

1 Name

The name of the Incorporated Association is “Grain Industry Association of Victoria Inc.”
(In these Rules called “the Association”).

2 Definitions

(1) In these Rules, unless the contrary intention appears—

committee means the committee of management of the Association;

financial year means the year ending on 30 June;

general meeting means a general meeting of members convened in accordance
with rule 12;

member means a member of the Association, and shall include the
representative of a member firm, company or other organisation;

ordinary member of the committee means a member of the committee who is
not an officer of the Association under rule 20 (1) ;

regulations means regulations under the Act;

relevant documents has the same meaning as in the Act;

the Act means the **Associations Incorporation Act 1981**.

Representative means, in all cases, an employee nominated by the member
Words importing **persons** include firms and companies;

Words importing the singular number only include the plural number and vice
versa

Written notice includes, but is not limited to, email correspondence

(2) In these Rules, a reference to the Secretary of an Association is a reference—

(a) if a person performs the duties under these Rules as Secretary of the
Association—to that person; and

(b) in any other case, to the public officer of the Association.

3 Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4 Membership, entry fees and subscription

- (1) Any person, partnership, company or other organisation that is a solvent entity, and engaged in the business of grains or ancillary services is eligible for election to membership of the Association.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—
 - (a) he or she applies for membership in accordance with subrule (3); and
 - (b) the admission as a member is approved by the committee.
- (3) An application of a person for membership of the Association must—
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application. In determining whether to approve or reject an application, the Committee may, at its discretion, circularise the application to all members of the Association for agreement or objection to admission of the applicant. Any objection received shall be referred to the President. If no objection is received within fourteen days from the date of circulating the application, approval will be deemed to have been given by the members and the Committee will approve the application.
- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable—
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in subrule (6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when that member's name is entered in the register of members.
- (9) Every firm, company or other organisation joining the Association shall be entitled to appoint an employee to attend meetings of the Association and vary such appointment from time to time. The appointed employee shall enjoy full rights and entitlements of Association membership, including voting rights on behalf of their employer member. A firm, company or other organisation joining the Association is entitled to appoint more than one employee to attend meetings of the Association, but only one of the said employees attending shall have voting rights.

- (10) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (11) A right, privilege, or obligation of a person by reason of membership of the Association—
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (12) The entrance fee will be determined by the Committee annually by 1 June for the following financial year.
- (13) The annual subscription will be determined by the Committee annually by 1 June for the following financial year. Tax invoices for subscriptions will be issued by 1 July, with payment terms set by the Committee clearly shown on each invoice.
- (14) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules, at which time that member's name will be entered in the register of members pursuant to sub-clause 8.
- (15) Applicants are required in addition to comply with such additional or special criteria as the Association may from time to time prescribe through the adoption of By-Laws.
- (16) Committee shall have the power to elect from time to time Honorary Life Members of the Association.

5 Register of members

- (1) The Secretary must keep and maintain a register of members containing—
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

6 Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in subrule (1)—
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

7 Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- (2) A resolution of the committee under subrule (1) does not take effect unless—
 - (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
- (10) If a member ceases to be a solvent entity, that entity immediately ceases to be a member.

8 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
 - (a) a member and another member; or
 - (b) a member and the Association.
- (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.
- (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.
- (4) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must—

- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) 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.

9 Annual general meetings

- (a) The Annual General Meeting of members shall be held each year in the month of July or August. The Committee may determine the date, time and place for the meeting.
- (b) The business of the Annual General Meeting will consist of the following:-
- to adopt the Annual report
 - to receive the Annual Statement of Accounts
 - to elect members to vacancies on the Committee
 - to deal with any other matter for which appropriate notice has been given in accordance with these Rules.

10 Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) The President may wherever he thinks fit and shall upon a requisition of five members of the Association made in writing and stating the objects for which such meeting is to be called, convene an extraordinary general meeting. Notice of such meeting stating the objects, shall be given seven days previously by circular in accordance with Clause 35, to all members of the Association.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary,

the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12 Notice of general meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent—
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting, unless the Chairperson agrees, and all other matters listed in the notice have been dealt with.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13 Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) one fifth of total membership personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct 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—
 - (i) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and
 - (ii) in any other case—the meeting shall stand adjourned to a date/ time and place set by the chairperson at the time of the adjournment.
- (4) 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 personally present (being not less than 3) shall be a quorum.

14 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the Committee members present must select one of their number to preside as Chairperson.

15 Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16 Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy. Any member may, provided they are financial, vote by proxy at any meeting of members provided the instrument appointing such proxy be lodged with the Secretary previous to such meeting. No person shall be appointed a proxy other than a member of the Association. Every instrument of proxy shall as nearly as circumstances will allow be in the form provided by the Secretary.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17 Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18 Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands—

- (a) a declaration by the Chairperson that a resolution has been—

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the minute book of the Association—
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19 Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be—
 - (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

20 Committee of management

- (1) The affairs of the Association shall be managed by the committee of management, which will comprise three office holders, the President, Vice- President and Treasurer and six ordinary members, totalling nine (excluding the immediate Past President). The immediate Past President becomes an ex officio member of the committee.
- (2) The committee—
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

21 Office holders

- (1) The provisions of rule 23, 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 referred to in Rule 20(1).
- (2) At the Annual General Meeting of the Association one third of the committee for the time being shall retire from office. The Committee Members to retire at the Annual General Meeting are those who have been longest in office since election but as between persons who became Committee Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

A retiring Committee Member is eligible for re-election.

