

# The Constitution of the Organic Federation of Australia Ltd ACN 120 011 583

## **Preface**

The Organic Federation of Australia (OFA) was formed in 1998 as an incorporated association, after widespread industry consultation, to be the national peak body for the Australian organic sector. It was structured as a representative national organic body that included all sections such as horticulture, broadacre agriculture, meat production, wholesalers, exporters, consumers, certifiers, processors, IFOAM, inspectors, education and research.

In 2003, in an effort to increase membership, the Board of the Organic Federation of Australia began a process of contacting industry and government to consider the changes that would be necessary to obtain wider support.

This process resulted in an Organic Industry Roundtable in Sydney on August 16, 2004 that was attended by more than 30 representatives of the major organic organisations and government departments. The roundtable meeting discussed a range of important sector matters.

The most significant outcome of the Organic Industry Roundtable was an agreement for the continued need for a sector united behind a national organisation.

The meeting was unanimous in supporting a national organisation that can act as a conduit to government and deal with numerous industry issues on behalf of the entire organic sector. There was also strong consensus that the membership of the Organic Federation of Australia required change to reflect the needs of a rapidly changing and growing organic industry.

The meeting invited the Chair of Organic Federation of Australia to convene an Industry Working Group (IWG) to propose changes to OFA. The IWG was composed of representatives across the whole value chain and resulted in a completely new constitution.

The new constitution included 5 member councils with elected representatives that included the spectrum of the value chain with producers, traders, consumers, certifiers and the alliance. (The alliance included all the sections of the value chain that were not represented in the other four councils.) A board of 9 directors was not elected but instead was selected from council nominees by a nominations committee. It was agreed that the OFA would change to a not for profit company limited by guarantee. This constitution was voted on by over 100 members representing the whole sector, at a meeting in Sydney in July 29, 2005.

In 2011-2012 the Board of the OFA reviewed this constitution and found that it was too complex to administer effectively. The AGM instructed the newly elected Board to simplify the constitution to make OFA a more efficient organisation that is easier to manage.

This new constitution primarily keeps the parts of the previous constitution that were effective, such as sector representation on the Board of Directors with 9 members and staggered terms to ensure both continuity and new members of the Board of Directors.

In an effort to make the organisation easier to manage, the board of directors will be directly elected **by all members of the company** by postal ballot instead of being appointed from nominated council members. In the previous constitution the AGM elected up to 35 councillors. The Directors were selected by a nominations committee from nominees put forward by the member councils.

The board felt that it is more democratic and participatory to elect members of the Board of Directors by postal ballot rather than by votes on the floor of the AGM. This means that members do not have to travel to the AGM to vote for members of the Board of Directors.

The Board decided to discontinue with the elected Member Councils on the advice of the AGM. These can instead be subcommittees of the board under rule 27, when there is sufficient interest and people to run them. The terms of office for the Board of Directors has been reduced to two years instead of three, as this makes it more appealing for people to nominate and also ensures that elections are held every

year.

## **1. Interpretation**

(1) In the rules of this constitution

**Act** means the Corporations *Act 2001*.

**Present** shall mean

(a) at a Board of Directors meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

(2) A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

(3) In this constitution the following words shall have these meanings unless the contrary intention appears:

**Annex** shall mean a supplementary document that further clarifies the rules and procedures in this Constitution

**Company** shall mean the Organic Federation Australia, a not for profit company limited by guarantee

**Election Cycles** shall mean the period of years for the election of office bearers after the

**OFA** shall mean The Organic Federation of Australia.

**Organic** shall mean production systems and products that comply with the AS 6000 Organic and Biodynamic products, the National Standard for Organic and Biodynamic Produce, and the IFOAM definition of Organic Agriculture and the four IFOAM Principles of Organic Agriculture.

**Register** shall mean the register of Members of the Company.

**Organic Certifier** shall mean an organisation either approved by

DAFF or accredited by the Joint Accreditation Service of Australia and New Zealand (JSANZ) to certify that the producers, products and post-harvest activities are meeting the scope of recognised organic standards.

**Organic Consumer** shall mean a person who actively consumes organic products.

**Organic Processor** shall mean an enterprise that processes organic products.

**Organic Producer** shall mean an agricultural enterprise that produces organic products.

**Organic Trader** shall mean an enterprise that processes and/or trades in organic products.

**Sector** shall include the terms and responsibilities of both the movement and industry components of the term Organic.

