

# **WOMEN IN FARMING INC.**



## **Constitution**

**Amended – 20th March 2024**

# CONSTITUTION

## 1.0 NAME

The name of the Association is **'Women in Farming Inc.'** hereinafter referred to as Women in Farming.

## 2.0 OBJECTS

The objectives of Women in Farming are:

- 2.1 To contribute to the continued improvement and sustained viability of farming enterprises.
- 2.2 To unite women working across Australia to use their combined knowledge, abilities and strengths to foster, empower and promote the involvement of women in their respective farming enterprises. This is to be achieved through the attainment of the following objectives:
  - 2.2.1 The sharing of knowledge, experiences and ideas in a constructive, open and confidential way utilising a range of forums.
  - 2.2.2 To promote access to services and information that can support capacity building and learning opportunities.
  - 2.2.3 To appreciate and value the paid and unpaid contributions that women make in a variety of ways to their farming enterprises, whilst recognising the diverse nature of farm enterprise models.
- 2.3 To increase the profile of the role of women in farming enterprises and their part as a key component to the success of farming enterprises.
- 2.4 To ensure the organisation is managed sustainably, both financially and physically, by its volunteers.
- 2.5 Women in Farming shall be non-partisan and shall promote its objects without distinction as to race, language or religion.
- 2.6 To become a member of, support or co-operate with, any group or association whose objectives align with or are similar to, those of Women in Farming.
- 2.7 The property and income of Women in Farming shall be applied solely towards the promotion of the objects of Women in Farming and no part of that property or income

may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### **3.0 DEFINITIONS**

In these rules, unless the contrary intention appears:

- 3.1 The Act means the Associations Incorporations Act 2015.
- 3.2 Women in Farming Board is the body that has general control and administration of affairs, property and funds of Women in Farming as defined by rule 10.
- 3.3 Women in Farming branches are the bodies whose members join together in accordance with the Women in Farming constitution, to work toward the attainment of Women in Farming objectives as defined in rule 6.
- 3.4 President means the person elected to lead the organisation and who presides at the board meeting or general meeting in accordance with rule 7.
- 3.5 Board meeting means a meeting of the management board as referred to in rule 7.9.
- 3.6 Board member means all members elected to the Women in Farming Board as referred to in rule 7.
- 3.7 General Meeting means any meeting convened under rule 7.
- 3.8 Secretary means the person referred to in rule 7.
- 3.9 Treasurer means the person referred to in rule 7.
- 3.10 Member means any person as provided by rule 5.
- 3.11 Chairperson means the person presiding at a board meeting or Annual General Meeting (AGM) of Women in Farming or the person specifically required to chair the election process only, under 8.2.2 during the election of the Women in Farming Board.
- 3.12 Annual membership means the annual amount of fees payable to Women in Farming.
- 3.13 Refers to the Women in Farming Board as referred to in 3.2.
- 3.14 Financial member refers to any person who has paid the appropriate membership fees as convened under rule 5.
- 3.15 Personal financial interest includes financial and non-financial interests.

#### **4.0 POWERS**

The powers conferred by Women in Farming are the same as those conferred by Section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, Women in Farming may:

- 4.1 Do all things necessary or convenient for carrying out its objects and purposes.
  - 4.1.1 Acquire and hold, deal with and dispose of, any real or personal property.
  - 4.1.2 Open and operate bank accounts.
  - 4.1.3 Invest its money in any security in which trust monies may lawfully be invested or in any other manner authorised by the rules of Women in Farming.
  - 4.1.4 Borrow money according to terms and conditions Women in Farming sees fit.
  - 4.1.5 Give security for the discharge of liabilities incurred by Women in Farming as required.
  - 4.1.6 Appoint agents to transact any business of Women in Farming on its behalf.
  - 4.1.7 Enter into any other contract it considers necessary or desirable.
- 4.2 Act as trustee and accept and hold real and personal property upon trust but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
- 4.3 Do all other things as are incidental or conducive to the attainment of its objectives.
- 4.4 Appoint, employ and pay any staff as required. The Women in Farming Board has the power to dismiss all staff members subject to normal industrial conditions.

