

**CONSTITUTION
OF
WOMEN IN AGRICULTURE AND BUSINESS OF
SOUTH AUSTRALIA INCORPORATED**

February 2018

1. Name

The name of the Association shall be "Women in Agriculture and Business of South Australia Incorporated", herein after referred to as "WAB".

2. Definitions

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

- 2.1 "The Management Team" means the governing body established by clause 4 of this Constitution.
- 2.2 "Branch" means a branch established pursuant to clause 8 of this Constitution.
- 2.3 "Delegate" means a member with voting rights.
- 2.4 "Member" means a member of WAB.
- 2.5 "Region" means a geographical area of the State designated as such by the Management Team.
- 2.6 "Special Meeting" means a meeting called for a specific purpose (e.g. changes to the WAB constitution). There shall be one delegate from each branch.

3. Aims and Objectives

The aims and objectives of WAB are:

- 3.1 To encourage interest and participation in activities of rural people and organisations, especially in primary industries.
- 3.2 To promote goodwill, friendship and understanding among members.
- 3.3 To provide effective leadership to link WAB activities through the membership network.

- 3.4 To generate opportunities for educational, cultural and technical advancement to members, combining with other rural organisations where appropriate.
- 3.5 To encourage and foster the ability of women to take a shared responsibility for the community in which we live - from local to world level.
- 3.6 To encourage recognition of the needs and worth of rural people at all levels of government.
- 3.7 To promote and support the preservation of our environment and ecology and care for the land.

4. The Management Team and its Functions

There shall be a governing body to be called the Management Team. Its functions shall be:

- 4.1 To act as the representative body of WAB.
- 4.2 To aid the branches in the development of their programmes and interests appropriate to the functioning of WAB.
- 4.3 To arrange for Regional Conferences and other meetings as required.
- 4.4 To provide liaison between WAB and organisations with similar aims and objectives.
- 4.5 To determine annually, the membership levy.

5. Membership of the Management Team

- 5.1 The Management Team shall consist of such number of members as the Management Team shall determine.
- 5.2 There shall be Coordinators representing the four regions Mallee, Limestone Coast, Central and Eyre Peninsula.
- 5.3 A President and four Coordinators shall be elected for a two-year term and shall be eligible for re-election for two further two-year terms. No member may serve for more than three consecutive terms. After a break in service of one term they shall again be eligible for election.

- 5.4 Members of the Management Team, being the President and four Co-ordinators shall be appointed in the following manner:
- 5.4.1 Nomination forms for positions shall be sent to all branches
- 5.4.2 Nominations shall be signed by the Secretary/Facilitator on the authority of a branch resolution. The nominee shall endorse their consent to act if elected, prior to voting.
- 5.4.3 An active member of WAB shall be eligible for nomination as President or Coordinator. An active member is one who has attended at least half the branch meetings held during the three years prior to their nomination.
- 5.4.4 All nominations shall reach the WAB office at least 8 weeks before election date.
- 5.4.5 The Management Team shall determine the time schedule for the conduct of a ballot in such a way that each branch has at least one clear month to return their ballot.
- 5.4.6 Election shall be by a postal ballot of all branches. The Management Team shall appoint scrutineers and a Returning Officer.
- 5.4.7 Each branch shall have one vote for the position of State President and one vote for the position of Coordinator for their region – Mallee, Limestone Coast, Central and Eyre Peninsula.
- 5.4.8 The member receiving the greatest number of votes shall be elected. In the event of the votes for any nominees being equal, the names of the nominees shall be placed in separate unmarked envelopes in a container and the nominee named in the first envelope drawn out by the returning officer shall be declared elected.
- 5.4.9 The Management Team shall be empowered to appoint a Co-ordinator, eligible under the terms of the Constitution, for any region where no nomination has been received.
- 5.4.10 Should there be NO eligible nomination received under the terms of the Constitution, the Management Team shall be empowered to
- a. Accept nomination of a member from that region who it deems suitable for the position, but does not fulfil all eligibility under the

terms of the Constitution.

- b. Appoint a member from within another region, who is deemed suitable to hold that position, and who is willing to serve.

5.5 Elected President and Coordinators shall assume their responsibilities immediately following the Annual General Meeting of the organisation, or in exceptional circumstances, they shall assume office as soon as practicable.

5.6 A President or Coordinator shall not hold office in a branch. The President or Coordinators shall resign from any branch office as soon as practicable.

5.7 Where a member for any reason ceases to represent their region during their term of office, a by-election shall be held with the same procedure as that detailed for a general election, provided that in the event of the remainder of the term of office being of short duration only, the Management Team decides whether or not a by-election shall be held.

