~(vi)~~ Responsibilities

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- (b) assisting the President and the Executive Committee in the execution of policy;
- (c) maintaining liaison with Federally constituted bodies;
- (d) promoting the public relations of the Association generally;
- (e) executing returns and documents on the Association's behalf;
- (f) supervising the keeping of records and books of account;
- (g) allocating staff duties; and
- (h) generally giving effect to the instructions of the Executive Committee in all matters referred to in Rule 23.
- (i) the convening of meetings within the Association.

Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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From: ELLIOTT, Mark [mailto:Mark.ELLIOTT@fwc.gov.au]
Sent: Tuesday, 11 December 2018 3:56 PM
To: Gracia Kusuma

Subject: NSW FIA rule alterations - s159 Fair Work (Registered Organisations) Act 2009 - R2018/219
[SEC=UNCLASSIFIED]

Good afternoon Garcia,

I refer to our conversation about the abovementioned matter last Friday afternoon and to Melissa Garcia's letter to you dated 16 October 2018.

I confirm Friday's verbal advice as follows:

- Rules 17 and 28 – We have discussed the proposed rules with the Registered Organisations Commission. The ROC have indicated that they do not have a problem with the proposed rules as they relate to the financial reporting and other governance obligations under the *Fair Work (Registered Organisations) Act 2009* (the Act).

Given the ROC's view, we see no impediment to those alterations being certified.

- Rules 22 & 23 regarding the term of office – When a rule alteration alters the length of an office's term, it generally operates from the first term of office that commences after the change is certified. The offices referred to in Rules 22 and 23 have one year terms. The next scheduled election will occur in 2019 and there persons elected will take office later in 2019. The effect of the alterations would be to increase the terms of office to two years, from 2019 onwards. In other words, if the alterations are certified in their present form there will be scheduled elections in 2019, 2021, 2023 and so on.

Based on the material which was lodged, this does not appear to have been your intention. Instead, it seems you meant for two year terms to begin in as part of the 2020 electoral cycle, in order to synchronise with elections in the associated NSW Farmers' Federation.

The terms of the alterations are clear. An unfortunate consequence is that once certified, the alterations will operate in accordance with their terms rather than with regard to extrinsic material such as that prepared in the run up to the meeting at which the alterations were transacted.

However, given the inconsistency between what was intended and what was done the organisation may be able to use the second rule altering procedure set out in Rule 45 ("Notwithstanding any of the foregoing provisions of this Rule, the Executive Committee... a General Meeting"). If you want the alterations to Rule 22 and 23 to operate from 2020 as intended, I request the Executive Committee make further changes to those rules so each starts with words to the effect of "Commencing from the scheduled election in 2020..."

Please advise whether you intend to adopt this course. If so, we will hold the relevant aspects of the alterations to Rules 22 and 23 in abeyance, pending receipt of the further changes. An alternative course would be to withdraw the relevant alterations and transact replacement rule changes, in a more suitable form, at another general meeting.

- Rule 25(ii) – Chief Executive regarding their scheduled election – it is our preliminary view that limiting nominees for the office of Chief Executive to the person who is Chief Executive of the NSW Farmers Federation imposes on members a condition, obligation or restriction that, having regard to Parliament's intention in enacting the Act is oppressive, unreasonable or unjust. Rules of organisations which impose such a restriction are contrary to the Act (see s142(1)(c)). Alterations to rules cannot be certified if they are contrary to the Act (see s159(1)(a)). The relevant parliamentary intentions include ensuring that employer and employee organisations registered under the Act are representative of and accountable to their members, encouraging members to participate in the affairs of organisations to which they belong and providing for the democratic functioning and control of organisations (see s5(3)(a), (b) and (d)).

There are a number of options available to you in relation to Rule 25(ii). If you wish to press that aspect of the application an opportunity will be provided to respond to our preliminary view about the alteration, the operation of the Act and/or make any other submissions you consider relevant. A final decision will be made

and published having regard to any additional material you provide. In the alternative, you may withdraw that aspect of the alterations and we will deal with the remaining changes. Finally, I note that the Act does not necessitate the existence of a Chief Executive who is an officer. If the office was instead an employed non-office position, issues about how it was filled from time to time would not arise.

Please contact me should you wish to discuss this email.

Regards,

MARK ELLIOTT

Registered Organisations Section

Fair Work Commission

Tel: 03 8656 4687

Fax: 03 9655 0401

mark.elliott@fwc.gov.au

11 Exhibition Street, Melbourne Victoria 3000

GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

The Fair Work Commission acknowledges that our business is conducted on the traditional lands of Aboriginal and Torres Strait Islander peoples. We acknowledge their continuing connection to country and pay our respects to their Elders, past, present and emerging

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svc-adlib5

From: Gracia Kusuma <kusumag@nswfarmers.org.au>
Sent: Tuesday, 20 November 2018 11:17 AM
To: ELLIOTT, Mark
Subject: FW: NSW Farmers (Industrial) Association (R2018/219) [SEC=UNCLASSIFIED]

Good morning Mark,

Thanks for making contact.
Monday afternoon or anytime on Tuesday next week will work for me.

Kind regards,
Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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From: ROS [<mailto:ROS@fwc.gov.au>]
Sent: Tuesday, 20 November 2018 10:51 AM
To: Gracia Kusuma
Subject: RE: NSW Farmers (Industrial) Association (R2018/219) [SEC=UNCLASSIFIED]

Good morning Gracia,

Thank you for your email below. Sorry it has taken a little while to get back to you.

I have assumed carriage of the matter in Melissa's absence and will have an opportunity to review the file (and the previous, associated draft rules matter) later in the week.

Are you free to discuss Melissa's 16 October 2018 correspondence early next week?

Regards,

MARK ELLIOTT
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4687

svc-adlib5

From: ROS
Sent: Tuesday, 20 November 2018 10:51 AM
To: 'Gracia Kusuma'
Subject: RE: NSW Farmers (Industrial) Association (R2018/219) [SEC=UNCLASSIFIED]

Good morning Gracia,

Thank you for your email below. Sorry it has taken a little while to get back to you.

I have assumed carriage of the matter in Melissa's absence and will have an opportunity to review the file (and the previous, associated draft rules matter) later in the week.

Are you free to discuss Melissa's 16 October 2018 correspondence early next week?

Regards,

MARK ELLIOTT
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4687
Fax: 03 9655 0401
mark.elliott@fwc.gov.au

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www.fwc.gov.au

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From: Gracia Kusuma [<mailto:kusumag@nswfarmers.org.au>]
Sent: Monday, 12 November 2018 5:01 PM
To: ROS
Cc: ELLIOTT, Mark
Subject: NSW Farmers (Industrial) Association

Dear Sir/Madam,

We have been liaising with Melissa Garcia regarding NSW Farmers (Industrial) Association's proposed changes to the Association's Rules.

Prior to her going on maternity leave, she has raised 3 issues with the proposed Rules changes which I would like to clarify and further discuss.

Could you please advise me of the person in charge of our matter in her absence?

Your assistance is much appreciated.

svc-adlib5

From: Gracia Kusuma <kusumag@nswfarmers.org.au>
Sent: Monday, 12 November 2018 5:01 PM
To: ROS
Cc: ELLIOTT, Mark
Subject: NSW Farmers (Industrial) Association

Follow Up Flag: Follow up
Flag Status: Flagged

Dear Sir/Madam,

We have been liaising with Melissa Garcia regarding NSW Farmers (Industrial) Association's proposed changes to the Association's Rules.

Prior to her going on maternity leave, she has raised 3 issues with the proposed Rules changes which I would like to clarify and further discuss.

Could you please advise me of the person in charge of our matter in her absence?

Your assistance is much appreciated.

Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

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From: GARCIA, Melissa
Sent: Monday, 22 October 2018 1:23 PM
To: kusumag@nswfarmers.org.au
Subject: FW: R2018/219 [SEC=UNCLASSIFIED]

Hi Gracia,

Please note that I will be commencing maternity leave after today.

Please email ros@fwc.gov.au with any future correspondence.

Regards,

MELISSA GARCIA
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4869
Fax: 03 9655 0410
melissa.garcia@fwc.gov.au

11 Exhibition Street, Melbourne Victoria 3000
GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

Please note that I work Monday - Wednesday.

From: GARCIA, Melissa
Sent: Tuesday, 16 October 2018 4:53 PM
To: 'kusumag@nswfarmers.org.au'
Subject: FW: R2018/219

Dear Gracia,

Please see the attached correspondence regarding R2018/219.

Should you have any queries please do not hesitate to contact me.

Regards,

MELISSA GARCIA
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4869
Fax: 03 9655 0410
melissa.garcia@fwc.gov.au

11 Exhibition Street, Melbourne Victoria 3000
GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

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From: GARCIA, Melissa
Sent: Tuesday, 16 October 2018 4:53 PM
To: 'kusumag@nswfarmers.org.au'
Subject: FW: R2018/219
Attachments: NFIA letter 161018.pdf

Dear Gracia,

Please see the attached correspondence regarding R2018/219.

Should you have any queries please do not hesitate to contact me.

Regards,

MELISSA GARCIA
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4869
Fax: 03 9655 0410
melissa.garcia@fwc.gov.au

11 Exhibition Street, Melbourne Victoria 3000
GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

Please note that I work Monday - Wednesday.

From: GARCIA, Melissa
Sent: Wednesday, 10 October 2018 2:13 PM
To: 'kusumag@nswfarmers.org.au'
Subject: RE: R2018/219

Dear Gracia,

Thank you for your email.

I have had a look at the rule alteration notification and noticed that some of the issues we commented on at the draft rules stage are contained in the formal alteration notification. I will send you a letter outlining these issues so that we can discuss the next steps in the process.

I will be in contact again shortly.

Regards,

MELISSA GARCIA
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4869
Fax: 03 9655 0410
melissa.garcia@fwc.gov.au

11 Exhibition Street, Melbourne Victoria 3000
GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

Please note that I work Monday - Wednesday.

From: Gracia Kusuma [<mailto:kusumag@nswfarmers.org.au>]
Sent: Tuesday, 9 October 2018 11:23 AM
To: GARCIA, Melissa
Subject: R2018/219

Dear Melissa,

I am writing to follow up the NSW Farmers (Industrial) Association's alteration to Rules submitted on 13 August 2018.

Are you able to update me on the review progress of the proposed changes and when we can anticipate approval (or otherwise) by the Commission?

Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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16 October 2018

Gracia Kusuma
Workplace Relations Director
New South Wales Farmers' (Industrial) Association
By email: kusumag@nswfarmers.org.au

Dear Ms Kusuma,

Re section 159 rule alteration notifications – R2018/219

On 13 August 2018 the New South Wales Farmers' (Industrial) Association (NFIA) lodged with the Fair Work Commission (the Commission) a notification of rule alterations under section 159 of the *Fair Work (Registered Organisations) Act 2009* (the Act). The matter number is R2018/219.

I have queries regarding the matters below.

Regulation 126(1)(b)

Regulation 126(1)(b) of the *Fair Work (Registered Organisations) Regulations 2009* requires that, when an organisation lodges a notice of particulars of rule alterations with the Commission, that a notice be published on its website. Was a notice published on the NFIA website?

The alterations

On 20 May 2018, we provided the NFIA with comments on proposed draft alterations. Our comments raised the following issues which appear to remain in the current rule alteration notification.

Rule 17 – Membership Contribution Date Payable and Rule 28 – Banking Account

We are aware that the alterations to rule 17 and 28 were in response to discussions between the organisation and the Registered Organisations Commission (ROC). We conferred with Joanne Fenwick of the ROC regarding the proposed alterations and she expressed some concern. We recommended that the organisation contact Joanne to discuss refinement of the construction of this rule, as well as rule 28. However these rules remain unchanged from the proposed draft rules. Did the organisation discuss these matters with Joanne?

Rule 22 – President, Vice President and Treasurer and Rule 23 – Executive Committee

The alterations amend the terms of office of the President, Vice President, Treasurer and the Executive Committee from one to two years. I note that this will have no operation until the next term of office.

The alterations also insert a new paragraph 'A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting. I note that the rule otherwise provides a discretion as to whether the vacancy is filled. So, if a casual vacancy arises, the organisation can fill the position, leave unfilled for the remainder of the term but not delay filling the vacancy until they can appoint instead of elect.

Rule 25 – Chief Executive

In relation to sub rule 25(ii), our comments on the draft rules was that alterations imposing a limit on the ability of a substantial proportion to nominate for office is likely to be contrary to section 142(1)(c) of the Act. Particularly the objects in section 5(3)(a), (b) and (d) of the Act. Consequently, the Delegate would probably not certify the alteration.

Does the NFIA consider the Chief Executive as an officer within the meaning of section 6 and 9 of the Act, as opposed to an employee? I note that the position is listed as an office in the NFIA's annual return lodged with the ROC. If it is the view of the NFIA that the Chief Executive is the holder of an office as per the Act, then we invite you to make submissions demonstrating that the alteration would not be contrary to the Act (focusing on the objects in section 5(3)(a), (b) and (d)).

Should you wish to discuss the matters raised in this letter, I may be contacted on 03 8656 4869 or by email at melissa.garcia@fwc.gov.au.

Yours sincerely

Melissa Garcia
Advisor
Registered Organisations Section

svc-adlib5

From: GARCIA, Melissa
Sent: Wednesday, 10 October 2018 2:13 PM
To: 'kusumag@nswfarmers.org.au'
Subject: RE: R2018/219

Dear Gracia,

Thank you for your email.

I have had a look at the rule alteration notification and noticed that some of the issues we commented on at the draft rules stage are contained in the formal alteration notification. I will send you a letter outlining these issues so that we can discuss the next steps in the process.