**Trust** shall mean the charitable trust subsidiary as described in Annex B

Words importing the singular number shall include the plural number and words importing the masculine gender shall include the feminine gender.

Headings are inserted for convenience and are not to affect the interpretation of the Constitution.

## **2. Name**

The name of the company is The Organic Federation of Australia (***the company***), a not for profit company limited by guarantee.

## **3. Objects**

The objects of the company are:

### **a) Purpose and Function**

The company is to function as the peak industry organisation for the Australian organic sector. Its key role is to supplement, represent, support, and assist all organisations and persons within the industry, and provide a focus and forum for the industry both within Australia and, where appropriate, internationally as well.

### **b) The Mission Statement of the company:**

- Negotiate Organic sector issues with government
- Promote the multiple benefits of Organic systems to the community
- Promote Organic systems to the agricultural industry
- Promote the multiple benefits of Organic produce to consumers and food services industries.

### **c) The Major Aims and Activities of the Company**

**Professional Image:** To develop an effective and cohesive peak industry body that presents strong industry policy and attracts significant resources for research and development, education, extension, promotion and marketing.

**Encouraging Conversion:** To encourage conversion to organic production systems through the provision of sufficient information, education and extension options.

**Facilitation of education and R&D:** To facilitate and conduct the development of education, research and development capacity within the Australian organic industry

**Communication of the benefits:** To develop understanding within the community of the benefits of organic products and organic farming and processing systems in terms of food quality, environmental stewardship and food security.

**Developing Industry Policy:** To foster government support for industry development through united and clear industry policies.

**Enhancing Environmental Sustainability:** To maintain and strengthen the role of organic farming systems within natural resource management and clean food production.

**Domestic and International Focus:** To have a significant role in both domestic and international policy development with the organic organisations of other countries, and acting for the Australian Organic industry on issues such as the labelling on imports and other national and international issues where it is more efficient and effective to have a single focussed representative.

**Provision of Assistance with Grants, and Specific Fee-for-Service Projects:** To provide a specific service to assist industry members in gaining grants from Government, and other funding entities. Subject to resources and funding, the company would provide members with a fee for service capability for specific projects, deemed valuable to its members.

#### **4. Powers**

(1) The company has the powers of an individual.

(2) The company may, for example

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The company may also issue secured and unsecured notes, debentures and debenture stock for the company.

#### **5. Classes of members**

(1) The membership of the company consists of ordinary members who can vote and non- voting associate members.

(2) The number of ordinary members and non-voting associate members is unlimited

(3) Ordinary members must support “organic” as defined in rule 1 (3)

## **6. Automatic membership**

A person who, on the day this constitution comes into force must be admitted by the Board of Directors to the equivalent class of membership of the company as the member held in the previous constitution.

## **7. New membership**

(1) Applications for ordinary membership of the company must be approved by the Board of Directors.

(2) An application for membership must be

(a) in writing; and

(b) signed by the applicant; and

(c) in the form decided by the Board of Directors.

(3) Any person can become non-voting associate member by subscribing to the OFA email newsletter

## **8. Membership fees**

(1) The membership fee for each ordinary membership and for each other class of membership (if any)

(a) is the amount decided by the members from time to time at a general meeting; and

(b) is payable when, and in the way, the Board of Directors decides.

## **9. Admission and rejection of new members**

- (1) The Board of Directors must consider an application for membership at the next committee meeting held after it receives
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application. .
- (2) The Board of Directors must decide at the next meeting whether to accept or reject the application.
- (3) If a majority of the members of the Board of Directors present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (4) The secretary of the company must, as soon as practicable after the Board of Directors decides to accept or reject an application, give the applicant a written notice of the decision.

## **10. When membership ends**

- (1) A member may resign from the company by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at –
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice - the later time.
- (3) The Board of Directors may terminate a members membership if the member –
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or



(d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the company.

(4) Before the Board of Directors terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by the member, the Board of Directors decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **11. Appeal against rejection or termination of membership**

- . (1) A person whose application for membership has been rejected, or whose membership appeal against the decision.
- . (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- . (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

## **12. General meeting to decide appeal**

- . (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- . (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- . (3) Also, the Board of Directors who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

- . (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- . (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

### **13. Register of members**

(1) The Board of Directors must keep a register of members of the company.

(2) The register must include the following particulars for each ordinary member –

(a) the full name of the member;

(b) the postal or residential address of the member;

(c) the date of admission as a member;

(d) the date of death or time of resignation of the member;

(e) details about the termination or reinstatement of membership;

(f) any other particulars the Board of Directors or the members at a general meeting decide.