5.8 A part year shall count as the first year of a President or Coordinator's term of office.

6. Management Team

6.1 There shall be a President of the Management Team who shall be elected by the branches through the ballot system and made official at the Annual General Meeting for a two year term. In the alternate years, a President Elect shall be elected by the branches and made official at the Annual General Meeting. In the event of the President being unable to fulfil the role, the Immediate Past President will act in that capacity. In the second year the President Elect shall act.

6.2 Nominations for President, and President Elect, shall be in writing with a secret ballot if more than one nomination has been received for any position.

6.3 Various portfolios shall be developed and the Management Team will determine those to be held by branch members and may at any time revoke the appointment of a portfolio holder. Nominations for portfolio holders shall be in writing with a secret ballot if an election is required.

6.4 The President shall, unless the Coordinator/s resolves otherwise, act as spokesperson for the Management Team. The spokesperson shall make statements in accordance with previously agreed policy or in an emergency following consultation with the Management Team.

6.5 The Management Team shall meet ordinarily at such times and places as it shall determine, but not less than two times in each year. The Management Team will arrange meetings on a regular basis through electronic communication.

6.6 A quorum of the Management Team shall be at least three

6.6.1 Should a member of the Management Team not be able to attend the meeting, the Management Team is able to appoint a proxy for that meeting who is a branch member from the area that is being represented and willing to serve, subject to approval given by the President.

6.6.2 Should there be no member available; a member from within another region shall be appointed, subject to President's approval.

6.10 The Chairperson of any meeting shall have a deliberative vote and also a casting vote.

7. Annual General Meeting of the Management Team

7.1 An Annual General Meeting shall be held at least once in each calendar year and not more than three months after 30th June in each year, unless the date is altered at an Annual General Meeting.

- 7.2 The Annual General Meeting shall be held on a day specified by the Management Team. Incoming management team members shall be invited to attend with no voting rights.
- 7.3 The business of an Annual General Meeting shall be:
- 7.3.1 To receive the President's report from the preceding year.
 - 7.3.2 To elect Officers and appoint a Public Officer.
 - 7.3.3 To receive the financial report and the audited financial statements for the preceding financial year together with the budget for the succeeding financial year.
 - 7.3.4 To appoint an Auditor for the succeeding financial year.
 - 7.3.5 To conduct any other business placed on the agenda before the commencement of the meeting.

8. Branches

- 8.1 There shall be branches of WAB.
- 8.2 The formation of a branch may be approved by the Management Team upon application to the Management Team.
- 8.3 Following consultation with those concerned the decision of the Management Team about forming or closing a branch shall require no reasons from the Management Team and shall be final.

9. Branch Management

- 9.1 Branches shall conduct business concerned with any matters consistent with the aims of WAB and may conduct such field days, visits, tours, competitions and other activities as are consistent with the aims and objectives of WAB.
- 9.2 No religious or party-political issues shall be discussed at a branch meeting.
- 9.3 Each branch shall hold an Annual General Meeting during the month of June, and subject to this Constitution, at least three other meetings during each year.

- 9.4 The Chairperson shall have a deliberative vote as well as a casting vote.
- 9.5 All members shall be given at least seven days' notice of an Annual General Meeting.
- 9.6 The business of the Annual General Meeting shall be:
- 9.6.1 To receive the President's/Facilitator's report for the previous twelve months.
 - 9.6.2 To receive the Treasurer's/Facilitator report and the audited financial statements for the previous financial year, together with the budget for the succeeding financial year.
 - 9.6.3 To appoint an Auditor for the succeeding year.
 - 9.6.4 To elect a President, Secretary and Treasurer or Branch Facilitator and other roles as per the branch's decision regarding its structure.
- 9.7 The Secretary/branch facilitator shall provide such branch statistics as may be required for State records.
- 9.8 Names of officers and members of branches shall not be disclosed to any person without the approval of the Management Team.
- 9.9 A branch may go into recess for a period provided that not more than four months' recess shall be taken in any one year without the approval of the Management Team.
- 9.10 If a branch contemplates going into recess for more than four consecutive months, a meeting must be called for that purpose, and the branch shall first consult its Coordinator who shall advise the Management Team. Not less than one calendar month's written notice, including notice of the proposal to go into recess, shall be given to all members on the roll. If at the meeting, two thirds or more of all members present and on the roll resolve that the branch shall go into recess, it shall go into recess. A branch may, with the approval of the Management Team, register as being in recess for a maximum period of two years. Thereafter a meeting shall be called to determine whether the branch is to re-open or close.
- 9.11 If a branch contemplates closing, a meeting must be called for that purpose. Not less than one calendar month's written notice, including notice of the proposed dissolution, shall be given to all members on the roll. If at the meeting, two-thirds or more of all

members present and on the roll resolve to close the branch, it shall be closed and the Management Team shall be advised of that fact by the Coordinator representing the region concerned.