I will be in contact again shortly.

Regards,

MELISSA GARCIA
Registered Organisations Section

Fair Work Commission
Tel: 03 8656 4869
Fax: 03 9655 0410
melissa.garcia@fwc.gov.au

11 Exhibition Street, Melbourne Victoria 3000
GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

Please note that I work Monday - Wednesday.

From: Gracia Kusuma [<mailto:kusumag@nswfarmers.org.au>]
Sent: Tuesday, 9 October 2018 11:23 AM
To: GARCIA, Melissa
Subject: R2018/219

Dear Melissa,

I am writing to follow up the NSW Farmers (Industrial) Association's alteration to Rules submitted on 13 August 2018.

Are you able to update me on the review progress of the proposed changes and when we can anticipate approval (or otherwise) by the Commission?

Kind regards,
Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

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From: ROS
Sent: Tuesday, 14 August 2018 3:42 PM
To: 'Gracia Kusuma'
Subject: RE: ON CMS - R2018/219 NSW Farmers (Industrial) Association's alteration to Rules [SEC=UNCLASSIFIED]

Dear Gracia,

On behalf of the FWC I acknowledge receipt of your application, which has been allocated matter number R2018/219. The actioning officer will be Melissa Garcia.

If you have any queries, Melissa may be contacted on (03) 8656 4869 or via email at Melissa.GARCIA@fwc.gov.au.

Regards,

MARANINA KOERTJES
Registered Organisations Section

FAIR WORK COMMISSION
Tel: 03 8656 4859
Fax: 03 9655 0410
maranina.koertjes@fwc.gov.au

11 Exhibition Street, Melbourne Victoria 3000
GPO Box 1994, Melbourne Victoria 3001

www.fwc.gov.au

I acknowledge the traditional Aboriginal owners of country throughout Australia and pay my respect to them, their culture and their Elders past, present and future.

From: Gracia Kusuma [<mailto:kusumag@nswfarmers.org.au>]
Sent: Monday, 13 August 2018 1:47 PM
To: ROS
Cc: ELLIOTT, Mark
Subject: ON CMS - R2018/219 NSW Farmers (Industrial) Association's alteration to Rules

Dear Registered Organisation team,

Please find attached declaration of alteration to rules (and its related annexures) for NSW Farmers (Industrial) Association.

Should you require further clarifications, please do not hesitate to contact myself on the details below.

Kind regards,
Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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From: Gracia Kusuma <kusumag@nswfarmers.org.au>
Sent: Monday, 13 August 2018 1:47 PM
To: ROS
Cc: ELLIOTT, Mark
Subject: NSW Farmers (Industrial) Association's alteration to Rules
Attachments: 180810 Declaration of rules changes (signed).pdf; 18080102 Declaration of rules changes - Attachment A - Rules.pdf; 18080103 Declaration of rules changes - Attachment B - Notice of AGM.pdf

Dear Registered Organisation team,

Please find attached declaration of alteration to rules (and its related annexures) for NSW Farmers (Industrial) Association.

Should you require further clarifications, please do not hesitate to contact myself on the details below.

Kind regards,

Gracia Kusuma | NSW Farmers | Workplace Relations Director

T: 02 9478 1083 | F: 02 8282 4500 | kusumag@nswfarmers.org.au | www.nswfarmers.org.au



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10 August 2018

The General Manager
Fair Work Commission
Level 8, Terrace Tower
80 William Street
East Sydney, NSW, 2011

Dear General Manager,

RE: Alteration of Rules Declaration

I, James Jackson of 45 Westbrook Road, Guyra NSW 2365, President of the NSW Farmers (Industrial) Association (the “**Registered Organisation**”), am authorised to give this notice of particulars of alterations to the Rules of the Registered Organisation and to make this declaration as required by Regulation 126 of the *Fair Work (Registered Organisations) Regulations 2009*.

1. I declare that the alterations were made in accordance with the Rules of the Registered Organisation.
2. The particulars of the Rule alterations are **attached** to this declaration and marked as “**Attachment A**”.
3. The actions taken under the Rules to make this alteration were as follows:
 - (a) Proposal for changes to the Registered Organisation’s Rules were submitted by the Executive Committee to the Chief Executive.
 - (b) The Executive Committee called for an AGM of the members of the Registered Organisation.
 - (c) The Chief Executive sent, by post, notice to members dated 19 June 2018 convening the AGM. The Notice included a copy of the proposed rule changes of the Registered Organisation, which is attached to this declaration, marked as “**Attachment B**”.
 - (d) The AGM was held on Wednesday, 25 July 2018.

NSW Farmers’ Industrial Association

ABN 49 058 101 237 PO Box 459 St Leonards NSW 1590 Level 6 35 Chandos Street St Leonards NSW 2065
Member Service Centre 1300 794 000 T 02 9478 1000 F 02 8282 4500 www.nswfarmers.org.au



Industrial Association

- (e) There were 58 members of the Registered Organisation present in person and 54 members present by proxy. Rule 27(v) prescribes thirty members as forming a quorum and as such, the meeting was quorate.
 - (f) At the AGM, all 112 members present in person and by proxy voted in support of the rules changes, equivalent to 100%, being in excess of the approval numbers required by Rule 47 (or Rule 45 after the changes).
4. I declare that the particulars set out in this notice are true and correct to the best of my knowledge and belief.

A handwritten signature in black ink, appearing to read 'James Jackson'.

James Jackson
President

10 August 2018

NSW Farmers' Industrial Association

ABN 49 058 101 237 PO Box 459 St Leonards NSW 1590 Level 6 35 Chandos Street St Leonards NSW 2065
Member Service Centre 1300 794 000 T 02 9478 1000 F 02 8282 4500 www.nswfarmers.org.au

Declaration of Rule Change - Attachment "A"

| [054N]*: Incorporates alterations of [*]12/09/2016 in matter [*]R2016/163]

I CERTIFY under section 161 of the Fair Work (Registered Organisations) Act 2009 that the pages herein numbered 1 to 26 both inclusive contain a true and correct copy of the registered rules of NSW Farmers' (Industrial) Association

DELEGATE OF THE GENERAL MANAGER
FAIR WORK COMMISSION

[IMPORTANT: Enquiries about these rules or other rules relating to this organisation which are currently in force may be directed to any office of Fair Work Commission.]

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1 - NAME

The name of the Association is "NSW Farmers' (Industrial) Association" herein referred to as "the Association".

2 - INDUSTRY

The industry in connection with which the Association is established is the pastoral, agricultural, orcharding, dairy farming, poultry, piscicultural, fishing, vegetable, forestry, mushroom growing, horticultural and livestock industries (which are hereinafter collectively referred to as "the industry") within the State of New South Wales and the Australian Capital Territory.

3 - REGISTERED OFFICE

The registered office of the Association shall be at Level 6, 35 Chandos Street, St. Leonards, New South Wales or at such other place as the Executive Committee may from time to time appoint.

Notice of any change of address shall be given to the General Manager under the *Fair Work (Registered Organisations) Act 2009* (Cth) as amended ("the FWRO Act").

4 - SPHERE OF OPERATIONS

The sphere of operations of the Association shall lie within the State of New South Wales and Australian Capital Territory.

5 - OBJECTS

The objects of the Association are:

- (i) ~~(i)~~ — to be a voluntary Association of employers in the industry as defined in 2 above;
- (ii) to assist, cooperate with and promote the objectives of any other association or organisation whose objects are altogether or in part similar to or compatible with those of the Association;
- to invest and manage the moneys, property and assets of the Association;
- (iii) _____
- (iv) ~~(ii)~~ — to inform, counsel, represent and advise its members in matters relating to their industrial pursuits;
- (v) ~~(iii)~~ — to further and protect the interests of its members as a corporate body in all industrial matters;
- (vi) ~~(iv)~~ — to provide industrial services for members;
- (vii) ~~(v)~~ — to preserve the rule of law as essential security for individual rights and liberties;
- (viii) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.-

6 - POWERS

The Association shall have power to do all things necessary or convenient to be done for or in connection with, or as incidental to, its objects and in particular, without limiting the generality of the foregoing shall have power:

- (i) to obtain registration as an industrial organisation under the FWRO Act, and as an industrial union under the *Industrial Relations Act 1996* (NSW) and any other Act at the discretion of the Executive Committee;
- (ii) to submit industrial disputes to conciliation or arbitration pursuant to any Commonwealth or State Act;

- (iii) to negotiate and be a party to industrial agreements;
- (iv) to take any lawful action to prevent or terminate strikes;
- (v) to secure legal advice and assistance for members in industrial matters;
- (vi) to conduct litigation;
- (vii) to acquire, purchase, take on lease, hold, sell, lease, mortgage, charge, exchange, and otherwise own, possess, and deal with in the name of the trustees for the time being of the Association any real or personal property (including shares in any company, wherever incorporated); and to borrow, lend, raise, secure, advance, waive or forgive the payment of moneys in such manner as the Association may think fit, subject to these Rules;
- (viii) to make representations to or arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them;
- (ix) to enter into any agreement with any person, partnership or company, body or organisation whose business or undertaking or operations are or may be connected with the industry and to purchase or otherwise acquire any paid-up contributing or other share or interest in any such business or undertaking and to form, or promote or assist in the formation or promotion of any company, firm, association or body;
- (x) to apply to any tribunal or court having jurisdiction and obtain an order directing the payment by any of its members of any fine, levy, penalty, or contribution in pursuance of these rules;
- (xi) to provide for the application of its moneys and property and special purposes funds to further its objectives;
- (xii) to maintain public relations with and to assist governmental and quasi-governmental bodies, business houses, undertakings, educational and scientific institutions, any organisations, bodies or persons whatsoever for the purpose of advancing the interests of members as a body or as individuals;
- (xiii) to co-operate with unions and associations in any part of Australia;
- (xiv) to enable the Association, subject to the provisions of the Act, to amalgamate or affiliate with and to appoint representatives to any employers' union or association in Australia;
- (xv) to promote unity among primary producers' organisations;
- (xvi) to provide for superannuation schemes or like arrangements for the benefit of members, employees of members, employees of the Association and the dependants of such members and employees;
- (xvii) to provide industrial services;
- (xviii) to edit or publish any newspaper, periodical, journal, book or e-materials;
- (xix) to enter into any agreement with the employees of the Association deemed to be for the mutual benefit of both the Association and such employees;
- (xx) to sue, as provided in Rule 40.

7 - DEFINITIONS AND INTERPRETATIONS

"Act" shall mean the legislation or pieces of legislation (as applicable) under which the Association is registered or could be registered from time to time.

"local industrial committee": the term local industrial committee is used in these Rules with the intent that it shall not describe a Branch of an organisation within the meaning of any Act of Parliament under which the Association is registered.

"board": means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors.

"Contribution": means any fee, contribution or subscription for membership to the NSW Farmers' Association subscription.

"disclosure period": means the financial year unless a shorter period is specified.

"declared person or body": a person is a declared person or body if an officer of the Association has disclosed a material personal interest under 37(i); and the interest relates to, or is in, the person or body; and the officer has not notified the Association that the officer no longer has the interest.

"Election by the Whole": means election at which all financial members of the Association are entitled to vote as one electorate.

"employee": has its general meaning under the *Fair Work Act 2009* (Cth) ("the FW Act") and does not include a partner performing work for the partnership of which he is a member or a member of a family performing work for his family company of which he is a member.

"family company": means an exempt proprietary company, the members of which are relatives.

"financial duties": includes duties that relate to the financial management of the Association.

"financial member": means a member who is not more than one year in arrears of his payment of membership contribution made pursuant to rule 19.

"General Manager": means the General Manager of Fair Work Commission.

"industrial matters": shall mean those matters defined as industrial matters within the meaning of any Act of Parliament under which the Association is registered.

"Member": means a natural person, partnership or company in membership with the Association.

"membership": means membership or in membership of the Association or the NSW Farmers' Association as context dictates.

NSW Farmers' Association means the NSW Farmers' Association (ABN 31 000 004 651)

"non-cash benefit": means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

"peak council": has the same meaning as defined by the FW Act as consolidated, amended or replaced.

"properties": means unless the context otherwise requires, land the subject of pastoral or agricultural pursuits.

"related party" has the same meaning as defined by the FWRO Act as consolidated, amended or replaced.

“relative” in relation to a person: means parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person, or the spouse of the first mentioned person.

“relevant remuneration” means:

- (i) Any remuneration disclosed to the organisation by the officer under rule 36(i) by the officer during the disclosure period;
- (ii) Any remuneration paid during the disclosure period, to the officer of the Association.

“relevant non-cash benefits” means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer’s duties as an officer, by the Association or by a related party of the Association.

“remuneration”:

- (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but
- (ii) does not include a non-cash benefit; and
- (iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

Words importing the singular number also include the plural number and vice versa.

8 - MEMBERSHIP ELIGIBILITY

The persons, partnerships and companies eligible for membership of the Association shall be financial members of the NSW Farmers' Association who are or are usually employers in or in connection with the industry (as defined in Rule 2) or any part thereof, together with such other persons or companies as have been appointed officers of the Association.

9 - MEMBERSHIP APPLICATION

- (i) The Executive Committee shall prescribe forms of application for membership and such forms shall include requisition -

That every person or every partnership or the proper officer of every family company or the proper officer of every company other than a family company shall therein declare whether or not he or the partnership or the company is the owner or occupier of property in the Association's sphere of operation and, if so, the name and address of each and every such separate property.

