



Constitution

Farm Writers' Association of
New South Wales Incorporated

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1 Preliminary

1.1 Name

The name of the organisation is "Farm Writers' Association of NSW Inc." (hereinafter called the "**Organisation**").

1.2 Objects

The Organisation is established for the purposes of encouraging and promoting the development of the pastoral and agricultural industries and all matters relating to pastoral and agricultural productions.

1.3 Sphere of operation

The sphere of operation of the Organisation is the State of New South Wales.

1.4 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009* (NSW).

Constitution means this constitution, and a reference to an article is a reference to an article in this constitution.

Corporate Member means a person other than an individual who has been approved for membership by the Management Committee and has paid in full applicable membership fees payable under this Constitution.

Government Agency means any governmental, semi-governmental, administrative, fiscal, judicial or quasi-judicial body, department, commission, authority, tribunal, agency or entity.

Honorary Life Member means an Ordinary Member who, by resolution of the Management Committee, has been awarded honorary standing as a member for life.

Management Committee means the committee referred to in article 3.1.

Ordinary Member means an individual who has been approved for membership by the Management Committee and has paid in full applicable membership fees payable under this Constitution.

Organisation has the meaning given in article 1.1.

Regulations means the *Association Incorporation Regulation 2016* (NSW).

Retired Member means an individual who has retired from fulltime employment and has been approved for membership by the Management Committee and has paid in full applicable membership fees payable under this Constitution.

Rural Member means an individual whose address and place of abode is outside “greater” Sydney and who has been approved for membership by the Management Committee and has paid in full applicable membership fees payable under this Constitution.

Secretary means:

- (a) the person holding office under this Constitution as secretary of the Organisation; or
- (b) if no person holds that office, the public officer of the Organisation.

Special General Meeting means a general meeting of the Organisation other than an annual general meeting.

1.5 Interpretation

Headings and labels used for definitions are for convenience only and do not affect interpretation. Unless the contrary intention appears, in this Constitution:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include all other genders;
- (c) a reference to a document includes any variation or replacement of it;
- (d) the meaning of general words is not limited by specific examples introduced by “including”, “for example”, “such as” or similar expressions;
- (e) a reference to “**person**” includes an individual, a body corporate, a partnership, a joint venture, an unincorporated association and a Government Agency or any other organisation;
- (f) a reference to dollars, \$ or A\$ is a reference to the currency of Australia;
- (g) a reference to “**law**” includes common law, principles of equity and legislation (including regulations);
- (h) a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacement of any of them;
- (i) a reference to “**regulations**” includes instruments of a legislative character under legislation (such as regulations, rules, by-laws, ordinances and proclamations);
- (j) a reference to a group of persons is a reference to any 2 or more of them jointly and to each of them individually;
- (k) a reference to “**writing**” or “**written**” includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) a reference to a person being “**present**” at a meeting includes participating using technology approved by the Management Committee in accordance with this Constitution.

1.6 Act

In this Constitution unless the contrary intention appears, a word or expression defined or used in the Act has the same meaning when used in this Constitution in a similar context.

1.7 Members' liability

The liability of a member of the Organisation to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the Organisation is limited to the amount, if any, unpaid by the member in respect of membership of the Organisation as required by article 2.6.

1.8 Financial year

The financial year of the Organisation concludes on the last day of June of each calendar year, or such other period as is determined by the Management Committee.

2 Membership

2.1 Eligibility

A person is eligible to be a member of the Organisation if the person accepts the objects and rules of the Organisation (as set out in this Constitution).

2.2 Application for membership

- (a) A person wishing to become a member of the Organisation must apply to the Management Committee for membership.
- (b) An application for membership must be:
 - (i) made in writing; and
 - (ii) in such form and contain such requirements as the Management Committee from time to time prescribes.
- (c) As soon as practicable after the receipt of an application for membership, it must be considered by the Management Committee who must determine the admission or rejection of the applicant.
- (d) As soon as practicable, but not later than 30 days, after the Management Committee accepts or rejects an application, the applicant must be notified of the decision. In no case will the Management Committee be required to give any reason for the rejection of an application.
- (e) Provided the applicant has paid the fees payable by them under article 2.6, the approved applicant's name must be entered in the register of members and, on the name being so entered, the applicant becomes a member of the Organisation.

2.3 Cessation of membership

A person ceases to be a member of the Organisation if the person:

- (a) dies;
- (b) resigns membership;

- (c) is expelled from the Organisation; or
- (d) fails to pay any membership fee under article 2.6 within 3 months after the fee is due.