#### **5.0 MEMBERSHIP**

- 5.1 Membership of Women in Farming is open to any woman with links to rural or agricultural related businesses, wanting to share knowledge and experience about agricultural related enterprises, who is in agreement with the objectives of Women in Farming contained herein and is satisfied with any bylaws of the constitution of Women in Farming.
- 5.2 Any woman who wishes to become a member of Women in Farming shall:

- 5.2.1 Apply for membership prior to or following, the first Women in Farming meeting they attend.
  - 5.2.2 Use the online Women in Farming membership form to apply for membership.
  - 5.2.3 Pay the annual Women in Farming membership fee as determined by the Women in Farming Board. This membership includes a branch component nominated by the Women in Farming branch with which the member is to be affiliated.
  - 5.2.4 Agree to be bound by the constitution and all policies and procedures of Women in Farming.
- 5.3 Membership Fee
- 5.3.1 The annual Women in Farming membership fee due by members, should be paid to the Women in Farming Treasurer who shall forward the branch fee component of the membership, to the appropriate branch treasurer.
  - 5.3.2 Women in Farming financial year shall run from the first day of March to the last day of February. Each member must pay the membership fee annually, on or before 30 days from 1<sup>st</sup> March.
  - 5.3.3 A member whose membership fee is not paid after the relevant date as per 5.3.2, ceases on the expiry of that period to be a member and relinquishes all rights and privileges of membership of Women in Farming unless the Women in Farming Board decides otherwise.
  - 5.3.4 A member joining after 1<sup>st</sup> November in any year will be considered financial for the remainder of that year and the following year.
- 5.4 Register of Members of Women in Farming
- 5.4.1 The Women in Farming Board shall appoint one or more of the Women in Farming Board to keep and maintain an up-to-date register of the members of Women in Farming, their postal and email addresses and upon the request of a member of Women in Farming, shall make the register available for the inspection of the member. A member wishing to make a copy of or take an extract from the register shall not remove the register for this purpose. The purpose of the copy or extract shall be connected to the affairs of the organisation and the member must make a written request to the board stating this.

- 5.4.2 The board shall maintain a register of branches, the date when the branches were first registered and the names and addresses of the respective office bearers of each branch.
- 5.4.3 The name of a person who dies or who ceases to be a member under 5.6 and 5.7, is to be deleted from the register of members.
- 5.5 The Women in Farming Board shall have the right to refuse membership to branches or individuals who do not align with the objects of Women in Farming as referred to in rule 2.
- 5.6 Termination of individual or branch membership of Women in Farming may occur when:
  - 5.6.1 The Secretary receives a notice in writing from a member or branch of their resignation from Women in Farming.
  - 5.6.2 Non-payment by a member of the membership fee within three months of the due date unless the Women in Farming Board decides otherwise in accordance with 5.3 or expulsion of a member in accordance with 5.7.
- 5.7 The Women in Farming Board shall have the right to suspend or expel a branch or member whose behaviour is considered inappropriate to the objects or work of Women in Farming. If the Women in Farming Board, in consultation with a Women in Farming branch, considers that a member should be suspended or expelled from membership, it must communicate in writing, to the member:
  - 5.7.1 Notice of the proposed suspension or expulsion including particulars of the inappropriate conduct. The notice will include the time, date and place of the board meeting at which the question of the suspension or expulsion will be decided. This notice is to be issued not less than 30 days before the date of the nominated board meeting.
  - 5.7.2 At the Women in Farming Board meeting the board may, having afforded the member concerned a reasonable opportunity to be heard by or to make representations in writing to the Women in Farming Board, suspend or expel or decline to suspend or expel that member from membership of Women in Farming. The board shall directly communicate in writing, the decision on expulsion or suspension to the member.
  - 5.7.3 Subject to 5.7.5, a member has her membership suspended or ceases to be a member, 14 days after the day on which the decision to suspend or expel a member is communicated to her.

- 5.7.4 A member who is suspended or expelled under 5.7.2 must, if she wishes to appeal against that suspension or expulsion, give notice to the Secretary of her intention to do so within 14 days of notification of the outcome, as referred to in 5.7.3
- 5.7.5 When notice of an appeal is given under 5.7.4.
  - 5.7.5.1 Women in Farming, in a general meeting, must either confirm or set aside the decision of the Women in Farming Board to suspend or expel the member after having afforded the member who gave that notice, a reasonable opportunity to be heard by, or to make representation in writing to, Women in Farming in the general meeting and
  - 5.7.5.2 The member who gave that notice is not suspended and does not cease to be a member unless and until the decision of the Women in Farming Board to suspend or expel her, is confirmed under this sub-rule.