- (ii) Every person, partnership or company shall upon applying for membership of the NSW Farmers' Association and payment of any fee, contribution or subscription for membership to the NSW Farmers' Association, be regarded, subject to the eligibility requirements of Rule 8, as a financial member of the Association. ~~pay the annual contribution hereinafter prescribed.~~ Until such payment is made to the NSW Farmers' Association and maintained from year to year, no applicant shall be admitted to financial membership of this Association.
- (iii) Upon receipt of an application for membership, the Chief Executive shall acknowledge receipt of same and inform the applicant, in writing, of:
 - (i) the financial obligations arising from membership, and
 - (ii) the circumstances, and the manner, in which a member may resign from the Association.

10 - MEMBERSHIP ADMISSION

All applications for membership shall be subject to acceptance by the Executive Committee which may refuse such application on any of the following grounds:

- (i) that the applicant is not eligible for membership;
- (ii) that the applicant is of general bad character;
- (iii) that the applicant has failed to observe the requirements of membership application herein contained;
- (iv) that the applicant has failed to register all properties owned or occupied by him or failed to pay the prescribed contribution in respect of each or any property.

11 - HONORARY LIFE MEMBERSHIP

The Executive Committee may admit any person to Honorary Life Membership who is a member of the Association and has been admitted to Honorary Life Membership of NSW Farmers' Association.

12 - SERVICE OF NOTICES

- ~~(i) (i)~~ Each member shall give to the Association an address to which notices may be sent.
- ~~(ii) (ii)~~ A notice may be given by the Association to any member either personally or by sending it by post to him at his registered address or by other electronic means, including email and facsimile. Where a notice is sent by post, service of the notice shall be deemed effected by properly addressing, pre-paying and posting the notice, and to have been effected in the case of a notice of a meeting two days after the date of its posting and in any other case at the time at which the notice would be delivered in the ordinary course of post.
- ~~(iii)~~ A notice delivered by electronic means shall be deemed to have been served if sent to the address or number noted on the membership record of member and:
 - ~~(a)~~ In the case of email: immediately upon sending; or
 - ~~(b)~~ In the case of facsimile: at the time and on the date noted on a delivery receipt

13 - CEASING TO BE A MEMBERSHIP RESIGNATION**A. Resignation**

- ~~(i) (i)~~ A member may resign from membership by notifying -written notice addressed and delivered to the registered office of the Association of their resignation.
- ~~(ii)~~ A notice of resignation delivered to the Chief Executive or the Association's employees shall be taken to have been received by the Association when it was delivered.
- ~~(iii)~~ A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with Rule 13 (i) or (ii).
- ~~(iv) (vi)~~ A resignation is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

B. Other circumstances

- ~~(i)~~ A member shall cease to be a member of the Association in circumstances where:
 - ~~(a)~~ the member ceases to be a member of the NSW Farmers' Association pursuant to its Constitution;
 - ~~(b)~~ the member is removed from membership pursuant to Rule 14 by the Executive Committee.-

C. Time of Ceasing to be a Member/Resigning

~~(i) A notice of resignation under Rule 13A takes effect on the day on which notification of resignation is received by the Association.;~~

~~(aii) Where the member ceases to be eligible to become a member under Rule 13B immediately upon the event that gives rise to the cessation occurring.:-~~

~~(i) on the day on which the notice is received by the Association; or;~~

~~(ii) on the day specified in the notice (which is a day not earlier than the day when the member ceases to be eligible to become a member);~~

~~whichever is the later; or~~

~~(b) in any other case:-~~

~~(i) at the end of 2 weeks after the notice is received by the Association; or~~

~~(ii) on the day specified in the notice;~~

~~whichever is the later.~~

D. Additional Matters

~~(iii) Upon resignation or ceasing to be a member, a member shall cease to have any interest in or claim upon the funds of the Association but shall remain indebted to the Association for all contributions and other sums due by the member to the Association at the date of resignation taking effect.~~

~~(iv) A notice delivered to the Chief Executive or the Association's employees shall be taken to have been received by the Association when it was delivered.~~

~~(v) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with Rule 13 (i).~~

~~(vi) A resignation is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.~~

14 - REMOVAL FROM MEMBERSHIP

The Executive Committee may order the name of any member to be removed from the Register if he is adjudged by the Executive Committee to be guilty of misappropriation of the funds of the Association, substantial breach of these rules or gross misbehaviour. Thereupon the name of such member shall be removed from the Register and he shall cease to have any interest in or claim upon the funds of the Association but shall remain indebted to the Association for all contributions and other sums due by him to the Association at the date of his removal from membership:

Provided that the member shall first receive notice of the proposal for his removal and shall have had the opportunity to appear before the Executive Committee to render personal explanation or have delivered to the Executive Committee an explanation in writing. The Executive Committee may require the member to appear before it.

15 - MEMBERS NOT PARTNERS

Membership with the Association shall not create partnership and members shall in no way be liable for acts or omissions of each other.

16 - REGISTER OF MEMBERS

- (i) There shall be kept in the office under the control of the Executive Committee a Register wherein shall be entered in respect of each member -
 - (a) name;
 - (b) postal address;
 - (c) the local committee with which associated.
- (ii) There shall also be kept by a card or other system the names and addresses of financial members eligible to vote at elections of office bearers in such manner as to enable the Returning Officer appointed in respect of any election of office bearers or referendum to determine conveniently the members eligible to vote in respect of any election by the whole.

17 - MEMBERSHIP CONTRIBUTION - DATE PAYABLE

- ~~(i) (i) All annual membership contributions to the Association is contingent upon membership of the NSW Farmers' Association and any membership contribution shall be paid pursuant to the Constitution of the NSW Farmers' Association to the NSW Farmers' Association, with membership of this Association being an inclusive benefit, subject always to the eligibility requirements of Rule 8.
shall become due on 1 April of each year and shall be payable in advance of or by the due date, by any method of payment accepted by the Association from time to time.~~
- ~~(ii) All financial members as at 31 May 2014 shall be deemed to have an anniversary date of 1 April of each year, except in circumstances where the Association allows, or has previously allowed, certain commodity groups to operate in accordance with an amended due date for membership contributions, for whatever purpose.~~
- ~~(iii) For those commodity groups described by (ii) above, their annual membership contributions shall become due on the date prescribed by the Association from time to time, in each year. Membership contributions shall be payable in advance on or by the due date, by any method of payment accepted by the Association from time to time.~~
- ~~(iv) For the purpose of this clause, a "commodity group" shall mean a group of members who grow, produce or otherwise deal with a common commodity particular to their group (e.g poultry).~~

18 - MEMBERSHIP CONTRIBUTION - WHERE PAYABLE

~~Membership contribution shall be payable at the Registered Office of the Association or to an accredited representative of the Association. **NOT USED**~~

19 - MEMBERSHIP CONTRIBUTION - HOW SET

- (i) The annual membership contribution payable by members shall be such contribution as the Executive Committee may from time to time determine, consistent with clause 17 above.
- ~~(ii) The Executive Committee has the power to determine a lesser amount of subscription (if any) to be paid by a member or to waive payment in special circumstances.~~
- ~~(iii) Within fourteen (14) days after the farm business (or part of the farm business) of a member is assigned or transferred to a non member, or a non member succeeds to the farm business (or part of the farm business) of a member, the member must notify the Association of such assignment, transfer or succession.~~

20 - DEFINITION OF OFFICERS

The holders of the following offices within the Association shall be holders of office within the meaning of the Act -

- (i) President;
- (ii) Vice-president;
- (iii) Treasurer;
- (iv) member of the Executive Committee;
- (v) Trustee;
- (vi) Chief Executive.

21 - ELIGIBILITY FOR OFFICE

No person shall be eligible to be elected to any office other than those of Chief Executive and Trustee unless he or she is -

(ia)

(a) a person enrolled in membership;

(bii) a partner of a partnership which is enrolled in membership as a partnership;

(iiic) a member of a family company which is enrolled in membership as a company; or

(d) (iv) a director or nominated officer of a company (other than a family company) which is enrolled in membership as a company; and

(iib)

~~and unless the member whether person, partnership or company is~~ a financial member; and

(iii) Firstly elected as a Director of the NSW Farmers Association:

(a) in any year that an election for the Executive Committee falls due or

(b) for any term that consists of or covers any election period for the Executive Committee function under these Rules.

22 - PRESIDENT, VICE-PRESIDENT AND TREASURER

Every two years. There shall each year be elected a President, Vice-president and Treasurer shall be appointed by election.

(i) Nomination - President, Vice-president and Treasurer

Nomination for the office of President, Vice-president or Treasurer may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited.

(ii) Election - President, Vice-president and Treasurer

In the event of there being more than one nomination in respect of any of the offices of President, Vice-president or Treasurer, the names of the candidates shall be submitted to election by the whole.

(iii) Casual Vacancy - President, Vice-president and Treasurer

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled as follows:

- (a) A casual vacancy in the office of President shall be filled by the Vice-president.
- (b) Any casual vacancy in the office of President caused by failure sub-clause (iii)(a) of this rule to take effect or in the office of Vice-president, shall be filled by any member of the Executive Committee appointed thereto by the Executive Committee.
- (c) In the event of a casual vacancy in the office of Treasurer an acting Treasurer may be appointed by the Executive Committee for the unexpired portion of the term.

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules.

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(iv) Term of Office - President, Vice-president and Treasurer

The term of office of the President, Vice-president and Treasurer shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, -terminating immediately prior to the next succeeding declaration of election to office by the Returning Officer.

(v) Limitation - Number of Terms of Office - President, Vice-president and Treasurer

No President may hold the office of President and no Vice-president may hold the office of Vice-president for more than four two (2) terms in succession. Provided that when a President or Vice-president has been appointed to fill a casual vacancy the period of office of such President or Vice-president over the unexpired portion of the term of his predecessor shall not be taken into consideration for the purpose of computing the four two terms abovementioned. The Treasurer shall be eligible for re-election annually without limitation of term of office.

(vi) Duties - Treasurer

The Treasurer shall supervise the financial affairs of the Association in such manner as the Executive Committee may from time to time require and shall as required by these rules render a true account of all moneys received and expended and of all the assets and liabilities of the Association.

23 - EXECUTIVE COMMITTEE

(i) Composition - Executive Committee

~~Every two years, There shall each year be elected~~ an Executive Committee shall be appointed by election consisting of -

- (a) the President, the Vice-president and the Treasurer elected in accordance with Rule 22;
- (b) six other members elected pursuant to this Rule.

(ii) Nomination - Executive Committee

Nomination for the election of the six members of the Executive Committee referred to in Rule 23(i)(b) may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited. In the event of there being more nominations than one for the office of President, all such nominations shall be deemed automatically nominated for Vice-president unless a nominee has advised the Returning Officer to the contrary in writing. In the event of there being more nominations than one for any of the offices of President, Vice-president or Treasurer, all the nominations for that office shall also be deemed automatically nominated for election to the Executive Committee under Rule 23(i)(b) unless a nominee has advised the Returning Officer to the contrary in writing.

(iii) Election - Executive Committee

In the event of there being more nominations than the six positions to be filled, the names of the candidates shall be submitted to election by the whole.

(iv) Casual Vacancy - Executive Committee

~~Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled~~

(i) ~~A casual vacancy upon the Executive Committee may be filled by~~ the Executive Committee by appointment of any member.

(ii) Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules.

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(v) Term of Office - Executive Committee

The term of office of members of the Executive Committee shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, terminating immediately prior to the next succeeding declaration of election to office by the Returning Officer.

(vi) Chairman - Executive Committee

The President shall be the Chairman of the Executive Committee; and if unavailable the Vice-president shall assume the Chair and failing the Vice-president the Executive Committee shall elect a chairman from amongst its members.

(vii) Meetings - Executive Committee

The Executive Committee shall meet at such times and places as may be determined by the Executive Committee or any General Meetings of Members. Decision shall be by majority vote and the chairman shall have a deliberative and casting vote.

(viii) Quorum - Executive Committee

Six members shall constitute a quorum of the Executive Committee.

(ix) Leave of Absence - Executive Committee

The Executive Committee shall have power to grant leave of absence to any of its members for a period not exceeding three calendar months, and to any of its members absent upon the business of the Association in a representative capacity for any period. It shall be the duty of members of the Executive Committee to attend all meetings of that Committee to which leave of absence does not extend.

(x) Functions - Executive Committee

The Executive Committee shall be the Committee of Management of the Association and may, subject to any decisions of members in general meetings duly convened and held, exercise all the functions and powers of the Association and without limiting the generality of the foregoing shall have power:-

- (a) to manage and administer the Association;
- (b) to execute the policy decisions of any general meeting of the Association;
- (c) to make on behalf of the Association industrial agreements;
- (d) to authorise the execution of all documents required to be executed in the exercise of the powers of the Association;
- (e) to deal in a manner responsible to General Meetings with matters arising from time to time;
- (f) to report the proceedings of the Association to General Meetings;
- (g) on behalf of the Association and any of its members to bring or to authorise the bringing of any industrial dispute or matter before any Commonwealth or State industrial tribunal or other tribunal and may, for that purpose, formulate or authorise any claims, defences or other necessary proceedings or documents incidental thereto, and may on behalf of the Association and any of its members give any undertakings to any such tribunal or other industrial authority;
- (h) subject to Rule 24 to acquire, purchase, take on lease, mortgage, charge, exchange, and otherwise own or possess and deal with real and personal property, and to direct the Trustee accordingly;
- (i) in consultation with the Chief Executive to appoint and remove staff and to determine staff salaries, allowances and wages according to law;
- (j) to enter into contracts for the supply of goods or services;
- (k) to appoint advisory sub-committees and advisory committees;
- (l) to delegate functions to the Chief Executive committees or sub-committees elected pursuant to these rules;
- (m) to litigate;
- (n) subject to Rule 35A, to receive the auditor's report, the general purpose financial report and the operating report on behalf of the Association.

