



Australian Women in Agriculture (AWiA) Limited

ACN 081 705 204

Memorandum and Articles of Association

MEMORANDUM OF ASSOCIATION

1. **Name.** The name of the company is Australian Women in Agriculture (AWiA) Limited (hereinafter referred to as "the company")

2. **Objectives.** The **objectives** of the company are:

- uniting and raising the profile of women in agriculture
- addressing rural and agricultural inequities
- working to ensure the survival of agriculture for future generations
- securing local, regional, national and international recognition
- achieving the status of a political and economic force

3. **Commitments.** The company and its members are committed to:

- caring for people, for rural families and communities and for the environment
- sustainable development to ensure the viability of future agricultural productivity
- respect for the culture, beliefs and philosophies of other people
- communication to enable women to share their experiences and develop strong networks
- leadership to facilitate change in the community

4. **Activities of Company.** As a not for profit company we act for the benefit of women in agriculture including in rural, regional and remote communities

The income and property of the company shall be applied solely towards the promotion of the objectives of the company and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to the members of the company. This clause does not restrict the payment in good faith of reasonable and proper remuneration to any officer or servant of the company in return for any services actually rendered or for goods supplied.

5. **Limited Liability.** The liability of the members is limited.

6. **Winding Up.** In the event the company is unable to meet its debts, each member of the company undertakes to contribute to the assets of the company in the event of it being wound up during the time that she is a member, or within one year afterwards. The amount of this "guarantee" by each member is not to exceed \$5.

7. **Distribution of Property.** If upon the winding up or dissolution of the company, there remains after satisfaction of its debts and liabilities, any property whatsoever, then this shall not be paid or distributed among members of the company but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the company and which shall also be limited as in clause 4 hereof.

8. **Accounts.** True accounts shall be kept of the money received and expended by the company and its property, credits and receipts. Subject to the Articles of Association, these accounts shall be open to inspection by the members and at least once a year shall be examined by a qualified Auditor who shall report to members.

ARTICLES OF ASSOCIATION

Table of Contents

Article 1	Name
Article 2	Interpretation
Article 3	Membership
Article 4	Joining Fee and Subscription
Article 5	Register of Members
Article 6	Resignation of Members
Article 7	Discipline of Members
Article 8	Annual General Meeting
Article 9	General Meeting
Article 10	Notice of Meeting
Article 11	Proceedings at General Meetings
Article 12	President
Article 13	Voting at General Meetings
Article 14	Voting at General Meetings
Article 15	Voting at General Meetings
Article 16	Board of the Company
Article 17	Board of the Company
Article 18	Company Structure
Article 19	Election of Directors and Vacancy
Article 20	Secretary
Article 21	Treasurer and Finance
Article 22	Ceasing to be a Member of the Board
Article 23	Seal
Article 24	Alteration of Articles and Statement of Purposes
Article 25	Winding Up or Cancellation

1. Name:

Australian Women in Agriculture (AWiA) Limited

2. Interpretation:

1) In these Articles, unless the contrary intention appears:

- a) **"Board"** means the National Board of Management of the Company.
- b) *"Financial Year"* means the year ending on 30 June.
- c) *"General Meeting"* means a General Meeting of members convened in accordance with Article 10 and includes face to face meetings and meetings conducted by any electronic medium which may also include some participants being physically in each other's presence.
- d) *"Member"* means a member of the Company.
- e) *"Ordinary Member of the Board"* means a member of the Board who is elected under Article 18.
- f) *"Director"* is a member of the Board elected under Article 18.
- g) *"The Companies Act"* means the Corporations Act (Australian Capital Territory)
- h) *"The Company"* means Australian Women in Agriculture (AWiA) Limited
- i) *"Regulations"* means regulations under the Companies Act (ACT)
- j) *"The Buzz"* means a periodical publication, which is the official publication of the company.

(2) In these Articles, a reference to the secretary of a Company is a reference to a person holding office under these Articles as Secretary of the Company.

(3) Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act and the Companies Act as in force from time to time.

3. Membership:

The members of the company shall consist of the subscribers to the Memorandum of Association, ordinary members, corporate members and affiliate members.

(1) A person or group shall request in writing to become a member of the Company. Applications for membership shall be approved at a regular meeting of the Board and provided the applicant has paid the current joining fee and subscription and accepts the objectives and commitments of the Company as set out in the Memorandum of Association, that person may exercise the rights of membership.

(2) Corporate Membership

Corporate membership shall be available to companies and institutions at a fee to be determined by the Company. Corporate members do not have voting rights but have observer status at general Company meetings.

(3) Affiliate Membership

Affiliate Membership shall be available to organisations, which have similar purposes and objectives at a fee to be determined by the Company. Affiliate member organisations will have one vote per 100 members or part thereof up to a maximum of 5 votes.

(4) Reference Groups

The members in each State and Territory and other interest groups are encouraged, and will be supported by the Company, to form local and National reference groups within the company structure. The aim is to foster members' interests in accordance with the Statement of Objectives and Commitments in the Memorandum of Association.