(3) The email address is sufficient information for the register of non-voting associate members.

(4) The register must be open for inspection by members of the company at all reasonable times.

(5) A member must contact the secretary to arrange an inspection of the register.

(6) However, the Board of Directors may, on the application of a member of the company, withhold information about the member

(other than the members full name) from the register available for inspection if the Board of Directors has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

#### **14. Prohibition on use of information on register of members**

(1) A member of the company must not

- . a) use information obtained from the register of members of the company to contact, or send material to, another member of the company for the purpose of advertising for political, religious, charitable or commercial purposes; or
- . b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the company for the purpose of advertising for political, religious, charitable or commercial purposes.
- . c) Subrule (1) does not apply if the use or disclosure of the information is approved by the company.

#### **15. Appointment of Company secretary**

- . (1) The secretary shall be an individual who is appointed by the Board of Directors.
- . (2) If a vacancy happens in the office of secretary, the members of the Board of Directors must ensure a secretary is appointed or elected for the company within 1 month after the vacancy happens.

#### **16. Removal of Company secretary**

The Board of Directors of the company may at any time remove a person appointed as the secretary.

#### **17. Functions of Company secretary**

- . a) calling meetings of the company, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chair of the company; and
- . b) keeping minutes of each meeting; and
- . c) keeping copies of all correspondence and other documents relating to the company; and
- . d) maintaining the register of members of the company ; and
- . e) reporting to ASIC as required under the Act

## **18. Membership of Board of Directors**

- . (1) The Board of Directors of the company consists of 9 members that the company members elect at a general meeting.
- . (2) The Board of Directors of the company must have 1 elected representative from each of these sectors: Organic Producer, Organic Processor, Organic Trader, Organic Consumer and Organic Certifier.
- . (3) The Board of Directors of the company will elect an executive committee that consists of a Chair, 2 Vice Chairs and a Treasurer from the members of the Board of Directors
- . (4) The functions of the executive committee shall be to manage the ordinary day-today business of the company
- . (5) A member of the Board of Directors, must be a member of the company.
- . (6) The term of office for members of the Board of Directors is two years.
- . (7) At each annual general meeting of the company, half of the members of the Board of Directors must retire from office, but are eligible, on nomination, for re-election.
- . (8) A member of the company may be appointed to a casual

vacancy on the Board of Directors under rule 21.

## 19. Electing the Board of Directors

- . (1) A member of the Board of Directors may only be elected as follows
  - . a) any 2 members of the company may nominate another member (the ***candidate***) to serve as a member of the Board of Directors –
    - i. one of the nominating members must have been a member of the OFA for 12 months;
    - ii. the candidate must have been a member of the OFA for 6 months prior to nominating.
  - . b) the nomination must be -
    - i. in writing accompanied with the candidates CV; and
    - ii. signed by the candidate and the members who nominated him or her; and
    - iii. given to the secretary as per the requirements under rule 19(3);
  - . c) each member of the company eligible to vote may vote for 1 candidate for each vacant position on the Board of Directors;
- . (2) A person may be a candidate only if the person –
  - . a) is an adult; and
  - . b) is not ineligible to be elected as a member under section the Act.
- . (3) Nomination of members of the Board of Directors -
  - . (a) A notice shall be sent to Members on or before 1st July

each year inviting nominations of candidates for election to the Board of Directors.

- . (b) Nominees will indicate the sector category that they are nominating for.
- . (c) Nominations must be lodged at the registered office of the Company on or before 5:00pm on 15th August or such other date and time fixed by the notice.
- . (d) Where the number of nominations equals or is less than the number of vacant positions to be filled, the candidate will be deemed elected.
- . (e) Where the number of nominations exceeds the number of vacant positions to be filled by sector, the Company will appoint a returning officer and conduct a ballot of financial members

. (4) Ballot Papers-

- . (a) A ballot paper shall be prepared setting out the names of all candidates nominated as Directors.
- . (b) The order of candidates' names on ballot papers be determined by lot with the first name withdrawn being the first name on the ballot paper and so on.
- . (c) The Returning Officer appointed by the Company must endorse the ballot paper sent to each Member at least twenty one (21) days before the close of the ballot as specified on the ballot paper.