(xi) Fees - Executive Committee

Each member of the Executive Committee shall be paid -

- (a) such fees, expenses and allowances as may from time to time be determined by General Meeting; and
- (b) in addition, the President and Treasurer shall be paid such fees and allowances as may from time to time be determined by the Executive Committee.

(xii) Removal - Executive Committee members

Any General Meeting may at any time by resolution passed by three-fourths of those present in person or by proxy and entitled to vote at such meeting remove any member of the Executive Committee: Provided that no member of the Executive Committee shall be removed from office unless he has been adjudged by the General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or that he has ceased, according to these rules to be eligible to hold office: and provided also that the member shall first receive notice of proposal for his removal and shall have had an opportunity to appear before the General Meeting to render personal explanation or have delivered to the General Meeting explanation in writing. The General Meeting may require the member of the Executive Committee to appear before it.

24 - TRUSTEE

(i) Election - Trustee

There shall be elected a Trustee, which shall be a Company.

(ii) Scope of Election - Trustee

In the event of there being more nominations than one, the names of the candidates shall be submitted to election by the whole.

(iii) Term of Office - Trustee

The Trustee shall have a term of office of four years duration and be eligible for re-election on the expiry of the term; provided that the Executive Committee may remove the Trustee from office if it has been adjudged by the General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or has ceased according to these rules to be eligible to hold office: and further provided that the Trustee shall first receive notice of proposal for its removal and shall have had an opportunity to be represented before the General Meeting to render an explanation or have delivered to the General Meeting an explanation in writing. The General Meeting may require the Trustee to appear before it.

The term of office of the Trustee shall commence immediately upon the declaration of election to such office by the Returning Officer and shall terminate immediately prior to the next succeeding declaration of election to such office by the Returning Officer.

(iv) Casual Vacancy - Trustee

In the event of a vacancy in the office of Trustee for any reason the Executive Committee may appoint a company to fill the same until the next ensuing Annual General Meeting when nominations will be invited for an election to fill the vacant office for the unexpired term, if any. If more than one nomination is received, an election of the whole shall be conducted in accordance with the provision of Rule 36.

(v) Functions - Trustee

The Trustee shall be vested with all real and personal property of the Association upon trust for the Association and shall whenever called upon by the Executive Committee execute all documents and do all things necessary to transfer, convey, lease, mortgage or charge, or otherwise deal with any of such property in the manner directed by the Executive Committee. Such Trustee shall not be required to make good any loss which may arise or happen in the funds of the Association but shall be liable only for the property which shall be actually received by it or them on trust for the Association.

25 - CHIEF EXECUTIVE

There shall every four (4) years be elected a Chief ~~of Staff~~Executive.

(i) Nomination - Chief Executive

Nomination of any person for election to the office of Chief Executive may be made by any two members at an Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to the office of Chief Executive will be invited.

(ii) Nominations for the position of Chief Executive may only be taken from:

- (a) Where there is an incumbent Chief Executive of the NSW Farmers Association – that Chief Executive; or
- (b) Where there is not an incumbent Chief Executive of the NSW Farmers Association or that Chief Executive refuses or is for any reason unable to be appointed pursuant to this Rule 25(ii)(a) – in accordance with Rules 25(i) & (iii).

~~(iii) (ii)~~ Election - Chief Executive

In the event of there being more than one nomination, the names of the candidates shall be submitted to election by the whole.

~~(iv) (iii)~~ Term of Office - Chief Executive

The Chief Executive shall have a term of office of four years duration and be eligible for re-election at the expiry of that term; provided that the Executive Committee may remove the Chief Executive from office if he has been adjudged by a General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or has ceased according to these rules to be eligible to hold office: and further provided that the Chief Executive shall first receive notice of proposal for his removal and shall have had an opportunity to appear before the General Meeting to render a personal explanation or have delivered to the General Meeting an explanation in writing. The General Meeting may require the Chief Executive to appear before it. The term of office of the Chief Executive shall commence immediately upon the declaration of his election to such office by the Returning Officer and shall terminate immediately prior to the next succeeding declaration of election to such office by the Returning Officer.

~~(v) (iv)~~ Casual Vacancy - Chief Executive

In the event of a vacancy in the office of Chief Executive for any reason the Executive Committee may appoint a person to fill the same until the next ensuing Annual General Meeting when nominations will be invited for an election to fill the vacant office for the unexpired term, if any. If more than one nomination is received, an election of the whole shall be conducted in accordance with the provisions of Rule 36.

~~(vi) (v)~~ Remuneration - Chief Executive

The remuneration of the Chief Executive shall be determined by the Executive Committee.

~~(vii) (vi)~~ Responsibilities

The responsibilities of the Chief Executive shall include -

- (a) the right to attend and speak at all meetings of the Association;
- (b) assisting the President and the Executive Committee in the execution of policy;
- (c) maintaining liaison with Federally constituted bodies;
- (d) promoting the public relations of the Association generally;
- (e) executing returns and documents on the Association's behalf;
- (f) supervising the keeping of records and books of account;
- (g) allocating staff duties; and
- (h) generally giving effect to the instructions of the Executive Committee in all matters referred to in Rule 23.
- (i) the convening of meetings within the Association.

26 - LOCAL INDUSTRIAL COMMITTEES

Establishment - Local Industrial Committees

The Executive Committee shall establish local industrial committees of members to investigate matters and report thereon to the Executive Committee.

27 - GENERAL MEETINGS

(i) General Meeting - Annual

The Annual General Meeting of the Association shall take place within ninety days after the commencement of the Annual Conference of NSW Farmers' Association in each year on such day as the President or the Executive Committee may determine.

(ii) General Meeting - Special

- (a) A Special General Meeting may be convened at any time by the President or on the motion of the Executive Committee or subject to clause (b) of this rule by not less than one hundred financial members.
- (b) A request for a Special General Meeting made by not less than one hundred financial members shall state in writing the general nature of the business to be transacted thereat and bear the signatures of those requesting the Special General Meeting. Upon receiving such a request, the Chief Executive shall within twenty-one days despatch notice to all members convening the Special General Meeting. If notice has not been despatched within the prescribed time the members making the request or the majority of them may themselves convene the meeting.

(iii) Annual General Meetings - Business

Business for Annual General Meetings may be submitted by any local industrial committee; the Executive Committee, or any advisory committee in writing: provided that the requirement for notice of business as specified by the Executive Committee from time to time is met. Business shall also include consideration of the Accounts and Balance Sheet and any reports of the Executive Committee, auditors and others.

An Annual General Meeting shall have power on a vote of the majority of those present to deal with any urgent business raised at the meeting and relating only to industrial matters.

(iv) General Meetings - Convening Notice

At least fourteen days' notice shall be given to all Members of the time and venue of a General Meeting.

(v) General Meetings - Quorum

- (a) No business shall be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. At all General Meetings thirty Members, of whom at least ten present other than by proxy shall form a quorum.
- (b) If no quorum be present within half an hour from the time appointed for an Annual General Meeting the Chairman shall adjourn such meeting from week to week until such time as a quorum shall be present.
- (c) If no quorum be present within half an hour from the time appointed for a Special General Meeting such meeting shall stand dissolved.

(vi) General Meetings - Chairman

At all General Meetings the President or, in his absence, the Vice-president shall occupy the chair: provided that in the absence of both President and Vice-president the Members present shall elect a chairman to preside at the meeting.

(vii) General Meetings - Questions; how determined

At any General Meeting a motion put to the vote of the meeting shall be decided by majority on the voices except that -

- (a) the motion shall be decided on a show of hands if demanded by the chairman or by any one member present in person; and
- (b) a secret ballot may be required by the chairman or by at least three members present in person;
- (c) Any secret ballot taken at a General Meeting shall conform to Rule 36(xvii).

(viii) General Meetings - Those entitled to attend

Any financial member of the Association shall be entitled to attend and vote at General Meetings.

A company or partnership proposing to be present at a General Meeting shall be entitled to one representative and shall on request notify the Chief Executive the name of its representative.

(ix) General Meetings - Proxies

Any member may be represented at and may vote at General Meetings by proxy given under that member's hand provided that the proxy be a financial member of the Association and the instrument appointing him be deposited with the Chief Executive at least twenty-four hours before the holding of the meeting.

(x) General Meetings - Attorneys

Absent members may be represented at and may vote at General Meetings by an attorney authorised by power of attorney to act generally on behalf of the absent member in respect of his property provided that the power of attorney be produced to the Chief Executive at least twenty-four hours before the holding of the meeting.

28 - BANKING ACCOUNT

The funds of the Association shall be paid into a bank to its credit, or to the credit of a related entity or to the credit of the NSW Farmers' Association -and the bank account shall be operated upon as the Executive Committee shall determine or as the owner of the bank account dictates from time to time.

29 - EXPENDITURE OF FUNDS

- (i) After payment of the current expenses of the office the funds of the Association may be expended in the exercise of the powers of Association as the Executive Committee may from time to time determine. Any money or funds of the Association not required for the purposes of the Association may be invested either by way of establishment or continuance of reserve fund or otherwise in such manner as the Executive Committee may from time to time determine.
- (ii) Subject to sub-rule (iii) of this rule, no funds of the Association will be used for a loan, grant or donation of an amount exceeding one thousand dollars (\$1,000) unless the Executive Committee has approved making the loan, grant or donation and satisfied itself -
 - (a) that the making of the loan, grant or donation would not contravene the rules of the Association, and
 - (b) in relation to a loan - that in the circumstances for repayment of the loan there are satisfactory arrangements and adequate security is proposed to be given.
- (iii) The provisions of sub-rule (ii) will not apply to funds of the Association being:
 - (a) Invested in commercial script such as shares, debentures, mortgages or securities offered by persons or companies other than members, officers or employees of the Association.
 - (b) Used to provide for or make reimbursement of out of pocket expenses incurred by persons whilst acting for the benefit of the organisation.
- (iv) No member of the Executive Committee shall be responsible for any loss that may arise from investments or loans authorised by the Executive Committee, unless such loss be caused by his wilful neglect or default.
- (v) The Association shall develop and implement policies and procedures relating to the expenditure of the Association in addition to sub-rules (i) to (iv) above.

~~29A - GOVERNANCE AND ACCOUNTING OBLIGATIONS TRAINING~~

~~Each officer of the Association whose duties in the Association include duties that relate to the Association's financial management (financial duties) must, within 6 months of the person beginning to hold such an office, undertake and complete training that covers each of the officer's financial duties (financial duties training). The financial duties training must be approved by the General Manager of the Fair Work Commission under section 154C of the FWRO Act.~~

30 - SPECIAL PURPOSES FUND

- (i) The Association may provide for the application of its money and property to special purposes which are consistent with its objects and within the scope of its powers provided the following conditions are observed -

- (a) any payment in furtherance of such purposes shall be made out of a separate fund; and
 - (b) contribution to such separate fund shall be voluntary and not be a condition of admission to membership or of membership with the Association; and
 - (c) a member who does not contribute to such fund shall not be excluded from any of the benefits of the Association or be placed under any disability or at any disadvantage as compared with other members by reason of his failure so to contribute.
- (ii) Any question as to the purposes which from time to time be deemed special shall be determined by the Executive Committee.

31 - FINANCIAL YEAR

The financial year of the Association shall terminate on the 31st day of December.

32 - BOOKS OF ACCOUNT

Proper books of account shall be kept as the Executive Committee shall direct.

33 - AUDIT

Yearly audit of the accounts of the Association shall be made by an auditor who is a registered company auditor within the meaning of the Companies Act, 1961, as amended or a person registered under the Public Accountants Registration Act, 1945, as a public accountant. The auditor shall be elected at the Annual General Meeting and shall be eligible for re-election.

34 - AUDITOR'S DUTIES

The auditors shall have access at all times to the books (including Minute Books), vouchers, documents and securities of the Association, and they shall be furnished with such information and explanations as they may require for the performance of their duties as auditors. The auditors shall examine the annual accounts of the Association and their report shall be presented to the members at each Annual General Meeting.

35 - RETENTION OF RECORDS

Subject to the Evidence (Reproductions) Act, 1967, the accounting records and auditor's report shall be retained by the Association for a period of at least seven years after the completion of the transactions to which they relate and shall be kept in the registered office of the Association in such manner as the Executive Committee may direct and there be available for inspection by any Member of the Association.

35A-36 - PRESENTATION OF FINANCIAL RECORD

Despite anything to the contrary in the rules of the Association, the auditor's report, the general purpose financial report, the Committee of Management Statement and the operating report (the full financial reports) of the Association may be presented to a meeting of the committee of management of the Association, provided that at any time upon the demand of at least 100 members or 5% of the membership of the Association (whichever is the less) a Special General Meeting of the Association shall be called and held for the purpose of considering the full financial reports of the Association. A Special General Meeting under this rule shall be called and held in accordance with Rule 27.