9.12 On closing of a branch, disposal of property and funds must be determined after all debts have been paid. A recommendation should be sent to the Management Team about the branch's wishes for disposal of surplus funds to another organisation having similar objectives or to a charitable organisation.

10. Branch Membership

10.1 A person may become a member of a branch when they attend a meeting and complete a New Member form, unless transferring from another branch.

10.2 To maintain membership a member, including a Life Member, must pay at the appropriate time all dues levied by the Management Team and/or branch or branches of which that person is a member.

10.3 A member of a branch shall by virtue of that fact be a member of WAB.

10.4 Each branch shall in the month following the AGM forward to the WAB Head Office a list of its current financial members.

10.5 A member may transfer to another branch and their records shall be forwarded by the branch Secretary/Facilitator, on request.

11. Awards

11.1 The Management Team may at its discretion confer Life Membership on members in recognition of twenty years active membership and if the following criteria are met:

- 11.1.1 The member has attended at least four meetings held each year and has attended at least three-fifths of the total branch meetings held during those twenty years. It is not necessary for the twenty years to have been consecutive, nor is it necessary for the member to have been enrolled with the one branch during those years.
- 11.1.2 The member has contributed in some way to the benefit of other members.
- 11.1.3 The member has been nominated by their branch.
- 11.2 The Management Team reserves the right to approve a Life Membership nomination in cases where the foregoing criteria may not have been met or compliances cannot be formally established.
- 11.3 The Management Team may at its discretion award a forty-year badge to a member who, having been a member for forty years, has given meritorious service to WAB, has had a fifty per cent attendance record over forty years and on whose behalf an application has been made by their branch on the prescribed form.
- 11.4 The Management Team may at its discretion make a fifty-year award to a member who, having been a member for fifty years, has given meritorious service to WAB and on whose behalf an application has been made by their branch on the prescribed form.
- 11.5 The Management Team may at its discretion make a sixty-year award to a member who, having been a member for sixty years, has given meritorious service to WAB and on whose behalf an application has been made by their branch on the prescribed form. The branch of a sixty-year award recipient shall be exempt from paying the state membership levy for that member.
- 11.6 The Management Team may award a certificate of merit to a member who has given outstanding service to the branch but who through age or infirmity, or relocation can no longer be an active member of a branch. A nomination must be

made by the branch on the prescribed form. The decision of the Management Team will be final.

11.7 The Management Team may at its discretion confer a five-year award on members in recognition of five years active membership and if the following criteria are met:

11.7.1 The member has attended at least four meetings held each year and has attended at least three-fifths of the total branch meetings held during those five years. It is not necessary for the five years to have been consecutive, nor is it necessary for the member to have been enrolled with the one branch during those years.

11.7.2 The member has contributed in some way to the benefit of other members.

11.7.3 The member has been nominated by their branch.

11.8 The Management Team may at its discretion confer a ten-year award on members in recognition of ten years active membership and if the following criteria are met:

11.8.1 The member has attended at least four meetings held each year and has attended at least three-fifths of the total branch meetings held during those ten years. It is not necessary for the ten years to have been consecutive, nor is it necessary for the member to have been enrolled with the one branch during those years.

11.8.2 The member has contributed in some way to the benefit of other members.

11.8.3 The member has been nominated by their branch.

11.9 The Management Team may at its discretion confer a thirty-year award to a member in recognition of thirty years active membership and if the following criteria are met:

11.9.1 The member has attended at least four meetings held each year and has attended at least three-fifths of the total branch meetings held during those thirty years. It is not necessary for the thirty years to have been consecutive,

nor is it necessary for the member to have been enrolled with the one branch during those years.

11.9.2 The member has contributed in some way to the benefit of other members.

11.9.3 The member has been nominated by their branch.

11.10 The Management Team may at its discretion make a seventy-year award to a member who, having been a member for seventy years, has given meritorious service to WAB and on whose behalf an application has been made by their branch on the prescribed form. The branch of a seventy-year award recipient shall be exempt from paying the state membership levy for that member.