2.4 Membership entitlements not transferable

A right, privilege or obligation that a person has by reason of being a member of the Organisation:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

2.5 Register of members

A register of members of the Organisation (whether in written or electronic form) must be kept showing in respect of each member their name and address (postal, residential or email).

2.6 Fees

- (a) Members must pay such fees as are determined by the Organisation at a general meeting.
- (b) Membership fees fall due for payment on the first day of each financial year of the Organisation except, subject to article 2.6(c), if a person becomes a member after the first day of any financial year, in which case membership fees fall due for payment on becoming a member and on the first day of each succeeding financial year.
- (c) If a person becomes a member for the first time between 1 May and 30 June (inclusive) in any financial year, the Management Committee may determine (in its sole discretion) to waive the membership fee payable by the member for the next financial year of the Organisation.

3 Management

3.1 Management Committee

Subject to the Act, the Regulation, this Constitution and any resolution passed by the Organisation in general meeting:

- (a) the management of the Organisation is vested in the Management Committee;
- (b) the Management Committee may exercise all the functions that may be exercised by the Organisation, other than those functions that are required by this Constitution to be exercised by a general meeting of members; and
- (c) the Management Committee has the power to perform all acts and do all things that appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Organisation.

3.2 Composition and membership of the Management Committee

- (a) The Management Committee is to consist of at least 7 but not more than 15 committee members, ex officio members and office bearers.

- (b) The office bearers will consist of a President, 2 Vice Presidents, Treasurer and Secretary.
- (c) The immediate past President is appointed ex officio. Other office bearers and members of the Management Committee are to be elected at the annual general meeting of the Organisation.
- (d) The term of office of a member of the Management Committee will be until immediately before the election of members of the Management Committee at the next annual general meeting of the Organisation occurring after their appointment.
- (e) There is no bar to a person being reappointed to the Management Committee or to an office of the Management Committee.
- (f) All members may offer themselves for reappointment.

3.3 Election of members of the Management Committee

- (a) Nominations of candidates for election as members of the Management Committee:
 - (i) must be made in writing, signed by 2 members of the Organisation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (ii) must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

3.4 Casual vacancies

- (a) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a person to fill the vacancy and the person so appointed is to hold office, subject to this Constitution, until the annual general meeting of the Organisation next following the date of the appointment.
- (b) A casual vacancy in the office of a member of the Management Committee occurs if the member:
 - (i) dies;
 - (ii) becomes bankrupt or makes any arrangement or composition with their creditors generally;

- (iii) becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (iv) resigns their office in writing to the Secretary;
- (v) is absent for more than 3 months without leave of the Committee from meetings of the Committee held during that period;
- (vi) ceases to be a member of the Organisation;
- (vii) upon a resolution being passed by two-thirds majority of members present at a properly constituted general meeting specially called for the purpose, to remove them from office; or
- (viii) is directly or indirectly interested in any contract or proposed contract with the Organisation.

3.5 Fees and remuneration

- (a) No member of the Management Committee may be appointed to any salaried office in the Organisation.
- (b) No officer in the Organisation may be paid fees and no remuneration or other benefit in money or monies worth may be given by the Organisation to any member of the Management Committee except:
 - (i) repayment of out-of-pocket expenses;
 - (ii) interest at a rate not exceeding the rate for the time being charged by bankers in Sydney, New South Wales for money lent to the Organisation; and
 - (iii) reasonable and proper rent for premises let to the Organisation.

4 Public Officer

- (a) The Management Committee must ensure that a person is appointed as a Public Officer of the Organisation.
- (b) The Management Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (c) The Public Officer will be deemed to have vacated their position in the following circumstances:
 - (i) death;
 - (ii) resignation;
 - (iii) removal by the Management Committee or at a properly constituted general meeting of the Organisation;
 - (iv) bankruptcy or financial insolvency;
 - (v) mental illness; or
 - (vi) residency outside New South Wales.

- (d) The Public Officer and the Treasurer are jointly responsible for keeping the accounts of the Organisation.

5 Insurance

The Organisation may effect and maintain insurance.