~~36 - DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS~~

- ~~(i) Each officer of the Association shall disclose to the Association any remuneration paid to the officer:~~
- ~~(a) because the officer is a member of the board, if:

 - ~~i. the officer is a member of the board only because the officer is an officer of the Association; or~~
 - ~~ii. the officer was nominated for the position as a member of the board by the Association, or a peak council; or~~~~
 - ~~(b) by any related party of the Association in connection with the performance of the officer's duties as an officer.~~
- ~~(ii) The disclosure required by sub-rule (i) shall be made to the Association:~~
- ~~(a) as soon as practicable after the remuneration is paid to the officer; and~~
 - ~~(b) in writing.~~
- ~~(iii) The Association shall disclose to the members of the Association:~~
- ~~(a) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and~~
 - ~~(b) for those officers:

 - ~~i. the actual amount of the officers' relevant remuneration for the disclosure period; and~~
 - ~~ii. either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.~~~~
- ~~(iv) For the purposes of sub-rule (iii), the disclosure shall be made:~~
- ~~(a) in relation to each financial year;~~
 - ~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~
 - ~~(c) in writing.~~

~~37 - DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS~~

- ~~(i) Each officer of the Association shall disclose to the Association any material personal interest in a matter that:~~
- ~~(a) the officer has or acquires;~~
 - ~~(b) a relative of the officer has or acquires;~~
 - ~~that relates to the affairs of the Association.~~
- ~~(ii) The disclosure required by sub-rule (i) shall be made to the Association:~~
- ~~(a) as soon as practicable after the interests is acquired; and~~
 - ~~(b) in writing~~
- ~~(iii) The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to sub-rule (i):~~
- ~~(iv) For the purpose of sub-rule (iii), the disclosure shall be made:~~
- ~~(a) in relation to each financial year;~~
 - ~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~
 - ~~(c) in writing~~

~~38 - DISCLOSURE OF PAYMENTS BY THE ASSOCIATION~~

- ~~(i) The Association shall disclose to the members of the Association either:~~
- ~~(a) each payment made by the Association, during the disclosure period:

 - ~~i. to a related party of the Association; or~~
 - ~~ii. to a declared person or body of the Association~~~~
 - ~~(b) the total of the payments made by the Association, during the disclosure period:

 - ~~i. to each related party of the Association; or~~
 - ~~ii. to each declared person or body of the Association.~~~~
- ~~(ii) Sub-rule (i) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.~~
- ~~(iii) For the purposes of sub-rule (i), the disclosure shall be made:~~
- ~~(a) in relation to each financial year;~~
 - ~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~
 - ~~(c) in writing.~~

379 - ELECTORAL PROCEDURE - OFFICERS NAMED RULE 20

- (i) Nominations at Annual General Meeting

When the term of office for any of the offices defined in Rule 20 hereof has expired or is about to expire, nominations of candidates for election to office pursuant to these rules shall be invited by the Returning Officer at the Annual General Meeting, of which not less than 14 days' notice has been given, including notice that nominations of candidates for election to office will be invited thereat. The roll of voters for an election for the offices defined in Rule 20 for which nominations will be invited at the Annual General Meeting, shall close 7 days before the date the President or Executive Committee determine the Annual General Meeting shall take place under sub-rule 27(i) of these rules.

- (ii) Nomination for Office

- (a) At the Annual General Meeting the Returning Officer shall invite nominations of candidates for the following offices:

- (i) President,
 - (ii) Vice-President,
 - (iii) Treasurer,
 - (iv) Member of Executive Committee (6 positions to be filled),
 - (v) Chief Executive - on any occasion when the office of Chief Executive has expired, or is about to expire,
 - (vi) Trustee - on any occasion when the office has expired or is about to expire.
- (b) No nomination shall be accepted pursuant to this rule unless the nominee has signed written acceptance of nomination.
- (iii) Ballot - when required
- (a) If in respect of each office no more nominations are received than seats to be filled, the nominee or nominees, as the case may be, shall be declared elected.
 - (b) If in respect of any office more nominations are received than seats to be filled, a ballot shall be held.
- (iv) Ballot papers - by whom received
- In the conduct of ballots for election of offices, ballot papers shall be sent to all financial Members.
- (v) Returning Officer - appointment
- The Executive Committee shall appoint or secure according to law the appointment of a Returning Officer who shall not be a candidate for office, or the holder of any office in nor an employee of the Association.
- (vi) Returning Officer - duties
- The Returning Officer shall conduct the election from the calling for nominations to the declaration of the ballot.
- He shall satisfy himself that no nomination is defective, provided that, before rejecting any nomination, he shall notify the person concerned of the defect and, if it is practicable to do so, give him an opportunity to remedy the defect within seven days after his being so notified.
- He shall state the time and date by which voting papers must be returned to him which date shall be not earlier than the 30th day after the date upon which the voting papers are sent to members. He shall satisfy himself that ballot papers have been sent to, all financial Members, and upon return of the ballot papers shall check and count them as prescribed by this rule.
- (vii) Scrutineers - appointment
- The Executive Committee may appoint two official scrutineers to attend the ballot. Any candidate may if he so desires appoint at his own expense a scrutineer to represent him at the ballot. A candidate appointing a scrutineer shall, before the commencement of the count, notify the Returning Officer in writing of the name of such scrutineer.
- (viii) Scrutineers - conduct and duties
- The conduct and duties of Scrutineers shall be as follows -

- (a) the Scrutineer shall be entitled to be present throughout a ballot and may query the acceptance or otherwise of any nomination and inclusion or exclusion of any vote in the count but final determination in these matters shall remain with the Returning Officer;
 - (b) a Scrutineer shall not be entitled to remove, mark, alter or deface any ballot paper or other document used in connection with the election;
 - (c) in every case the scrutineer shall observe any direction given by the Returning Officer and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise his rights but no election shall be vitiated by reason of the fact that a scrutineer does not exercise any or all of such rights if he has had reasonable opportunity to so do.
- (ix) Format of Voting papers
- (a) Each eligible voter shall vote for all candidates in order of preference, otherwise his vote shall be informal.
 - (b) A composite voting paper shall be sent to all voters in respect of each of the following Groups -
 - Group A - persons nominated for election as President, Vice-president and Treasurer; that is to say persons nominated for offices the occupiers of which become members of the Executive Committee ex-officio.
 - Group B - persons nominated for election to the Executive Committee which group shall automatically include the persons whose names appear in Group A, except in circumstances where a Group A nominee has advised the Returning Officer in writing on or before the day of nomination of his intention to decline nomination for Group B.
 - Group C - persons, natural or artificial, nominated for the office of Trustee.
 - Group D - persons nominated for the office of Chief Executive.

(x) Despatch of Ballot Papers

The Returning Officer shall, as soon as reasonably practicable following the calling of nominations at the Annual General Meeting, forward by prepaid post ballot papers to each eligible voter addressed to his registered address or to such other address as the voter shall, on account of his absence from his registered address, have notified to the Chief Executive in writing.

A voting paper or papers shall be despatched in one envelope and shall set out the names of the candidates in an order determined by lot and in accordance with Rule 36(ix) and shall be accompanied by two printed envelopes.

One envelope shall be a declaration envelope with a removable flap or label and the other a prepaid envelope. Both envelopes must comply with the forms prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003. ~~The Returning Officer shall have his own locked bag service at the General Post Office, Sydney~~

(xi) Return of Voting paper

Each voting paper received by voters shall be placed by them in the declaration envelope. Each voting paper in order to confer a vote must be received by the Returning Officer not later than the date determined for its return ~~at the address stated on the ballot papers~~. Before counting any votes or removing any ballot paper from the declaration envelope, the Returning Officer shall remove the flap or label from the envelope.

(xii) The Count

- (a) On the week day next following the last day for receipt of voting papers, the Returning Officer shall count the votes. The Returning Officer shall not count any vote unless the ballot paper on which it is recorded is returned in the envelope sent to the voter and the declaration envelope has returned in a prepaid envelope. Otherwise, the Returning Officer shall open the voting papers and remove ineligible and informal votes and count formal votes.
- (b) The Returning Officer shall count first the votes recorded in respect of Group A and shall declare the successful candidates in that Group to be members of the Executive Committee: Provided that, in the event of the name of the successful candidate for the office of President appearing also in the ballot for election of Vice-president, his name shall be struck out of the ballot for Vice-president:

And further provided that in the event of the names of the successful candidates for the office of President and/or Vice-president appearing also in the ballot for the office of Treasurer, their names shall be struck out of the ballot for the office of Treasurer.

- (c) The Returning Officer shall next scrutinise the votes recorded in respect of Group B and shall strike out from the voting papers the names of candidates who have been declared elected in accordance with sub-paragraph (b) of this rule. He shall then proceed to count the votes cast in respect of the remaining candidates in Group B in order of preference then disclosed adjusted to the number of candidates then remaining. When six candidates are elected, the Returning Officer shall declare these six to be members of the Executive Committee.
- (d) In ballots for the offices of President, Vice-President, Treasurer, Chief Executive and Trustee, every count shall be by the ordinary preferential system in accordance with Schedule 1.
- (e) In ballots for the office of Member of Executive Committee every count shall be by the multiple preferential system in accordance with Schedule 2.

(xiii) Declaration of the ballot

The Returning Officer shall declare the results of the ballot by giving to the Chief Executive a written declaration signed by the Returning Officer, dated and identifying the ballot by reference to the rule or rules under which it was conducted and the candidates successful in the ballot shall take in accordance with these rules, the offices to which they were respectively elected.

(xiv) Further ballot

Notwithstanding any provisions in these Rules to the contrary, should any error or informality occur in any election, the Returning Officer may order a new election at times and dates to be determined by him. Where the Returning Officer so orders, the roll of voters for any new election for any of the offices defined in Rule 20 shall close seven days before nominations open for the new election.

(xv) Retention of Ballot Papers - Returning Officer

The Returning Officer shall retain all ballot papers (voting papers, envelopes and records of counts) for a period of one year from the date of declaration of each ballot.

(xvi) Insufficiency of Nominations - Executive Committee

In the event of insufficiency of nominations being received in respect of any election conducted pursuant to rules 22 and 23, any vacancy or vacancies upon the Executive Committee shall be

filled by the Annual General Meeting which, in filling any such vacancy shall be informed of any informal nominations that may have been received. For this purpose the Annual General Meeting may nominate any financial Member or financial Members, and, in the event of contested election the matter shall be determined by secret ballot in accordance with sub-rule (xvii).

(xvii) Secret ballots at meetings

- (a) In the event of a secret ballot being held at a meeting, the Chairman shall appoint or secure, according to law, the appointment of a Returning Officer who shall not be the holder of any office in, nor an employee of the Association and shall invite the candidates for election each to appoint a scrutineer to represent him at the ballot. If the number of scrutineers appointed is fewer than two, the Chairman shall appoint sufficient scrutineers to ensure that at least two are present at the count.
- (b) The voting papers shall consist of a ballot paper which shall be initialled by the Returning Officer.
- (c) The Returning Officer shall deliver a voting paper so marked, to each eligible voter present.
- (d) The Returning Officer shall read in order or sequence determined by lot the names of the candidates for election whereupon the voters shall write down the names upon their voting papers in that order or sequence and thereafter exercise their votes according to the instructions of the Returning Officer.
- (e) The Returning Officer shall collect the voting papers and in the presence of the scrutineers shall count the votes and report the result of the ballot to the Chairman of the meeting.

40-38 - POWER TO SUE

- (i) The Association may sue or take any other proceedings either at law or in equity including proceedings to enforce payment by members of contributions due.
- (ii) The holder for the time being of the position of Chief Executive shall have power to sue and be sued on behalf of the Association.

41-39 - COSTS AND PENALTIES INCURRED BY MEMBERS

In the event of any member of the Association violating any industrial agreement to which the Association is a party or disobeying any award or order of any Industrial Arbitration Court or other tribunal contrary to the instructions of the Association, no costs or penalties incurred by him by reason of such violation or disobedience shall be borne by the Association.

42-40 - INDEMNITY

Every member shall indemnify and keep harmless to the Association and the Officers and members of staff thereof in respect of all penalties, damages, losses, actions, claims, costs and demands whatsoever which may be made against the Association or such officers and members in respect of any breach or non-observance of any undertaking given to any Commonwealth or State industrial tribunal or any other tribunal, committee or industrial authority.

4413 - SEAL

The Executive Committee shall provide for the safe custody of the seal which shall be used only by the authority of the Executive Committee, and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the Chief Executive or by a second member of the Executive Committee.

424 - INSPECTION OF RULES AND BY-LAWS

- (i) The rules shall be available in the registered office of the Association for inspection by members.
- (ii) Every applicant for membership, and every member upon application to the Chief Executive, shall receive a copy of the rules.

435 - RULES OF DEBATE

Rules of debate to be observed at all meetings of the Association and of committees and local committees thereof shall be in accordance with a Schedule circulated by the Executive Committee from time to time.

446 - DISSOLUTION OF ASSOCIATION

At a meeting called for that purpose (of which at least fourteen days' notice shall have been given by advertisement and also by notice addressed to each member stating the object thereof), the members may by a majority of three quarters of the members of the Association who may be present personally or represented by proxy or attorney at such meeting determine that the Association shall be dissolved and the same thereon shall be dissolved accordingly, and the Executive Committee shall take such means for winding up and closing the affairs of the Association as the Executive Committee may deem advisable, but subject to the following. The Association shall be dissolved automatically in the event of the number of members thereof not exceeding fifty. Upon a dissolution the real and personal property of the Association shall be applied

-- Firstly, in payment of all just claims of members and persons entitled to any salary, relief or benefit from the Association. Secondly, in payment of all just debts and liabilities of the Association due and owing to persons being members thereof. Thirdly, in payment of all the just debts and liabilities of the Association. Any surplus after payment of the cost of dissolution shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other Association or institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

457 - ALTERATIONS TO RULES

Procedure

The Rules of the Association may be altered, added to, varied or rescinded by resolution of a General Meeting carried by at least one half of the members present personally or represented by attorney or proxy. Proposals for alteration, addition to, variation or rescission of any of the Rules of the Association may be submitted to the Chief Executive at any time by the Executive Committee or in writing by any twenty financial members or any local industrial committee created pursuant to these Rules, provided that when such proposals are made by either twenty financial members or a local industrial committee, such proposals must be received by the Chief Executive at least sixty days prior to the General Meeting to which they are to be submitted. Notwithstanding any of the foregoing provisions of this Rule, the Executive Committee shall be empowered to amend to the extent necessary to comply with a request or direction from the General Manager, any proposals for alteration, addition to, variation or rescission of any of the Rules adopted by or to be submitted to a General Meeting.