## **6.0 BRANCHES**

- 6.1 A proposed Women in Farming branch shall apply for registration with Women in Farming providing it:
  - 6.1.1 Completes a Women in Farming branch registration form and agrees to abide by and actively pursue the objects of Women in Farming and accept this constitution.
  - 6.1.2 Has a minimum of five members.
- 6.2 A Women in Farming branch shall:
  - 6.2.1 Conduct all branch meetings/workshops in accordance with Women in Farming policies and procedures.
  - 6.2.2 Communicate outcomes of branch meetings and workshops to branch members. Any documented minutes should be forwarded to the Women in Farming Board within 30 days.
  - 6.2.3 Maintain an up-to-date register of branch members and branch office bearers.
  - 6.2.4 Conduct an Annual General Meeting and forward the branch annual financial report and minutes of the AGM to the Women in Farming Board.

- 6.3 A new branch formed before the 31<sup>st</sup> October in any year will be deemed to be financial for that year. A branch formed after 1<sup>st</sup> November in any year will be considered financial for the remainder of that year and the following year.
- 6.4 Where branch financial members fall below five or there is unwillingness of members to continue as a branch, the branch must contact the Women in Farming Secretary advising of the branch status, prior to any move towards branch closure.
- 6.5 Following contact with the Women in Farming Secretary and due consultation, written notification of any branch closure must be made by the branch secretary or president, to the Women in Farming Secretary.
- 6.6 On acknowledgement of the closure of the branch by Women in Farming, all branch financial assets become the property of Women in Farming and must be transferred to Women in Farming as soon as outstanding branch accounts have been finalised.

## 7.0 **BOARD**

- 7.1 The affairs of Women in Farming will be managed by a Women in Farming board consisting of:
  - (i) President
  - (ii) Vice President
  - (iii) Secretary
  - (iv) Treasurer

plus, not fewer than three nor more than five general board members. The Immediate Past President may remain an ex-officio member of the Women in Farming Board. Their intention to leave the board, should be indicated to the board following an AGM.
- 7.2 Women in Farming board members must be elected to membership of the Women in Farming Board at an Annual General Meeting or appointed under 7.7. All positions on the board are declared vacant at every Annual General Meeting. All board members shall be limited to three consecutive years in any one position. They may not be re-elected to the same position until one year has elapsed.
- 7.3 Subject to 7.7, a Women in Farming board member term will be from her election at an Annual General Meeting until the election at the next Annual General Meeting. The member is eligible for re-election at any AGM subject to 7.2.
- 7.4 A person who is eligible for election or re-election under this rule may:
  - (i) nominate herself
  - (ii) second herself
  - (iii) vote for herself



- 7.4.1 Nominations must be received prior to the commencement of the AGM.
- 7.5 If the number of persons nominated in accordance with 7.4 does not exceed the number of vacancies in that membership to be filled:
- 7.5.1 The Secretary must report accordingly to the Chairperson and
- 7.5.2 The Chairperson must declare those persons to be duly elected as members of the Women in Farming Board at the Annual General Meeting concerned.
- 7.6 If vacancies remain on the board after the declaration under 7.5, further nominations for board positions may be accepted from the floor of the Annual General Meeting. If the nominations from the floor do not exceed the number of vacancies, the Chairperson must declare those persons to be duly elected as members of Women in Farming Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the board, elections for those positions must be conducted.
- 7.7 If a vacancy remains on the board after the application of 7.6 or when a casual vacancy in the membership of the board arises:
- 7.7.1 The board may continue to act despite any vacancy in its membership
- 7.7.2 The board may appoint a member to fill that vacancy and
- 7.7.3 A member appointed under this sub-rule will hold office until the next AGM and be eligible for election to membership of the board, at the next Annual General Meeting.
- 7.8 Vacancies of the Women in Farming Board

A casual vacancy occurs in the office of a board member and that office becomes vacant if the board member:

- (i) dies
- (ii) resigns by notice in writing delivered to the President; if the board member is the Chairperson, notice to the Secretary and that resignation is accepted by resolution of the board
- (iii) is convicted of an offence under the Act
- (iv) is permanently incapacitated by mental or physical ill-health
- (v) is absent from more than three board meetings in the same financial year without tendering an apology to the person presiding at each of those board meetings, of which meetings the member received notice and the board has resolved to declare the office vacant
- (vi) ceases to be a member of Women in Farming

- (vii) is the subject of a resolution passed by a general meeting of members terminating her appointment as a board member