6 Distribution of property on winding up of association

- (a) Subject to the Act and the Regulations, in a winding up of the Organisation, any surplus property of the Organisation is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members. In determining which organisation the surplus money will be transferred to, consideration must be had to the tax consequences for both the Organisation and the recipient organisation, it being acknowledged that the objective will be to transfer the surplus property in a tax neutral manner.
- (b) In this article, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

7 Service of notices

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
- (i) by delivering it to the person personally;
 - (ii) by sending it by pre-paid post to the address of the person; or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person as a point of contact in their membership application.
- (b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (ii) in the case of a notice sent by pre-paid post, 2 days after the date of posting; and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- (c) Service of documents on the Organisation is effected by serving them on the Public Officer or by serving them personally on 2 members of the Management Committee.

8 Annual general meeting

The annual general meeting of the Organisation must be held after the end of the financial year of the Organisation but before the end of November of each year. The Annual Report and audited financial statements of the Organisation must be presented at the Annual General Meeting.

9 Special General Meetings

Any 2 members of the Management Committee may at any time convene a Special General Meeting. Special General Meetings must also be convened by the Secretary or Public Officer upon the written request of not less than 5 per cent in number of the members of the Organisation and must be held within a period of one month from the date of receipt of the request by the Secretary.

10 Proceedings of the Management Committee

- (a) Subject to the provisions of this article 10, the Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit.
- (b) The President may at any time and the Public Officer on the requisition of any 2 members of the Committee must summon a meeting of the Committee.
- (c) Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (d) No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following month.
- (e) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (f) At a meeting of the Management Committee:
 - (i) the President or, in the President's absence, the Vice-President is to preside; or
 - (ii) if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the Management Committee chosen by the members present at the meeting is to preside.
- (g) Questions arising at any meeting of the Management Committee must be decided by a majority of votes of those present and a determination by a majority of the members of the Management Committee present will for all purposes be a determination of the Committee. In case of an equal vote the chairman of the meeting will have a second or casting vote.
- (h) The continuing members of the Management Committee may act notwithstanding any vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum, the continuing

member or members may act for the purposes of increasing the number of members of the Management Committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the Organisation, but for no other purpose.

- (i) A Management Committee meeting may be held at 2 or more venues using any technology approved by the Management Committee that gives each of the members of the Management Committee a reasonable opportunity to participate and allows each member to identify (by voice or visually) every other member present. A Management Committee member who participates in a Management Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (j) Proxies must not be accepted at Management Committee meetings in either establishing a quorum or determining resolutions.

11 Special resolutions

11.1 Requirement for special resolution

A special resolution must be passed by a general meeting of the Organisation to effect the following changes:

- (a) a change of the Organisation's name;
- (b) a change of this Constitution;
- (c) a change of the Organisation's objects;
- (d) an amalgamation with another incorporated association; or
- (e) to voluntarily wind up the Organisation and distribute its property.

11.2 Passing a special resolution

A special resolution must be passed in the following manner;

- (a) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
- (b) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
- (c) a quorum must be present at the meeting; and
- (d) at least three-quarters of those present must vote in favour of the resolution.

12 Proceedings at general meeting

- (a) Any 10 members constitute a quorum for the transaction of the business of a general meeting of the Organisation.
- (b) No business is to be transacted at a general meeting unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following month.

- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, then those members attending will be deemed to be a quorum, provided the number of such members is no less than 3.
- (d) The President must preside as Chairman at every general meeting of the Organisation, but if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling or unable to act, then the members present must elect one of their number to be chairman of the meeting, a simple majority sufficing.
- (e) The Chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjournment or of the business to transacted at an adjourned meeting.
- (f) At any general meeting a resolution put to the vote of a meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least 3 members present. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or loss, and an entry to that effect in the book containing the minutes of the proceedings of the Organisation will each be conclusive evidence or the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- (g) If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question or adjournment must be taken forthwith.
- (h) In the case of any equal quantity of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which a poll is demanded is entitled to a second or casting vote.
- (i) At an annual general meeting or a Special General Meeting:
 - (i) Ordinary Members, Retired Members and Rural Members are entitled to one vote each;
 - (ii) corporate members are entitled to a maximum of 3 votes each. More than 3 people from the corporate member may attend an annual general meeting or a Special General Meeting but only 3 may vote on behalf of the corporate member and only 3 may be counted in establishing numbers for a quorum; and
 - (iii) votes may be cast personally during the meeting or by proxy.
- (j) Proxy votes must be given in writing to a member nominated by the proxy voter or to the Secretary. Proxy votes must be signed and must otherwise conform to the rules of voting as described in this Constitution. They may be posted, emailed, faxed or hand delivered. Proof of posting, faxing or emailing is not proof of receipt. Members must be notified that

proxy votes are allowed and of the procedures for casting such a vote. Proxy votes may not be used in establishing numbers for a quorum.