Schedule 1.

Ordinary Preferential Voting for election of President, Vice-President, Treasurer, Chief Executive and Trustee.

- (i) A candidate who has received a number of first preference votes greater than half the total number of formal voting papers (ie. an absolute majority) shall thereupon be eligible to be declared elected.
- (ii) If no candidate has received an absolute majority of first preference votes, the Returning Officer shall proceed as follows:
 - (a) The candidate who received the fewest first preference votes shall be excluded and each voting paper counted to him shall be counted to the candidate next in order of the voters' preference.
 - (b) Then if no candidate has an absolute majority of votes, the process shall be repeated by excluding the next candidate who has the fewest votes and counting each of his voting papers to the unexcluded candidate next in order of the voters' preference, until one candidate has received an absolute majority of votes and is then eligible to be declared elected.

Schedule 2.

Multiple Preferential Voting for election to the office of Member of Executive Committee.

Definitions

"Primary Votes" are of equal value and comprise all preferences marked on the ballot paper by the voter down to the number of candidates to be elected.

"Secondary votes" are preferences beyond the primary votes marked on the ballot paper by the voter.

"Exhausted votes" are ballot papers which contain primary votes for the candidate being excluded in a particular exclusion and any other candidate previously excluded.

"Contingency votes" for a particular exclusion are the secondary votes received prior to his exclusion by the candidate then being excluded ie. ballot papers which during any preceding exclusion were received by the candidate now being excluded from a candidate previously excluded.

Ineligible and informal ballot papers

Count and record the number of ineligible and informal ballot papers which shall not be included in any subsequent count of the ballot.

Count primary votes:

For each candidate, determine the number of first preference ballot papers and record this number on the tally sheet.

Repeat this procedure for each of the remaining primary votes.

For each candidate determine the total number of primary votes received and record this on the tally sheet.

First exclusion

Exclude the candidate with the lowest total number of primary votes.

On each ballot paper which gives the excluded candidate a primary vote, place a tick adjacent to that candidate's name, then distribute all of his primary votes on to continuing candidates according to the first of the secondary votes on each ballot paper.

Determine the number of preferences so directed to each continuing candidate and record details on the tally sheet.

Second and subsequent exclusions

Each ballot paper is transferred on only once.

Exclude the continuing candidate with the lowest progressive total.

Locate, count and record on the tally sheet as contingent votes the number of ballot papers which the candidate then being excluded received from candidate previously excluded ie. that candidate's secondary votes.

Then locate all ballot papers upon which the candidate then being excluded receives a primary vote. Of these ballot papers separate those previously ticked, thus being exhausted, and record this number in the tally sheet as exhausted votes.

On the remaining ballot papers which the candidate then being excluded receives a primary vote, place a tick adjacent to his name and distribute these ballot papers between continuing candidates according to the first of the secondary votes or if this vote is for a previously excluded candidate, then the vote is passed on to a continuing candidate according to the next available secondary vote.

Determine the number of votes thus received by each continuing candidate and record on the tally sheet a progressive total for each continuing candidate.

Repeat this procedure of excluding candidates with the lowest progressive total until there remains a number of continuing candidates one greater than the number of offices to be filled.

The candidate who then has the lowest progressive total is excluded and the remainder of the candidates are then eligible to be declared elected.

The following table comprises a form of tally sheet which could be used for a step by step ballot count using the multiple preferential system of counting, commencing after any informal or ineligible ballot papers have been identified, separated, counted and recorded on tally sheet.

FIVE OFFICES TO BE FILLED

	A	B	C	D	E	F	G	H	I	J	C O N T I N G E N T	E X H A U S T E R I A L	
1st Preference votes	62	65	103	27	90	16	20	35	46	22	-	-	486
2nd Preference votes	52	46	26	48	193	43	26	13	17	22	-	-	486
3rd Preference votes	63	75	35	32	86	31	33	49	56	26	-	-	486
4th Preference votes	60	58	49	62	39	46	70	43	30	29	-	-	486
5th Preference votes	58	51	63	47	26	72	62	36	29	42	-	-	486
Total Primary votes	295	295	276	216	434	208	211	176	178	141	-	-	2430
"J" excluded 141 votes transferred	32	19	23	13	9	27	11	2	5	EX	-	-	141
Progress Total	327	314	299	229	443	235	222	178	183		-	-	2430
"H" excluded 178 votes transferred	10	13	19	31	11	12	8	EX	19		2	53	178
Progress Total	337	327	318	260	454	247	230		202		2	53	2430
"I" excluded 202 votes transferred	21	17	26	16	-	13	14		EX		24	71	202
Progress Total	358	344	344	276	454	260	244				26	124	2430
"G" excluded 244 votes transferred	26	30	28	18	1	22	EX				33	86	244
TOTAL	384	374	372	294	455	282					59	210	2430

Declaration of Rule Change - Attachment "B"



NSW Farmers' (Industrial) Association
ABN 49 058 101 237

CIRCULAR TO MEMBERS **COMPRISING**

NOTICE OF 2018 ANNUAL GENERAL MEETING

Date: **Wednesday 25 July 2018**

Time: **3:00pm AEDT**

Place: **Big Top Auditorium, Luna Park, Milsons Point NSW 2061**

The Notice of Meeting is dated 19 June 2018.

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Key Dates

Due date for lodgement of proxy forms	3:00pm AEDT on 24 July 2018
Record Date	3:00pm AEDT on 24 July 2018
General Meeting	3:00pm AEDT on 25 July 2018

NOTE: The above timeline is indicative only. The Association may vary any of the above dates subject to the applicable law.

Important Information

This Notice of Meeting is dated 19 June 2018.

This Notice of Meeting is governed by the law in force in New South Wales.

Corporate Directory

Executive Committee

Mr Derek Schoen
Mr Mark Horan
Mr Peter Wilson
Mr Mitchell Clapham
Mr James Jackson
Mrs Lisa Minogue
Mr Paul Shoker
Mrs Rebecca Reardon

Chief Executive Officer

Matt Brand

Head Office

Level 6, 35 Chandos Street
ST LEONARDS NSW 2065
Tel: (02) 02 9478 1000
Fax: (02) 02 8282 4500

Website

<http://www.nswfarmers.org.au/>

1. Letter from the CEO

Dear Member,

On behalf of the Executive Committee of the Industrial Association, I am pleased to invite you to the Annual General Meeting (**AGM**) of the Association to be held on Wednesday 25 July 2018 at 3:00pm AEDT and to present this Notice of Meeting to you.

Following changes to the Rules of the Association in 2015, there has been more work done to ensure the Rules of the Association continues to evolve. There are a number of amendments, on behalf of the Executive Committee, that I am pleased to now present to Members for approval. The proposed changes to the Rules of the Association are set out in this Notice of Meeting.

Recommendation of the Executive Committee

As stated in the Explanatory Memorandum, the Executive Committee has carefully considered the options available to the Association and **recommends you vote in favour** of the resolutions.

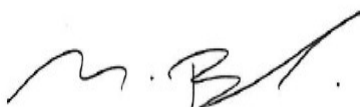
Further information about the resolutions is set out in the Notice of Meeting and Explanatory Memorandum.

On behalf of the Executive Committee, I encourage you to read the full contents of the accompanying documents carefully, and to participate in the voting process.

A full copy of the Industrial Association's Rules with marked proposed amendments is available on the Association's website, www.nswfarmers.org.au/AGMs.

If you have any questions about this Notice of Meeting, please contact the Member Service Centre on 1300 794 000.

Yours Sincerely,



Matt Brand
Chief Executive Officer

2. Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of the Members of the Association will be held at the Big Top Auditorium, Luna Park, Milsons point NSW 2061 at 3:00pm AEDT on Wednesday 25 July 2018.

Ordinary Business

The business of the Annual General Meeting will be:

1. Tabling of Notice Convening the Meeting

Formal notice was circulated to Members in June 2018.

2. Minutes of the Annual General Meeting held in 2017

The minutes of the Annual General Meeting held on 19 July 2017 have been circulated to Members. The Chairman of this meeting has signed the minutes.

3. Progress of Industrial Matters

Paul Shoker to report to Annual General Meeting on progress of industrial matters for the year.

4. Receipt of Nominations

The Returning Officer (who has been appointed by the Australian Electoral Commission) will invite nominations for election to the following Offices within the Association:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Executive Committee (six positions);

To consider and, if thought fit, to pass the following resolutions:

1. Treasurer's Report

"That the Financial Statements for the year ended 31 December 2017 be noted."

2. Appointment of Auditors

"That Grant Thornton be re-appointed in accordance with Rule 33 as auditors for the year ending 31 December 2018."

To consider and, if thought fit, to pass the following resolution:

3. Approval of all changes to the Articles of the Association's Rules

"That the Rules of the Association is amended in accordance with the marked up amendments and all associated defined terms as set out in the Explanatory Notice, effective immediately following the 2018 AGM save and except for amendments to Articles 21, 22, 23(i)-(v) & 25 which shall be effective immediately following the 2019 AGM ."

If Resolution 3 fails, the Members to consider and, if thought fit, to pass the following resolutions:

4. Approval of changes to Article 5 of the Association's Rules (Objects)

"That the Rules of the Association is amended in accordance with the marked up amendments to Article 5 and all associated defined terms as set out in the Explanatory Notice, effective immediately following the 2018 AGM.

5. Approval of changes to Article 6(vii) of the Association's Rules (Financial Affairs)

"That the Rules of the Association is amended in accordance with the marked up amendments to Article 6(vii) and all associated defined terms as set out in the Explanatory Notice, effective immediately following the 2018 AGM.

6. Approval of changes to Articles 7 & 12 of the Association's Rules (Definitions and Notices)

"That the Constitution of the Association is amended in accordance with the marked up amendments to Article 7, Article 12 and all associated defined terms as set out in the Explanatory Notice, effective immediately following the 2018 AGM.

7. Approval of changes to Articles 9(ii), 13, 14, 17, 18, 19 & 28 of the Association's Rules (Membership)

"That the Rules of the Association is amended in accordance with the marked up amendments to Article 9(ii), Article 13, Article 14, Article 17, Article 18, Article 19, Article 28 and all associated defined terms as set out in the Explanatory Notice, effective immediately following the 2018 AGM.

8. Approval of changes to Articles 21, 22, 23 (i) – (v) & 25 of the Association's Rules (Elections and Terms)

"That the Rules of the Association is amended in accordance with the marked up amendments to Article 21, Article 22, Article 23(i)-(v), Article 25 and all associated defined terms as set out in the Explanatory Notice, effective immediately following the 2019 AGM.

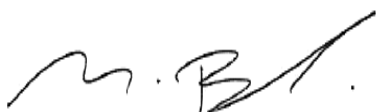
9. Approval of changes to Articles 39 (x) and (xi) of the Association's Rules (Administrative changes to election process)

"That the Rules of the Association is amended in accordance with the marked up amendments to Articles 39 (x) and (xi) and all associated defined terms as set out in the Explanatory Notice, effective immediately following the 2018 AGM.

10. Approval of changes to Articles 29A, 36, 35A, 37 to 47 of the Association's Rules (Registered Organisations Requirements and numbering)

"That the Rules of the Association is amended in accordance with the marked up amendments to Article 29A, Article 36, Article 35A, Articles 37 to 47 and all associated defined terms as set out in the Explanatory Notice, effective immediately following the 2018 AGM.

By Order of the Executive Committee



Matt Brand
Chief Executive Officer
Date: 19 June 2018

Other Information

Voting and eligibility

All financial Members of the Association whose terms of Membership entitle them to vote at general meetings are entitled to attend and vote at the meeting.

Each Member present with a vote has one (1) vote. The Chairman has a casting vote.

Resolutions

A resolution is passed if at least 50% of the votes cast by Members entitled to vote on the resolution are in favour of the resolution.

Quorum

Under the Rules of Association, the quorum for this meeting is thirty (30) Members personally present, of whom at least 10 present are not by proxy.

Voting and Proxies

1. A Member entitled to attend and vote is entitled to appoint not more than one (1) proxy.
2. A proxy need not be a Member of the NSW Farmers' (Industrial) Association.
3. The proxy form must be signed by the Member or the Member's attorney. Proxies given by corporations must be signed in accordance with the corporation's constitution or as authorised by the Corporations Act.
4. To be effective, proxies must be received at the head office of the Association at Level 6, 35 Chandos St, St Leonards, NSW 2065 not less than 24 hours before the time of the meeting and addressed to the attention of the Chief Executive Officer. Alternatively, signed proxies may be lodged by facsimile or by email if received by the same time. The facsimile number at the Industrial Association's head office is (02) 8282 4500 and if the proxy form is to be sent by email the email address is rollandia@nswfarmers.org.au.
5. Where the appointment of a proxy is signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority must be received by the Association in the above manner, time and place.
6. Additional Proxy Forms may be obtained by contacting the Member Service Centre on 1300 794 000.

Enquiries

For further information, please contact Members Service Centre at the Association on 1300 794 000.