4. Joining Fees and Subscriptions

(1) Members in the Annual General Meeting shall determine from time to time the joining fee (if any) and the amount of the annual subscription. If the Board is to recommend a change, members will be informed by notice of motion under Article 8 (5). The annual subscription is due on 1 July in each year for the ensuing twelve months. (This provision commenced on 1 July 1999. Before then, the membership would run from 1 April to 30 March.)

(2) A member whose subscription is six or more weeks in arrears shall be debarred from exercising the rights and privileges of membership.

(3) The Secretary may notify the member of the debarment and if the required subscription is not received at the Company within fourteen days the name of the member may be removed from the Register.

5. Register of Members

The Secretary shall keep and maintain a register of members in which shall be entered the full name and address and date of entry of the name of each member. The register shall be available for inspection by members at the registered office of the Company at a reasonable hour with seven days prior notice to the Secretary.

6. Resignation of Member

Any member who has paid all monies due and payable by that member to the Company may resign from the Company by giving notice in writing to the Secretary of their intention to resign. Such a member will be deemed to have resigned and an entry to that effect shall be placed in the register.

7. Discipline of Members

(1) Subject to these Articles, the Board may by resolution:

(a) expel a member from the Company.

(b) suspend a member from membership of the Company for a specified period if it is of the opinion that the member has refused or neglected to comply in any respect with these Articles or Memorandum of Association or has been guilty of conduct unbecoming a member of the Company or prejudicial in any way to the interests of the Company.

(2) A resolution of the Board under sub-clause (1) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 63 days after the service on the member of a notice under subclause (3) confirms the resolution in accordance with this clause.

(3) Where the Board passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 63 days

after the service of the notice;

(c) stating the date, place and time of that meeting;

(d) informing the member that they may do one or more of the following:

(i) Attend that meeting;

(ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

(iii) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that they wish to appeal to the Company in General Meeting against the resolution.

(4) At a meeting of the Board held in accordance with sub-clause (2), the Board:

(a) shall give to the member an opportunity to be heard;

(b) shall give due consideration to any written statement submitted by the member, and

(c) shall by resolution determine whether to confirm or to revoke the resolution.

(5) Where the Secretary receives a notice under sub-clause (3), she shall notify the Board and the Board shall convene a General Meeting of the Company to be held within 21 days after the date on which the Secretary received the notice.

(6) At a General Meeting of the Company convened under sub-clause (5):

(a) no business other than the question of the appeal shall be transacted;

(b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the member shall be given an opportunity to be heard; and

(d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(7) If at the General Meeting:

(a) two-thirds of the members present vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and

(b) in any other case, the resolution is revoked.

8. Annual General Meeting

(1) The Company shall in each calendar year convene an Annual General Meeting of its members.

(2) The Annual General Meeting shall be held on such day as the Board determines.

(3) The Annual General Meeting shall be specified as such in the notice convening it.

(4) The ordinary business of the Annual General Meeting shall be:

(a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

(b) to receive from the Board, reports upon the transactions of the Company during the last preceding financial year;

(c) to elect Board Members of the Company and confirm results of the postal ballot;

(d) to receive and consider the statement submitted by the Company in accordance with the Companies Act.

(5) The Annual General Meeting may transact special business of which notice is given in accordance with these Articles.

(6) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

9. General Meeting

The Company shall in each calendar year convene at least two General Meetings of the members.

10. Notice of Meeting

(1) The Secretary of the Company shall, at least 21 days or, if a special resolution has been proposed, at least 21 days before the date fixed for holding a General Meeting or Annual General Meeting of the Company, cause to be sent to each member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(2) No business other than that set out in the agenda convening the meeting shall be transacted at the meeting.

(3) In order for a Special Resolution to be passed at least three quarters of those present at the meeting must vote for it.

(4) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

11. Proceedings at General Meetings

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Articles to vote is present during the time when the meeting is considering that item.

(2) Ten members personally present (being members entitled under these Articles to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

(3) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the President at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at

the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

12. President

(1) The President, or in the President's absence, the Vice-President, shall preside as Chair at each Meeting of the Board of the Company.

(2) If the President and the Vice-President are not present at the Board Meeting within half an hour of the meeting starting, the members present shall elect one of their number to preside as Chair at the meeting.

13. Voting at General Meetings

A question arising at a General Meeting of the Company shall be determined by the voices. Unless before or on the declaration of the result by the voices, a poll is demanded, a declaration by the Chair that a resolution has been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

14. Voting at General Meetings

(1) Upon any question arising at a General Meeting of the Company, a member has one vote only.

(2) All votes shall be given personally.

(3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

15. Voting at General Meetings

A member is not entitled to vote at any General Meeting unless all moneys due and payable by that member to the Company have been paid.

16. Board of the Company

(1) The affairs of the Company shall be managed by a Board of the Company constituted as provided in Article 17.

(2) The Board:

(a) shall control and manage the business and affairs of the Company;

(b) may, subject to these Articles, the regulations and the Companies Act, exercise all such powers and functions as may be exercised by the Company other than those powers and functions that are required by these Articles to be exercised by General Meetings of the members of the Company; and

(c) subject to these Articles, the regulations and the Companies Act, the Board has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Company.