. (5) Marking and Returning Ballot Papers-

- . (a) Ballot papers shall be marked by placing a cross against as many names of the candidates for Directors as there are Directors to be elected according to the sector representation of the Company (and no more).

- . (b) Crosses shall constitute formal votes for the candidates crossed;
- . (c) Ballot papers must be returned to the registered office of the Company on or before the date and time stated on the ballot paper.
- . (6) Scrutineers-
  - . (a) Each candidate may appoint one scrutineer to attend the counting of votes.

## **20. Resignation, removal or vacation of office of a Director of the Board**

- . (1) A member of the Board of Directors may resign from the committee by giving written notice of resignation to the secretary.
- . (2) The resignation takes effect at
  - . (a) the time the notice is received by the secretary; or
  - . (b) if a later time is stated in the notice the later time.
- . (3) A Director may be removed from office at a general meeting of the company if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- . (4) A member may be removed from office if all of the other members of the Board of Directors vote to remove the member.
- . (5) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- . (6) A member has no right of rule.
- . (7) A member immediately vacates the office of Director in the circumstances mentioned.

## **21. Vacancies on Board of Directors**

- . (1) If a casual vacancy happens on the Board of Directors, the continuing members of the committee may appoint another member of the company to fill the vacancy until the next annual general meeting.
- . (2) The continuing members of the Board of Directors may act despite a casual vacancy on the Board of Directors.
- . (3) The Board of Directors may appoint extra members where extra expertise is needed on the Board examples could be people with specialist legal or financial expertise.
- . (4) However, if the number of Directors is less than the number fixed under rule 24(1) as a quorum of the Board of Directors, the continuing members may act only to –
  - . (a) increase the number of Board of Directors members to the number required for a quorum; or
  - . (b) call a general meeting of the company.

## **22. Functions of Board of Directors**

- (1) Subject to these rules or a resolution of the members of the company carried at a general meeting, the Board of Directors has the general control and management of the administration of the affairs, property and funds of the company.
- (2) The Board of Directors has authority to interpret the meaning of these rules and any matter relating to the company on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note* – The Act prevails if the company's rules are inconsistent with the Act

- (3) The Board of Directors may exercise the powers of the company



- . (a) to borrow, raise or secure the payment of amounts in a way the members of the company decide; and
- . (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the company in any way, including by the issue of debentures (perpetual or and future; and
- . (c) to purchase, redeem or pay off any securities issued; and
- . (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- . (e) to mortgage or charge the whole or part of its property; and
- . (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the company; and
- . (g) to provide and pay off any securities issued; and
- . (h) to invest in a way the members of the company may from time to time decide.

(4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -

- . (a) the financial institution for the company; or
- . (b) if there is more than 1 financial institution for the company the financial institution nominated by the Board of Directors.

## **23. Meetings of Board of Directors**

- . (1) Subject to this rule, the Board of Directors may meet and conduct its proceedings as it considers appropriate.
- . (2) The Board of Directors must meet at least once every 4 months to exercise its functions.

- . (3) The Board of Directors must decide how a meeting is to be called.
- . (4) Notice of a meeting is to be given in the way decided by the Board of Directors.
- . (5) The Board of Directors may hold meetings, or permit a Director to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- . (6) A Director who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- . (7) A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the question is decided in the negative.
- . (8) A member of the Board of Directors must not vote on a question about a contract or proposed contract with the company if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- . (9) The Chair is to preside as chairperson at a Board of Directors meeting.
- . (10) If there is no Chair or if the Chair is not present within 10 minutes after the time fixed for a Board of Directors meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## **24. Quorum for, and adjournment of, Board of Directors Meeting**

- (1) At a Board of Directors meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within 30 minutes after the time fixed for a Board of Directors meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a Board of Directors meeting called other than on the request of the members of the committee

- . (a) the meeting is to be adjourned for at least 1 day; and
- . (b) the members of the Board of Directors who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **25. Special meeting of Board of Directors**

- . (1) If the secretary receives a written request signed by at least 33% of the members of the Board of Directors, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- . (2) If the secretary is unable or unwilling to call the special meeting, the Chair must call the meeting.
- . (3) A request for a special meeting must state
  - . (a) why the special meeting is called; and
  - . (b) the business to be conducted at the meeting.
- . (4) A notice of a special meeting must state
  - . (a) the day, time and place of the meeting; and
  - . (b) the business to be conducted at the meeting.

- . (5) A special meeting of the Board of Directors must be held within 14 days after notice of the meeting is given to the members of the Board of Directors.