3. Minutes of the 2017 Annual General Meeting

NSW FARMERS' (INDUSTRIAL) ASSOCIATION

ABN 49 058 101 237

MINUTES OF ANNUAL GENERAL MEETING 2017

Minutes of the Annual General Meeting of NSW Farmers' (Industrial) Association
held at the Sydney Harbour Marriott Hotel, Circular Quay, Sydney NSW 2000

Wednesday 19 July 2017, at 3.45pm

The meeting opened at 3.57pm.

1. Tabling of Notice Convening the Meeting

Formal notice was circulated to Members in June 2017.

2. Previous Minutes

The minutes of the Annual General Meeting held on 21 July 2016 have been circulated to Members. The Chairman of this meeting has signed the minutes.

3. Progress of Industrial Matters

Industrial Committee Chairman, Mr James Jackson, reported on the progress of industrial matters for the year.

4. Receipt of Nominations

The Returning Officer (who had been appointed by the Australian Electoral Commission) invited nominations for election to the following Offices within the Association. All nominees were nominated unopposed and are listed below.

- (a) President – Mr Derek Schoen
- (b) Vice President – Mr Mark Horan
- (c) Treasurer – Peter Wilson
- (d) Executive Committee (six positions)
 - Mr Mitchell Clapham
 - Mrs Lisa Minogue
 - Mr James Jackson
 - Mr Paul Shoker
 - Mrs Rebecca Reardon
 - Mrs Helen Dalton
- (e) Chief Executive – Mr Matthew Brand
- (f) Trustee – NSW Farmers' Superannuation Company Pty. Limited

Resolutions

1. Treasurer's Report

The audited financial statements were provided in the Annual Review document. Treasurer, Peter Wilson, presented the Treasurer's report.

It was recommended:

That the Financial Statements for the year ended 31 December 2016 be adopted.

Moved Peter Wilson
Seconded Katie Davies
CARRIED

2. Appointment of Auditors

It was recommended:

That Grant Thornton be appointed in accordance with Rule 33 as auditors for the year ending 31 December 2017.

Moved Peter Wilson
Seconded Mark Horan
CARRIED

The meeting closed at 4.15pm.

4. Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Members in connection with the business to be conducted at the Annual General Meeting to be held at the Big Top Auditorium, Luna Park, Milsons Point, NSW2061 on Wednesday 25 July 2018.

The Members are being asked to consider, and if thought fit to approve the proposed amendments to the Industrial Rules at the 2018 Annual General Meeting (**AGM**). This Explanatory Memorandum gives more detail on why Members are being asked to consider the amendments and what effect the changes will have if they are approved by the Members.

A full copy of the Industrial Association's Rules with marked proposed amendments is available on the Association's website, www.nswfarmers.org.au/AGMs.

3. Approval of all changes to the Articles of the Association's Rules

A Resolution designed to deal with all Resolutions and the changes noted below in one concise action. A vote in favour of this Resolution shall see the adoption of all changes proposed to the Industrial Rules and avoid the need for a ballot in respect to the remainder. For a summary of the changes encompassed by this Resolution, please see individual changes described below.

4. Approval of changes to Article 5 of the Association's Rules

This article (5) allows the Industrial Association to align itself with the objects and aims of the NSW Farmers' Association by amending the objects of the Industrial Association to reflect a common purpose and to allow the Industrial Association to make investments and manage assets in order to achieve those common objectives of the two (2) related entities.

5 - OBJECTS

The objects of the Association are:

- (i) ~~(i)~~ to be a voluntary Association of employers in the industry as defined in 2 above;
- (ii) to assist, cooperate with and promote the objectives of any other association or organisation whose objects are altogether or in part similar to or compatible with those of the Association;
- to invest and manage the moneys, property and assets of the Association;
- (iii) ~~(ii)~~ to inform, counsel, represent and advise its members in matters relating to their industrial pursuits;
- (iv) ~~(iii)~~ to further and protect the interests of its members as a corporate body in all industrial matters;
- (v) ~~(iv)~~ to provide industrial services for members;
- (vi) ~~(v)~~ to preserve the rule of law as essential security for individual rights and liberties;
- (vii) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5. Approval of changes to Article 6(vii) of the Association's Rules

This article (6vii) allows the Industrial Association greater use of its assets, if necessary, to fund, grant or to otherwise assist an entity, such as the NSW Farmers' Association to meet its objects and aims and to allow the Industrial Association Executive greater flexibility with its funds, subject always to director duties, reporting and due diligence obligations required by legislation.

(vii) to acquire, purchase, take on lease, hold, sell, lease, mortgage, charge, exchange, and otherwise own, possess, and deal with in the name of the trustees for the time being of the Association any real or personal property (including shares in any company, wherever incorporated); and to borrow, **lend, raise secure, advance, waive or forgive the payment of moneys in such manner as the Association may think fit, subject to these Rules;**

6. Approval of changes to Articles 7 & 12 of the Association's Rules

Article 7

This article (7) creates definition changes relevant and applicable to other changes proposed to the Rules.

"Act" shall mean the legislation or pieces of legislation (as applicable) under which the Association is registered **or could be registered from time to time.**

"Contribution": means **any fee, contribution or subscription for membership to the NSW Farmers' Association subscription.**

"membership": means membership or in membership of the Association **or the NSW Farmers' Association as context dictates.**

NSW Farmers' Association means the NSW Farmers' Association (ABN 31 000 004 651)

Article 12

This article (12) allows for Notices to be served electronically as opposed to post only. This will allow greater flexibility and remove costs associated with postage. Postage remains an option where members do not have an email or fax service.

12 - SERVICE OF NOTICES

(i) Each member shall give to the Association an address to which notices may be sent.

(ii) A notice may be given by the Association to any member either personally or by sending it by post to him at his registered address **or by other electronic means, including email and facsimile.** Where a notice is sent by post, service of the notice shall be deemed effected by properly addressing, pre-paying and posting the notice, and to have been effected in the case of a notice of a meeting two days after the date of its posting and in any other case at the time at which the notice would be delivered in the ordinary course of post.

(iii) **A notice delivered by electronic means shall be deemed to have been served if sent to the address or number noted on the membership record of member and:**

(a) In the case of email: immediately upon sending; or

(b) In the case of facsimile: at the time and on the date noted on a delivery receipt

7. Approval of changes to Articles 9(ii), 13, 14, 17, 18, 19 & 28 of the Association's Rules

Article 9 (ii)

This article (9(ii)) determines that membership and payment of the membership fee for the NSW Farmers' Association will automatically (subject to the eligibility requirements of the Industrial Association) mean that the member becomes a member of the Industrial Association. No separate fee shall be payable for membership of the Industrial Association (as distinct from service fees for IR solutions). This will avoid book

entries between the two Associations to reconcile fees for each entity and decrease the financial reporting necessary for the Industrial Association.

(ii) Every person, partnership or company shall upon applying for membership of the NSW Farmers' Association and payment of any fee, contribution or subscription for membership to the NSW Farmers' Association, be regarded, subject to the eligibility requirements of Rule 8, as a financial member of the Association ~~pay the annual contribution hereinafter prescribed~~. Until such payment is made to the NSW Farmers' Association and maintained from year to year, no applicant shall be admitted to financial membership of this Association.

Article 13

This article (13) clarifies, through the proposed amendments:

- the process for resigning as a member of the Industrial Association – making acceptance of a resignation easier and more practical;
- the position where a member resigns from or ceases to be a member of the NSW Farmers' Association (related to proposed changes to article 9) – that is, ceasing to be a member of the NSW Farmers' Association means that you can no longer be a member of the Industrial Association; and,
- The time at which a resignation or ceasing to be a member, is effective – providing a simpler method for identifying the time at which this occurs.

13 - CEASING TO BE A MEMBERSHIP RESIGNATION

A. Resignation

(i) A member may resign from membership by ~~notifying written notice addressed and delivered to the registered office of the~~ Association of their resignation.

(ii) A notice of resignation delivered to the Chief Executive or the Association's employees shall be taken to have been received by the Association when it was delivered.

(iii) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with Rule 13 (i) or (ii).

~~(iv)~~(iv) A resignation is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

B. Other circumstances

(i) A member shall cease to be a member of the Association in circumstances where:

- (a) the member ceases to be a member of the NSW Farmers' Association pursuant to its Constitution;
- (b) the member is removed from membership pursuant to Rule 14 by the Executive Committee.

C. Time of Ceasing to be a Member/Resigning

(i) A ~~notice of~~ resignation under Rule 13A takes effect on the day on which notification of resignation is received by the Association.

~~(a)~~(ii) A ~~where the~~ member ceases to be ~~eligible to become~~ a member under Rule 13B immediately upon the event that gives rise to the cessation occurring.:

~~(i) — on the day on which the notice is received by the Association; or~~

~~(ii) — on the day specified in the notice (which is a day not earlier than the day when the member ceases to be eligible to become a member);~~

~~whichever is the later; or~~

~~(b) — in any other case:~~

~~(i) — at the end of 2 weeks after the notice is received by the Association; or~~

~~(ii) — on the day specified in the notice;~~

~~whichever is the later.~~

D. Additional Matters

(iii) Upon resignation ~~or ceasing to be a member~~, a member shall cease to have any interest in or claim upon the funds of the Association but shall remain indebted to the Association for all contributions and other sums due by the member to the Association at the date of resignation taking effect.

~~(iv) — A notice delivered to the Chief Executive or the Association's employees shall be taken to have been received by the Association when it was delivered.~~

~~(v) — A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with Rule 13 (i).~~

~~(vi) — A resignation is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.~~

Article 14

This article (14) reflects a change to achieve consistent wording in the paragraph.

14 - REMOVAL FROM MEMBERSHIP

The Executive Committee may order the name of any member to be removed from the Register if he is adjudged by the **Executive** Committee to be guilty of misappropriation of the funds of the Association, substantial breach of these rules or gross misbehaviour. Thereupon the name of such member shall be removed from the Register and he shall cease to have any interest in or claim upon the funds of the Association but shall remain indebted to the Association for all contributions and other sums due by him to the Association at the date of his removal from membership:

Provided that the member shall first receive notice of the proposal for his removal and shall have had the opportunity to appear before the Executive Committee to render personal explanation or have delivered to the Executive Committee an explanation in writing. The Executive Committee may require the member to appear before it.

Article 17

This article (17) determines that membership and payment of the membership fee for the NSW Farmers' Association will automatically (subject to the eligibility requirements of the Industrial Association) mean that the member becomes a member of the Industrial Association. No separate fee shall be payable for membership of the Industrial Association (as distinct from service fees for IR solutions). This will avoid book entries between the two Associations to reconcile fees for each entity and decrease the financial reporting necessary for the Industrial Association.

17 - MEMBERSHIP CONTRIBUTION ~~-DATE PAYABLE~~

~~(i) All annual membership contributions to the Association is contingent upon membership of the NSW Farmers' Association and any membership contribution shall be paid pursuant to the Constitution of the NSW Farmers' Association to the NSW Farmers' Association, with membership of this Association being an inclusive benefit, subject always to the eligibility requirements of Rule 8. shall become due on 1 April of each year and shall be payable in advance of or by the due date, by any method of payment accepted by the Association from time to time.~~

~~(ii) — All financial members as at 31 May 2014 shall be deemed to have an anniversary date of 1 April of each year, except in circumstances where the Association allows, or has previously allowed, certain commodity groups to operate in accordance with an amended due date for membership contributions, for whatever purpose.~~

~~(iii) — For those commodity groups described by (ii) above, their annual membership contributions shall~~

~~become due on the date prescribed by the Association from time to time, in each year. Membership contributions shall be payable in advance on or by the due date, by any method of payment accepted by the Association from time to time.~~

~~(iv) For the purpose of this clause, a "commodity group" shall mean a group of members who grow, produce or otherwise deal with a common commodity particular to their group (e.g poultry).~~

This article (18) will not be used if the proposed changes to article 17 (above) are adopted as it will no longer be applicable.

~~18 - MEMBERSHIP CONTRIBUTION - WHERE PAYABLE~~

~~Membership contribution shall be payable at the Registered Office of the Association or to an accredited representative of the Association.~~ **NOT USED**

Article 19

Article 19 - See explanation as set out at Article 17.

19 - MEMBERSHIP CONTRIBUTION - HOW SET

- (i) The annual membership contribution payable by members shall be such contribution as the Executive Committee may from time to time determine, **consistent with Rule 17 above.**
- ~~(ii) The Executive Committee has the power to determine a lesser amount of subscription (if any) to be paid by a member or to waive payment in special circumstances.~~
- ~~(iii) Within fourteen (14) days after the farm business (or part of the farm business) of a member is assigned or transferred to a non-member, or a non-member succeeds to the farm business (or part of the farm business) of a member, the member must notify the Association of such assignment, transfer or succession.~~

Article 28

This article (28) relates to the payment of membership fees and reflects the proposed changes that the membership fee payable to the NSW Farmers' Association entitles membership to the Industrial Association and is to be remitted to the NSW Farmers' Association bank account, as is current practice.

28 - BANKING ACCOUNT

The funds of the Association shall be paid into a bank to its credit, **or to the credit of a related entity or to the credit of the NSW Farmers' Association** and the bank account shall be operated upon as the Executive Committee shall determine **or as the owner of the bank account dictates from time to time.**

8. Approval of changes to Articles 21, 22, 23 (i) – (v) & 25 of the Association's Rules

Article 21

This article (21) provides that only Directors of the NSW Farmers' Association, elected in accordance with its Rules, may serve as Directors of the Industrial Association during their term. This would reinforce the common Board structure that currently exists and limit nominees to those Directors. In practice, this reflects the current arrangements.