17. Board of the Company

(1) The Board of the Company shall be composed of:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary;
- (e) up to eight other officers whose individual duties may be defined by resolution of the Board and the General Meeting.
- (f) any co-opted members as deemed necessary.

(2) The provisions of Article 19 so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

(3) In the event of a casual vacancy in any office referred to in subclause (1), the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of that member's appointment.

18. Structure of the Board

(1) Each member of the company shall elect three general Board members plus one other Board member who is to be a representative from her own State or Territory. (ACT/NSW, NT, Qld, Vic, Tas, SA, WA).

These office holders shall be the Directors of the Company.

(2) Each Board member shall, subject to these Articles, hold office for a period of three years but is eligible for re-election.

Four of the members of the Board shall be elected in one year, three shall be elected in the next year and two shall be elected in the third year.

This rotation, commencing in the year 2010, shall be:

year 1 – general member 1, Victoria, NT and Tas;

year 2 – general member 2, ACT/NSW, and SA;

year 3 – general member 3, Queensland and. WA

The positions of President, Vice President, Secretary and Treasurer shall be elected from and by the Board members annually.

(3) In the event of a casual vacancy in the office of an ordinary member of the Board, the Board may appoint a member of the Company to fill the vacancy and the member so appointed shall hold office, subject to these Articles, until the conclusion of the Annual General Meeting next following the date of that member's appointment.

19. Election of Directors and Vacancy

(1) In February each year, the Board shall invite each member to nominate one general Board member plus one other Board member who is to be a representative from her own State or Territory according to the provision in Article 18 (2).

(2) Nomination shall be in writing. It shall be signed by two members and the nominee who shall indicate acceptance of the nomination.

(3) Nominations shall be received and close at the notified address at 5pm on 30 May. Election shall be by postal vote lodged with the Secretary or with such person as shall be decided by the Board prior to the Annual Meeting.

(4) Where there is only one nomination for any position that position shall be declared filled.

(5) Where there are insufficient nominations to fill positions the Chair of the Annual General Meeting shall invite further nominations to fill such vacancies.

(6) Where vacancies remain after that invitation or following the creation of a vacancy on the Board after the completion of the election and or installation of Board members at the Annual General Meeting the Board may nominate a selected member to fill such vacant positions.

(7) Where there are more nominations than positions to be filled a secret postal ballot of members shall be conducted. Voting results shall be by the first past the post system.

20. Secretary

The Secretary of the Company shall keep minutes of the resolutions and proceedings of each General Meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present.

21. Treasurer and Finance

(1) The Treasurer of the Company:

(a) shall collect and receive all moneys due to the Company and make all payments authorised by the Company; and

(b) shall keep correct accounts and books showing the financial affairs of the Company with full details of all receipts and expenditure connected with the activities of the Company.

(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

(3) The Treasurer shall report to each Board and General Meeting on the Company's financial position.

(4) The Treasurer shall prepare the reports required by the Companies Act and submit that report on behalf of the Board and General Meeting.

(5) The accounts of the Company and the annual financial statements are to be examined by an auditor whose report shall be incorporated in the statement presented at the Annual General Meeting and submitted in accord with the Companies Act.

(6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Directors of the Board or in such manner as the Board may from time to time determine.

(7) All books of account documents and other financial records shall be kept by the Treasurer. Copies of the audited records and the auditor's report shall be kept at the company's registered office.

(8) The funds of the Company shall be derived from entrance fees, annual subscriptions, donations and such sources as the Board and the General Meeting may determine.

22. Ceasing to be a Member of Board

(1) The Company in General Meeting may by resolution remove any member of the Board before the expiration of that member's term of office and appoint another member instead to hold office until the expiration of the term of the first mentioned member.

The office of a member of the Board becomes vacant if an office bearer

- (a) ceases to be a member of the Company;
- (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with her creditors or makes an assignment of her estate for their benefit;
- (c) has engaged in conduct unbecoming a member or prejudicial to the Company or has become incapable of undertaking the duties of the Board;
- (d) is absent without permission of the Board for three consecutive meetings of the Board;
- (e) resigns office by notice in writing given to the Board and/or the General Meeting.

23. Seal

- (1) The Common Seal of the Company shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two Directors of the Company or of one member of the Board and of one Director of the Company.

24. Alteration of Articles and Statement of Purposes

The Articles of Association or Memorandum of Association may be altered by special resolution at an Annual General Meeting in accordance with the Companies Act. At least 21 days' notice must be given to the members of the intention to put a special Resolution to the Annual General Meeting in accordance with Article 10.

25. Winding up or Cancellation

- (1) If in the event of the winding up or cancellation of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be distributed among the members.
- (2) The remaining property shall be given to such institution having similar interests and purposes to this Company and which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members and whose Memorandum of Association or Articles of Association or constitution shall prohibit the distribution of assets amongst members.

(3) Such institution shall be determined by the members of the Company at or before the dissolution and in default thereof by application to the Supreme Court for a determination provided that such an institution or institutions have themselves been approved by the Commissioner of Taxation under Section 78 (1) (a) of the Income Tax Assessment Act 1936 as amended.