- (3) In the event of a casual vacancy in any office referred to in Rule 20(1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- (4) The Secretary of the Association shall be appointed by the Committee who may dismiss such Secretary and appoint another in their stead, and such Secretary shall perform the duties prescribed for them by the Committee. The duties include, but are not limited to, that of the Public Officer of the Association. The Secretary shall as Public Officer and on behalf of the Association supply all returns and do all acts and things which by the laws or Regulations for the time being in force may be required of the Association or the Public Officer thereof.

22 Ordinary members of the committee: casual vacancy

In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23 Election of officers and ordinary committee members

- (1) Nominations of candidates for election as ordinary members of the committee must be—
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated as an ordinary member of the committee, and prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.
- (7) At the conclusion of the annual general meeting, the Secretary shall convene a Committee Meeting for the purposes of conducting an election of office holders.
- (8) All office holder positions will be declared vacant, and the Secretary will conduct an election for office holders for the following year. The position of President, Vice President and Honourary Treasurer are elected by the members of the committee from their number.
- (9) Following the election of office holders, the Secretary will vacate the chair, and the elected President will preside as chairperson for the remainder of the meeting.

24 Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member—

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing given to the Secretary.

25 Meetings of the committee

- (1) The committee must meet at least 3 times in each year at such place and such times and in such a manner as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.
- (3) Committee meetings may take place using any technology that allows members to clearly and simultaneously communicate with each other participating person.

26 Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 5 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting, unless agreed by the majority present prior to such other business being raised.

27 Quorum for committee meetings

- (1) Any 5 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting shall stand adjourned to a date/ time and place set by the chairperson at the time of the adjournment.
- (4) The committee may act notwithstanding any vacancy on the committee.

28 Presiding at committee meetings

At meetings of the committee—

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

29 Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30 Removal of committee member

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) Should any member of the Committee be absent from three consecutive Committee meetings without leave the Committee may declare the seat vacant.
- (3) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (4) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

31 Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

32 Funds

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines. The Committee shall have power to invest the funds of the Association in Government securities and other secured investments such as Bank Bills and Debentures, such investments to be in accordance with the policies adopted by the Committee from time to time.

1. The Treasurer shall at all times have access to the books and accounts of the Association and at the Annual General Meeting of Members he/she shall cause to be produced a true and fair view of the financial position and performance including balance sheet of the assets and liabilities of the Association for the year ending 30th day of June.
2. All cheques, and any instructions to banks or other financial institutions on any matter relating to the funds of the Association must be authorised and signed by two persons, being-
 - a) Cheque payments to suppliers of goods and services (except secretarial services and expenses) - The Secretary and one Committee person who is a signatory to the relevant account held with the bank or financial institution.
 - b) Cheque payments to the Secretary for secretarial services and the reimbursement of Committee approved expenses of office. – Any two members of the Committee who are signatories to the relevant account held with the bank or financial institution.
 - c) Deposits to the Association's accounts, where only one signature is required – The Secretary.
 - d) All other instructions to banks or other financial institutions – The Secretary and one Committee person who is a signatory to the relevant account held with the bank or financial institution.
 - e) In the absence of the Secretary, pursuant to Sub-Rule 3a, 3c and 3d above, a second Committee Member, who is a designated signatory may sign.
 - f) The Committee may revoke the Secretary's permission to sign documents in sub-rule 3 except those signed as Public Officer, provided that sufficient signatories on Committee exist, or are arranged, to manage the Association's activities and obligations.

33 Responsibility of members

All members shall immediately after election, be bound by the Rules and any subsisting By-Laws, and by any addition to or alteration thereof.

34 Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

35 Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has agreed that the notice may be given to him or her in this manner.

36 Power to acquire property

Whenever it shall be determined by the Committee that is in the interests of the Association to become the owner of or be interested in any property, the Committee shall have full power to frame and adopt such plan as they may deem advisable by which such property shall be held for the use and benefit of those who may from time to time be members of the Association.

Provided however that the Committee shall have no power or authority to put such plan into force or effect unless the same be ratified by a three-fourths majority of the members present personally or by proxy at a Special General Meeting of the Association called for that purpose.

37 Winding up

- (1) In the event of the voluntary winding up of the Association, following a resolution of members to that effect, the surplus assets will be distributed to one or more not for profit Incorporated Associations representing a sector or sectors of the grain industry in Australia. The recipient Association(s) will be chosen by the Committee.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

38 Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

39 Indemnity

The Association shall indemnify every member of the Committee of Management or any other Committee appointed, the Secretary and any other Officer appointed by the Committee of Management, against all costs, losses, damages or expenses including hotel and travelling expenses in respect of functions performed in the normal course of business, either through any covenant, contract or agreement entered into or any act or things done in the discharge of their duties or in and about carrying into effect any object or purpose of the Association or its affairs, and the Committee of Management shall make such payments as are necessary for the purpose of giving effect to such indemnity.