21 - ELIGIBILITY FOR OFFICE

No person shall be eligible to be elected to any office other than those of Chief Executive and Trustee unless he or she is -

- (i)
 - a) a person enrolled in membership;
 - b) a partner of a partnership which is enrolled in membership as a partnership;
 - c) a member of a family company which is enrolled in membership as a company; or
 - d) a director or nominated officer of a company (other than a family company) which is enrolled in membership as a company; and
- (ii) ~~and unless the member whether person, partnership or company is~~ a financial member; and
- (iii) firstly elected as a Director of the NSW Farmers Association:
 - a) in any year that an election for the Executive Committee falls due or
 - b) for any term that consists of or covers any election period for the Executive Committee function under these Rules.

Article 22

The changes to this article (22) seek to align the term of Directorships of the Industrial Association with the terms provided for under the NSW Farmers' Association Constitution, being two (2) year terms. This change shall be effective immediately following the 2019 AGM allowing for the first two (2) year term to commence in 2020, in alignment with the next elections for NSW Farmers Association.

The Casual Vacancy Rules at 22 (iii) have been updated to address the requirements of Section 146 of the *Fair Work (Registered Organisations) Act 2009*.

22 - PRESIDENT, VICE-PRESIDENT AND TREASURER

~~Every two years, a~~ ~~There shall each year be elected a~~ President, Vice-president and Treasurer shall be appointed by election.

- (i) Nomination - President, Vice-president and Treasurer

Nomination for the office of President, Vice-president or Treasurer may be made by any two members at the Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to office will be invited.

- (ii) Election - President, Vice-president and Treasurer

In the event of there being more than one nomination in respect of any of the offices of President, Vice-president or Treasurer, the names of the candidates shall be submitted to election by the whole.

- (iii) Casual Vacancy - President, Vice-president and Treasurer

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled as follows:

- (a) A casual vacancy in the office of President shall be filled by the Vice-president.

(b) Any casual vacancy in the office of President caused by failure sub-clause (iii)(a) of this rule to take effect or in the office of Vice-president, shall be filled by any member of the Executive Committee appointed thereto by the Executive Committee.

(c) In the event of a casual vacancy in the office of Treasurer an acting Treasurer may be appointed by the Executive Committee for the unexpired portion of the term.

Where a casual vacancy for the position of President, Vice-president and Treasurer exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules.

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(iv) Term of Office - President, Vice-president and Treasurer

The term of office of the President, Vice-president and Treasurer shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, terminating immediately prior to the next succeeding declaration of election to office by the Returning Officer.

(v) Limitation - Number of Terms of Office - President, Vice-president and Treasurer

No President may hold the office of President and no Vice-president may hold the office of Vice-president for more than four two (2) terms in succession. Provided that when a President or Vice-president has been appointed to fill a casual vacancy the period of office of such President or Vice-president over the unexpired portion of the term of his predecessor shall not be taken into consideration for the purpose of computing the two four terms abovementioned. The Treasurer shall be eligible for re-election annually without limitation of term of office.

(vi) Duties - Treasurer

The Treasurer shall supervise the financial affairs of the Association in such manner as the Executive Committee may from time to time require and shall as required by these rules render a true account of all moneys received and expended and of all the assets and liabilities of the Association.

Article 23

Consistent with proposed changes to Article 22, the changes to this article (23) seek to align the term of Directorships of the Industrial Association with the terms provided for under the NSW Farmers' Association Constitution, being two (2) year terms.

The Casual Vacancy Rules at 23 (iv) did not address the requirements of Section 146 of the *Fair Work (Registered Organisations) Act 2009* and have been updated accordingly.

23 - EXECUTIVE COMMITTEE

(i) Composition - Executive Committee

Every two years, ~~There shall each year be elected~~ an Executive Committee shall be appointed by election consisting of -

(a) the President, the Vice-president and the Treasurer elected in accordance with Rule 22;

(b) six other members elected pursuant to this Rule.

(ii) Nomination - Executive Committee

Nomination for the election of the six members of the Executive Committee referred to in Rule 23(i)(b) may be made by any two members at the Annual General Meeting of which not less than

fourteen days' notice has been given including notice that nominations for election to office will be invited. In the event of there being more nominations than one for the office of President, all such nominations shall be deemed automatically nominated for Vice-president unless a nominee has advised the Returning Officer to the contrary in writing. In the event of there being more nominations than one for any of the offices of President, Vice-president or Treasurer, all the nominations for that office shall also be deemed automatically nominated for election to the Executive Committee under Rule 23(i)(b) unless a nominee has advised the Returning Officer to the contrary in writing.

(iii) Election - Executive Committee

In the event of there being more nominations than the six positions to be filled, the names of the candidates shall be submitted to election by the whole.

(iv) Casual Vacancy - Executive Committee

(i) Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is not more than three quarters of the available term, the position may be filled by the Executive Committee by appointment of any member.

(ii) Where a casual vacancy for a position of Executive Committee exists, and the remaining term of such a position is more than three quarters of the available term, the position may only be filled by an election conducted in accordance with these Rules.

A casual vacancy may remain vacant at the discretion of the Executive Committee until the next Annual General Meeting.

(v) Term of Office - Executive Committee

The term of office of members of the Executive Committee shall commence immediately upon the declaration of their election by the Returning Officer and shall continue for a period of two (2) years, terminating~~terminate~~ immediately prior to the next succeeding declaration of election to office by the Returning Officer.

Article 25

This article (25) provides that only the incumbent CEO of the NSW Farmers' Association, elected in accordance with its Rules, may serve as CEO of the Industrial Association during their term. This would reinforce the common CEO structure that currently exists and limit nominees to the CEO incumbent at the time. In practice, this reflects the current arrangements.

25 - CHIEF EXECUTIVE

There shall every four (4) years be elected a Chief ~~of Staff~~Executive.

(i) Nomination - Chief Executive

Nomination of any person for election to the office of Chief Executive may be made by any two members at an Annual General Meeting of which not less than fourteen days' notice has been given including notice that nominations for election to the office of Chief Executive will be invited.

(ii) Nominations for the position of Chief Executive may only be taken from:

(a) Where there is an incumbent Chief Executive of the NSW Farmers Association – that Chief Executive; or

(b) Where there is not an incumbent Chief Executive of the NSW Farmers Association or that Chief Executive refuses or is for any reason unable to be appointed pursuant to this Rule 25(ii)(a) – in accordance with Rules 25(i) & (iii).

(iii) ~~(ii)~~ Election - Chief Executive

In the event of there being more than one nomination, the names of the candidates shall be submitted to election by the whole.

(iv) ~~(iii)~~ Term of Office - Chief Executive

The Chief Executive shall have a term of office of four years duration and be eligible for re-election at the expiry of that term; provided that the Executive Committee may remove the Chief Executive from office if he has been adjudged by a General Meeting to be guilty of misappropriation of funds of the Association, substantial breach of these rules, gross misbehaviour, gross neglect of duty, or has ceased according to these rules to be eligible to hold office: and further provided that the Chief Executive shall first receive notice of proposal for his removal and shall have had an opportunity to appear before the General Meeting to render a personal explanation or have delivered to the General Meeting an explanation in writing. The General Meeting may require the Chief Executive to appear before it. The term of office of the Chief Executive shall commence immediately upon the declaration of his election to such office by the Returning Officer and shall terminate immediately prior to the next succeeding declaration of election to such office by the Returning Officer.

(v) ~~(iv)~~ Casual Vacancy - Chief Executive

In the event of a vacancy in the office of Chief Executive for any reason the Executive Committee may appoint a person to fill the same until the next ensuing Annual General Meeting when nominations will be invited for an election to fill the vacant office for the unexpired term, if any. If more than one nomination is received, an election of the whole shall be conducted in accordance with the provisions of Rule 36.

(vi) ~~(v)~~ Remuneration - Chief Executive

The remuneration of the Chief Executive shall be determined by the Executive Committee.

(vii) ~~(vi)~~ Responsibilities

The responsibilities of the Chief Executive shall include -

- (a) the right to attend and speak at all meetings of the Association;
- (b) assisting the President and the Executive Committee in the execution of policy;
- (c) maintaining liaison with Federally constituted bodies;
- (d) promoting the public relations of the Association generally;
- (e) executing returns and documents on the Association's behalf;
- (f) supervising the keeping of records and books of account;
- (g) allocating staff duties; and
- (h) generally giving effect to the instructions of the Executive Committee in all matters referred to in Rule 23.
- (i) the convening of meetings within the Association.

9. Approval of changes to Articles 39 (x) and (xi) of the Association's Rules

Article 39

This article (39) provides for greater flexibility in relation to the return of ballot papers. This change was suggested by the Electoral Commission as a Locked Bag Service is not practical.

(x) Despatch of Ballot Papers

The Returning Officer shall, as soon as reasonably practicable following the calling of nominations at the Annual General Meeting, forward by prepaid post ballot papers to each eligible voter addressed to his registered address or to such other address as the voter shall, on account of his absence from his registered address, have notified to the Chief Executive in writing.

A voting paper or papers shall be despatched in one envelope and shall set out the names of the candidates in an order determined by lot and in accordance with Rule 36(ix) and shall be accompanied by two printed envelopes.

One envelope shall be a declaration envelope with a removable flap or label and the other a prepaid envelope. Both envelopes must comply with the forms prescribed by the Workplace Relations (Registration and Accountability of Organisations) Regulations 2003. ~~The Returning Officer shall have his own locked bag service at the General Post Office, Sydney~~

(xi) Return of Voting paper

Each voting paper received by voters shall be placed by them in the declaration envelope. Each voting paper in order to confer a vote must be received by the Returning Officer not later than the date determined for its return ~~at the address stated on the ballot papers~~. Before counting any votes or removing any ballot paper from the declaration envelope, the Returning Officer shall remove the flap or label from the envelope.

10. Approval of changes to Articles 29A, 36, 35A, 37 to 47 of the Association's Rules

Article 29A

This article (29A) was introduced in 2013 due to legislative requirement at the time. It is no longer required to be part of the rules due to amendments to the *Fair Work (Registered Organisations) Act 2009* in 2017. Financial training obligations for office holders still remain, they are prescribed in section 293K of the *Fair Work (Registered Organisations) Act 2009*.

~~29A – GOVERNANCE AND ACCOUNTING OBLIGATIONS TRAINING~~

~~Each officer of the Association whose duties in the Association include duties that relate to the Association's financial management (financial duties) must, within 6 months of the person beginning to hold such an office, undertake and complete training that covers each of the officer's financial duties (financial duties training). The financial duties training must be approved by the General Manager of the Fair Work Commission under section 154C of the FWRO Act.~~

Article 36

Similar to proposed deletion of article 29A, this article (36) is no longer required as the obligations are set out as mandatory disclosure obligations in section 293B of the *Fair Work (Registered Organisations) Act 2009*.

~~36 - DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS~~

- ~~(i) Each officer of the Association shall disclose to the Association any remuneration paid to the officer:~~
- ~~(a) because the officer is a member of the board, if:
 - ~~i. the officer is a member of the board only because the officer is an officer of the Association; or~~
 - ~~ii. the officer was nominated for the position as a member of the board by the Association, or a peak council; or~~~~
 - ~~(b) by any related party of the Association in connection with the performance of the officer's duties as an officer.~~
- ~~(ii) The disclosure required by sub-rule (i) shall be made to the Association:~~
- ~~(a) as soon as practicable after the remuneration is paid to the officer; and~~
 - ~~(b) in writing.~~
- ~~(iii) The Association shall disclose to the members of the Association:~~
- ~~(a) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period, and~~
 - ~~(b) for those officers:
 - ~~i. the actual amount of the officers' relevant remuneration for the disclosure period; and~~
 - ~~ii. either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.~~~~
- ~~(iv) For the purposes of sub-rule (iii), the disclosure shall be made:~~
- ~~(a) in relation to each financial year;~~
 - ~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~
 - ~~(c) in writing.~~

Article 35A

Numbering change following the deletion of the current article 36. Article 35A to be renumbered as article 36.

Articles 37 & 38

These articles (37 & 38) are no longer required as the obligations are set out as mandatory disclosure obligations in sections 293C and 293G of the *Fair Work (Registered Organisations) Act 2009*.

~~37 - DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS~~

- ~~(i) Each officer of the Association shall disclose to the Association any material personal interest in a matter that:~~
- ~~(a) the officer has or acquires;~~
 - ~~(b) a relative of the officer has or acquires;~~
 - ~~that relates to the affairs of the Association.~~
- ~~(ii) The disclosure required by sub-rule (i) shall be made to the Association:~~
- ~~(a) as soon as practicable after the interests is acquired; and~~
 - ~~(b) in writing~~
- ~~(iii) The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to sub-rule (i).~~
- ~~(iv) For the purpose of sub-rule (iii), the disclosure shall be made:~~
- ~~(a) in relation to each financial year;~~
 - ~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~
 - ~~(c) in writing~~

~~38 - DISCLOSURE OF PAYMENTS BY THE ASSOCIATION~~

- ~~(i) The Association shall disclose to the members of the Association either:~~
- ~~(a) each payment made by the Association, during the disclosure period:
 - ~~i. to a related party of the Association; or~~
 - ~~ii. to a declared person or body of the Association~~~~
 - ~~(b) the total of the payments made by the Association, during the disclosure period:
 - ~~i. to each related party of the Association; or~~
 - ~~ii. to each declared person or body of the Association.~~~~
- ~~(ii) Sub-rule (i) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association.~~
- ~~(iii) For the purposes of sub-rule (i), the disclosure shall be made:~~
- ~~(a) in relation to each financial year;~~
 - ~~(b) within six(6) months after the end of the financial year or within such longer period as the General Manager allows; and~~
 - ~~(c) in writing.~~

Articles 39 to 47

Numbering changes following the deletion of the current articles 37 and 38.