## 7.9 Women in Farming Board Meeting Proceedings

- 7.9.1 The Women in Farming Board shall have the general control and management of the affairs, property and funds of Women in Farming.
- 7.9.2 The Women in Farming Board shall be responsible for the establishment, implementation, review and change of Women in Farming policies.
- 7.9.3 The Women in Farming Board shall interpret the meaning of the constitution and any matter relating to Women in Farming on which this constitution is silent.
- 7.9.4 The Women in Farming Board must meet for the dispatch of business not less than three times in each year and the President, or at least half the members of the board, may at any time convene a meeting of the board.
- 7.9.5 Each board member has a deliberative vote.
- 7.9.6 A question arising at a board meeting must be decided by a majority of votes but if there no majority, the person presiding at the board meeting will have a casting vote in addition to her deliberative vote.
- 7.9.7 At a board meeting, a simple majority of the currently serving members of the board constitute a quorum.
- 7.9.8 The procedure and order of business to be followed at a board meeting must be determined by an agenda in consultation with the board members present at the board meeting.
- 7.9.9 A member of the board who has a material personal interest in a matter being considered at a board meeting must:
  - 7.9.9.1 As soon as she becomes aware of that interest, disclose the nature and extent of her interest to the board.
  - 7.9.9.2 Disclose the nature and extent of the interest at the next general meeting of the Association.
  - 7.9.9.3 Not be present while the matter is being considered at the board meeting or vote on the matter.

- 7.9.10 Rule 7.9.9 does not apply in respect of a material personal interest that exists only because the member:
- (i) is an employee of Women in Farming
  - (ii) is a member of a class of persons for whose benefit Women in Farming is established or
  - (iii) has the interest in common with all or a substantial proportion of, the members of the Association
- 7.9.11 The Secretary must record, every disclosure of a material personal interest, made under 7.9.9.1 by a member of the board, in the minutes of the board meeting at which the disclosure is made.

## **8.0 GENERAL MEETINGS**

### **8.1 Annual General Meeting**

- 8.1.1 The Annual General Meeting of the Association shall be held within six months after the end of the financial year.
- 8.1.2 The Secretary shall give to all branches via email, at least five weeks notice of the date and time of the Annual General Meeting. If changes to this constitution are to be proposed at the Annual General Meeting, the Secretary shall notify all branches via email of the alterations, at least four weeks prior to the meeting.
- 8.1.3 The quorum at the Annual General Meeting shall be delegates from a minimum of half of the number of financial branches. If at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there be no quorum, the meeting shall adjourn for one week. If at the rescheduled meeting there is no quorum, those members present shall be competent to discharge the business of the meeting.
- 8.1.4 All financial Women in Farming members may attend the Annual General Meeting and may nominate for board positions and speak to motions.

### **8.2 Business to be transacted at every Annual General Meeting shall be:**

- 8.2.1 Receiving of reports including those of the President, Treasurer and various branch reports.
- 8.2.2 Election of Women in Farming Board.
- 8.2.3 Appointment of person or business to prepare the Financial Statements.

- 8.2.4 Any further business placed on the agenda prior to the commencement of the meeting.
  - 8.2.5 The determination of the annual membership fee.
  - 8.2.6 Any proposed amendments to this constitution of which proper notice must be given.
- 8.3 Special General Meetings
- 8.3.1 Special General Meetings may be called by the Women in Farming Board or at the request of the President or Secretary or on the written request of 20% of the members of Women in Farming.
  - 8.3.2 The Secretary shall give at least seven days notice by email of the date of the Special General Meeting to the members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.
  - 8.3.3 The quorum at the Special General Meeting shall be from a minimum of half of the number of financial branches. If at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there be no quorum, the meeting shall adjourn for one week. If at the rescheduled meeting there is no quorum, those members present shall be competent to discharge the business of the meeting.
- 8.4 Voting at General Meetings
- 8.4.1 All voting shall be carried out by a simple majority.
  - 8.4.2 Voting for Women in Farming board positions to be a secret ballot when two or more nominations are received for a position.
  - 8.4.3 Each Women in Farming branch is entitled to two votes. Delegates representing a branch are to be financial members of Women in Farming and present at the Annual General Meeting.
  - 8.4.4 The Women in Farming Board is entitled to two votes.
  - 8.4.5 In the event of equal voting on a motion, the Chairperson shall have the casting vote.