12. Regional Conferences/Gatherings

12.1 The Management Team shall divide the State into four areas and shall from time to time review boundaries and include any branch in the region which it considers most suitable to the branch concerned.

12.2 An annual Regional Conference/gathering of all branches within a region may be sponsored by each branch in turn and be held at a time and place determined by the host branch, subject to the approval of the Management Team.

12.3 The area's Coordinator is responsible for arranging the next year's host branch.

12.4 A pre-conference meeting shall be held prior to the conference and shall be attended by the area's Coordinator. It shall be the duty of this pre-conference meeting to determine the program of the Conference and to make all necessary arrangements. This pre-conference meeting may be via electronic communication.

13. Resolutions

13.1 Resolutions consistent with the Constitution and the rules may be forwarded to the Management Team through:

13.1.1 A branch Secretary/Facilitator.

13.1.2 A Regional Conference or pre-conference meeting.

13.1.3 An area's Coordinator.

13.2 Any decision made by the Management Team on a resolution forwarded to it may be re-submitted to the Management Team. At least one month's notice of such a re-submission shall be given in writing to the President of the Management Team.

14. Finance and Property

14.1 Members who by authority accept or incur any pecuniary liability on behalf of WAB shall be held indemnified by it against any personal loss arising from that liability.

14.2 The income, property and funds of WAB shall be used and applied solely towards the promotion of its aims and objectives. They shall not be paid or transferred to the members or relatives of members, provided that nothing herein shall prevent the payment in good faith to any person in return for services actually rendered or goods supplied in the ordinary course of business and further provided that an employee of WAB shall, by virtue of their employment be entitled to be an ex officio member.

14.3 The State President of WAB shall be entitled to an honorarium of \$3,000 per annum. A coordinator may be entitled to an honorarium.

14.4 The income and property of WAB, however derived, shall be used solely for the promotion of the aims and objectives of WAB and no portion thereof shall be paid or transferred directly or indirectly and as a dividend or otherwise by way of profit to members; however it shall be lawful for WAB:

14.4.1 To reimburse any member, officer or employee of WAB for any expenses lawfully incurred or to be incurred on behalf of WAB.

14.4.2 To pay remuneration to any member of WAB or WAB, for services rendered by or to WAB at the request of or with the authority of WAB.

15. Administration and Finance Officer

- 15.1 An Administration and Finance Officer will be employed by WAB on a needs basis and paid hourly.
- 15.2 The recruitment and management of this Officer will be the responsibility of the Management Team.
- 15.3 The Administration and Finance Officer will act as the Secretary and Treasurer for WAB.

16. Dissolution of WAB

- 16.1 Members can resolve to wind up and dissolve WAB by a special resolution at a Special General Meeting.
- 16.2 Members shall be given at least 21 days written notice specifying the intention to propose the resolution as a special resolution.
- 16.3 WAB shall wind up and dissolve if, at the Special General Meeting, the special resolution, referred to in 16.1 and 16.2, is passed by a majority of not less than three quarters of members either present or by proxy.
- 16.4 If upon the winding up of WAB there be surplus assets after discharge of all liabilities of WAB and payment of costs and expenses involved in winding up, such surplus shall be given or transferred to such other organisation or organisations, the aims and objectives of which are similar to those of WAB. Such organisations shall be identified and determined by a resolution of members in a General Meeting.

17. Seal

The Management Team shall provide for the safe custody of the seal which shall be used only on the authority of a resolution of the Management Team.

18. Alterations to the Constitution

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

- 18.1 Alterations to the Constitution that may be referred to the Management Team by any

Regional Conference provided that two branch delegates of two-thirds of the branches within that region vote in favour of such action.

18.2 Such proposed alterations to the Constitution shall be dealt with at the Annual General Meeting and adopted subject to their being carried by two-thirds of the majority of the delegates present.

18.3 Management Team may on its own initiative propose alterations to the Constitution for consideration.

18.4 At least two months' notice of any proposal to alter the Constitution at any Annual General Meeting shall be given to all branches.

19. Enactment

This Constitution shall come into force after lodgement and approval from the Office of Consumer Affairs when all prior Constitutions and Rules of the Council and WAB shall be of no further force or effect.

20. Powers of an incorporated association

For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rules—

- (a) acquire, hold, deal with and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI (Authorised Deposit Taking Institution) accounts; and
- (d) invest its moneys –
 - i. in any security which trust moneys may, by Act of Parliament, be invested; or
 - ii. in any other manner authorised by the rules of the association; and
- (e) borrow money upon which terms and conditions as the association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and

- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.