40 Legal Responsibility of Office Holders

No Committee person/Secretary or other Officer of the Association shall be answerable or responsible for any act, receipt, omission, neglect or default of any other persons notwithstanding any receipt or documentation received or act or for any losses or damage whatsoever suffered by the Association, unless same shall have happened through a willful act of dishonesty.

41 Levies

Such levies as the Committee may consider necessary, shall be made from time to time by the Association and shall be a charge on members.

42 Failure to pay fines, subscriptions and levies etc.

All claims for subscription or liabilities of any kind whatsoever due to the Association on the part of its members may after a lapse of three months from the same becoming due be recovered at the discretion of the Committee.

If any member shall not have paid his subscription or levy or any fine imposed upon him or any sum of money for which he is liable to the Association within one month from the time when such subscription, levy, fine or other sum of money becomes payable, the member shall be liable to suspension in the manner described in Rule 7.

With regard to members refusing to carry out a decision of the Committee, and if after expiry of the term of suspension he shall still have failed to pay, he shall be liable to be disqualified in the manner described in Rule 7, provided that the Committee may at its discretion proceed in a manner available under any other Rule.

43 Power to make or alter Rules and By Laws

The members of the Association shall have power to make new Rules and to make By-laws and to alter the same from time to time, but no new Rule or By-Law shall be passed unless concurred in by a majority of at least three-fourths of the members present personally or by proxy at a special General Meeting convened for the purpose

Any member who is not financial will not be entitled to vote at any Meeting, or to take part in any postal voting.

- . Notice of any proposed new Rule or By-Law alteration of or addition to the Rules or By-Laws shall be given in writing to the Secretary at least twenty-one days prior to the Annual General Meeting or Special Meeting at which such proposal is to be dealt with.
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GRAINS INDUSTRY ASSOCIATION OF VICTORIA INC.

SCHEDULE 'A'

The purposes for which the Grain Industry Association of Victoria Incorporated is established are:-

- (a) To promote the consideration and discussion of all questions affecting the trade (which expression in these rules includes the trade of grain merchants grain brokers and all ancillary and allied trades and every branch of any such trade) and generally to watch over and protect the interests of persons engaged in such trades.
- (b) To disseminate among its members information on all matters affecting the trade and to print, publish, issue, or circulate such papers, periodicals, books, circulars and other literary undertakings, as may seem conducive to any of these objects.
- (c) To acquire, lease or provide and maintain a suitable building, room or place for the Association an office in Melbourne, Victoria.
- (d) To inspire confidence and stability in the grain industry.
- (e) To take concerted action in matters affecting the interests of the trades
- (f) To invest and deal with the monies of the Association, in accordance with the Rules and By-Laws of the Association.
- (g) To remove abuses and anomalies of the trade.
- (h) To join or affiliate with any other organisation having objects altogether or in part similar to those of this Association.
- (i) To purchase, take lease, exchange, hire or otherwise acquire any real and personal property, and any rights or privileges necessary or convenient for purpose of the Association.
- (j) To construct, alter, and maintain any buildings required for the purpose of the Association.
- (k) To sell, improve, manage, develop, let, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Association.
- (l) This Association is not to be carried on for the purpose of profit or monetary gain to the individual members thereof, it being established -- among other things -- for the purpose of promoting the development of the agricultural resources of Australia.
- (m) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE GRAIN INDUSTRY ASSOCIATION OF VICTORIA INC.

I, _____ of _____ desire to become a
(name and occupation) (address)

member of the Grain Industry Association of Victoria Incorporated.

I declare that the above applicant is a solvent entity.

In the event of my admission as a member, I agree to be bound by the Rules and By-Laws of the Association for the time being in force.

Signature of Applicant

Date

I, _____, a member of the Grain Industry Association of Victoria Inc.
(name)

nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, _____, a member of the Grain Industry Association of Victoria,
(name)
second the nomination of the applicant, who is personally known to me, for membership of the Association

Signature of Seconder

Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF THE GRAIN INDUSTRY ASSOCIATION OF VICTORIA INC. CONVENED UNDER RULE 7(7)

I,

(name)

of

(address)

being a member of the Grain Industry Association of Victoria Inc.

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of the Incorporated Association, as my proxy to vote on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on---

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:
[insert details of resolution passed under rule 7(1)]

Signed

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,

(*name*)

of

(*address*)

being a member of the Grain Industry Association of Victoria Inc.

appoint

(*name of proxy holder*)

of

(*address of proxy holder*)

being a member of the Incorporated Association, as my proxy to vote on my behalf at the
*annual/*special general meeting of the Association to be held on---

(*date of meeting*)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: [*insert details of resolution*]

Signed

Date

*Delete if not applicable