## **9.0 MINUTES OF BRANCH AGM, BOARD MEETINGS AND WOMEN IN FARMING AGM**

- 9.1 The Secretary must keep minutes in an electronic file or minute book, of the proceedings of all general meetings, Annual General Meetings and board meetings. The minutes shall be available after the holding of each meeting. A financial member may apply to the Secretary for inspection of these minutes.
- 9.2 The President must ensure that the minutes taken of a general meeting or board meeting are checked and signed as correct by the Chairperson of that general meeting or board meeting.
- 9.3 When minutes have been entered and signed as correct, they are, until the contrary is proved, evidence that:
  - 9.3.1 The general meeting or board meeting to which they relate, was duly convened and held.
  - 9.3.2 All proceedings recorded as having taken place at the meeting, did take place.
  - 9.3.3 All appointments or elections purporting to have been made at the meeting, have been validly made.

## **10.0 FINANCE**

- 10.1 All funds of Women in Farming shall be deposited into Women in Farming accounts at any bank or recognised financial institution as the Women in Farming Board may determine from time to time.
- 10.2 All accounts due by Women in Farming shall be paid after being authorised by the Treasurer or the Women in Farming Board. Payments may be checked online by the second account signatory.
- 10.3 The Secretary or Treasurer shall not spend more than a set amount of petty cash without the consent of the Women in Farming Board and shall keep a record of the expenditure. The amount of petty cash is to be set by the Women in Farming Board and documented in the minutes of the relevant meeting at which the decision is made.
- 10.4 Financial Statements of the organisation shall be presented at each Annual General Meeting.
- 10.5 The financial year of Women in Farming shall commence on 1<sup>st</sup> March each year.
- 10.6 The signatories to Women in Farming account/s will be the Treasurer and either one of the President or Secretary.

## **11.0 ALTERATIONS TO THE CONSTITUTION**

11.1 Women in Farming may alter or rescind these rules or make rules additional to these rules, in accordance with the following procedure:

11.1.1 At least five weeks notice of any proposed alteration to this constitution shall be given to the Secretary. The Secretary shall notify all branches via email of any proposed alterations, at least four weeks prior to the Annual General Meeting.

11.1.2 Women in Farming may alter its constitution by passing a special resolution which is carried by three quarters of the members present who are eligible to vote at the general meeting.

11.1.3 Within one month of the passing of a special resolution altering its rules, Women in Farming must advise the Commissioner of the changes in writing. An alteration of the rules of Women in Farming does not take effect until the approval of the Commissioner is given.

## **12.0 COMMON SEAL OF THE ASSOCIATION**

12.1 That the Association has no common seal in use.

## **13.0 INSPECTION AND CUSTODY OF RECORDS, OF THE ASSOCIATION**

13.1 A member may at any reasonable time inspect without charge, the books, documents, records and securities of Women in Farming.

13.2 Unless the members resolve otherwise at a general meeting, the Secretary is to maintain custody of all books, documents, records and registers of the Association with exception of financial documents. The Treasurer is to maintain the financial documents.

13.3 The books of the Association must be retained for at least seven years.

## **14.0 DISPUTES AND MEDIATION**

14.1 The grievance procedure set out in this rule applies to disputes under these rules between:

- (i) a member and another member
- (ii) a member and Women in Farming
- (iii) non-members receiving services from Women in Farming

- 14.2 The parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 14.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 14.4 The mediator must be:
  - 14.4.1 A person chosen by agreement between the parties or
  - 14.4.2 In the absence of agreement:
    - 14.4.2.1 In the case of a dispute between a member and another member, a person appointed by the board of Women in Farming.
    - 14.4.2.2 In the case of a dispute between a member or relevant non-member (as defined by 13.1(iii) and Women in Farming, a person who is a mediator appointed to or employed by, a not-for-profit organisation.
- 14.5 A member of Women in Farming can be a mediator.
- 14.6 The mediator cannot be a member who is a party to the dispute.
- 14.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 14.8 The mediator, in conducting the mediation, must:
  - 14.8.1 Give the parties to the mediation process every opportunity to be heard.
  - 14.8.2 Allow due consideration by all parties of any written statement submitted by any party and
  - 14.8.3 Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 14.9 The mediator must not determine the dispute.
- 14.10 The mediation must be confidential and without prejudice.
- 14.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**15.0 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF WOMEN IN FARMING**

- 15.1 Women in Farming may be wound up by a special resolution passed by three quarters of those members present at a Special General Meeting called for this purpose.
- 15.2 If, on the winding up of Women in Farming, any property of Women in Farming remains after satisfaction of the debts and liabilities of Women in Farming and the costs, charges and expenses of that winding up, that property shall be distributed to an incorporated association having objectives similar to those of Women in Farming, as determined by a resolution of the members.

**President:** Carolyn Reid

**Secretary:** Jane Kowald

**Dated:** 20th March 2024