- (k) At an annual general meeting where a ballot is called for to elect an office bearer or member of the Management Committee, votes on ballot papers must be recorded as a tick in a box alongside the name or names of the candidate(s) of choice. An incorrectly marked ballot paper will be deemed invalid.

13 Notice of meetings

The Secretary or Public Officer must give at least 7 days' notice in writing of all general meetings to the members of the Organisation specifying the place, the day and the hour of meeting and the general nature of the business to be dealt with at the meeting.

14 Funds

- (a) The funds of the Organisation are to be derived from the fees of members, donations, grants and such other sources as may be approved by the Management Committee from time to time.
- (b) The income and property of the Organisation must be used only for promotion of the objects of the Organisation and must not be paid or transferred to members by way of dividend, bonus or profit.
- (c) All moneys received by the Organisation must be deposited intact at the earliest possible date to the credit of the Organisation's bank account. Receipts for moneys received must also be issued promptly.
- (d) All payments in excess of \$100 made by the Organisation must be paid by cheque signed, or electronic transfer approved, by at least 2 persons so authorised by the Management Committee.
- (e) The Treasurer must ensure that correct books and accounts are kept showing the financial affairs of the Organisation. These records must be available for inspection by any member and must be held in the custody of the Treasurer and must be available at the Organisation's registered office during office hours.

15 Financial statements

- (a) The Treasurer must present at each meeting of the Management Committee an up to date financial position.
- (b) Each quarter a detailed profit and loss statement must be prepared together with a list of subscriptions in arrears.

16 Authorisation of accounts

- (a) All accounts must be presented to and passed for payment at a meeting of the Management Committee and reasonable details of all such approvals must be entered in the minute book.
- (b) Accounts requiring urgent payment between Management Committee meetings may be approved for payment by email confirmation received

from a majority of the members of the Management Committee. Any such approval must be confirmed at the next Management Committee meeting.

17 Auditor

- (a) The auditor of the Organisation must be elected at the annual general meeting of the Organisation.
- (b) The auditor must examine, in accordance with the applicable accounting standards, the accounts, vouchers, receipts, books, etc, and furnish a report thereon to the members of the Organisation at the annual general meeting.
- (c) The auditor must not be a member or closely related to a member of the Management Committee.

18 Minutes

- (a) The Management Committee must cause minutes to be made:
 - (i) of all appointments of office bearers and members of the Management Committee;
 - (ii) of the names of members of the Management Committee present at all meeting of the Organisation and of the Management Committee; and
 - (iii) of proceedings and all decisions made at all meetings of the Organisation and of the Management Committee.
- (b) The minutes must be available to the members for inspection.
- (c) The minutes must be approved by a majority of members of the Management Committee at the next succeeding meeting.

19 Disciplining of members

19.1 Disciplining of members

- (a) A complaint may be made to the Management Committee by any person that a member of the Organisation:
 - (i) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Organisation.
- (b) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Management Committee decides to deal with the complaint, the Management Committee:
 - (i) must cause notice of the complaint to be served on the member concerned, and

- (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
- (iii) must take into consideration any submissions made by the member in connection with the complaint.

19.2 Expulsion

- (a) A member may be expelled from membership of the Organisation by resolution of the Management Committee, if in the opinion of the Management Committee, after considering the complaint and any submissions made in connection with the complaint, the conduct of the member is such as to be detrimental to the best interests of the Organisation, provided that:
 - (i) such expulsion will not be effective unless it is confirmed by a majority of members present at a Special General Meeting of members convened to consider the expulsion;
 - (ii) the Special General Meeting is held with a period of one month from the date of the decision of the Management Committee to expel the member;
 - (iii) at the Special General Meeting the member (or a representative of the member) whose expulsion is under consideration is allowed to offer an explanation of their conduct verbally or in writing at the option of such member; and
 - (iv) the voting at the Special General Meeting must be by ballot if not less than 5 members present thereat so demand.
- (b) The Management Committee may exclude such member from participation in the affairs of the Organisation until such Special General Meeting is held.

20 Resolution of disputes

- (a) A dispute between a member and another member (in their capacity as members) of the Organisation, or a dispute between a member or members and the Organisation, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* (NSW).
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

21 Dissolution

- (a) The Organisation must be dissolved in the event of membership less than 15 persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such a question.

- (b) Upon a resolution being passed in accordance with paragraph (a) of this article, all assets and funds of the Organisation on hand will be dealt with as set out in article 6.