## **26. Minutes of Board of Directors meetings**

- . (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board of Directors meeting are entered in a minute book.
- . (2) To ensure the accuracy of the minutes, the minutes of each Board of Directors meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board of Directors meeting, verifying their accuracy.

## **27. Appointment of subcommittees**

- . (1) The Board of Directors may appoint a subcommittee consisting of members of the company considered appropriate by the committee to help with the conduct of the
- . (2) A member of the subcommittee who is not a member of the Board of Director is not entitled to vote at a Board of Directors meeting.
- . (3) A subcommittee may elect a chairperson of its meetings.
- . (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- . (5) A subcommittee may meet and adjourn as it considers appropriate.
- . (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **28. Acts not affected by defects or disqualifications**

- . (1) An act performed by the Board of Directors, a subcommittee or a person acting as a member of the Board of Directors is taken to have been validly performed.
- . (2) Subrule (1) applies even if the act was performed when
  - . (a) there was a defect in the appointment of a member of the Board of Directors, subcommittee or person acting as a member of the Board of Directors; or
  - . (b) a Board of Directors member, subcommittee member or person acting as a member of the Board of Directors was disqualified from being a member.

## **29. Resolutions of Board of Directors without meeting**

- . (1) A written resolution signed by each member of the Board of Directors is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- . (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the Board.

## **30. First annual general meeting**

The first annual general meeting must be held within 6 months after the end date of the company's first reportable financial year.

## **31. Subsequent annual general meetings**

Each subsequent annual general meeting must be held

- . (a) at least once each year; and
- . (b) within 6 months after the end date of the company's reportable financial year.

## **32. Annual general meeting of Members**

- . (1) There shall be one general meeting each year, which shall be

known as the annual general meeting of the Company. The annual general meetings are to be held in accordance with the Corporations Law.

- . (2) The Members at the annual general meeting shall, among other things, receive consider the annual financial report and the auditors report of the Company in accordance with the provisions of the Corporations Law.

### **33. Notice of general meeting**

- (1) The secretary may call a general meeting of the company.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the company.
- (3) If the secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
- (4) The Board of Directors may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing
  - (a) a meeting called to hear and decide the appeal of a person against the Board of Director's decision
    - (i) to reject the person's application for membership of the company; or
    - (ii) to terminate the person's membership of the company;
  - (b) a meeting called to hear and decide a proposed special resolution of the company.
- . (6) A notice of a general meeting must state the business to be conducted at the meeting.

### **34. Quorum for, and adjournment of, general meeting**

- . (1) The quorum for a general meeting is at least the number of

members elected or appointed to the Board of Directors at the close of the company's last general meeting plus 1.

- . (2) However, if all members of the company are members of the Board of Directors, the quorum is the total number of members less 1.
- . (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- . (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board of Directors or the company -
  - . (a) the meeting is to be adjourned; and
  - . (b) the chairperson of the meeting can restart the adjourned meeting with the number of members present as the quorum.
- . (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board of Directors or the company
  - . (a) the meeting is to be adjourned for at least 7 days; and
  - . (b) the Board of Directors are to decide the day, time and place of the adjourned meeting.
- . (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- . (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- . (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned

meeting unless a meeting is adjourned for at least 30 days.

- . (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **35. Procedure at general meeting**

- . (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- . (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- . (3) At each general meeting
  - . (a) the Chair is to preside as chairperson; and
  - . (b) if there is no Chair or if the Chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - . (c) the chairperson must conduct the meeting in a proper and orderly way.

### **36. Voting at general meeting**

- . (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- . (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- . (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the



meeting.

- . (4) The method of voting is to be decided by the Board of Directors.
- . (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- . (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- . (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **37. Special general meeting**

(1) The secretary must call a special general meeting by giving each member of the company notice of the meeting within 14 days after

- . (a) being directed to call the meeting by the Board of Directors; or
  - . (b) being given a written request signed by
    - . (i) at least 33% of the number of members of the Board of Directors when the request is signed; or
    - . (ii) at least the number of ordinary members of the company equal to double the number of members of the company on the Board of Directors when the request is signed plus 1; or
  - . (c) being given a written notice of an intention to appeal against the decision of the Board of Directors
    - . (i) to reject an application for membership; or
    - . (ii) to terminate a person's membership.
- . (2) A request mentioned in subrule (1)(b) must state

- . (a) why the special general meeting is being called; and
- . (b) the business to be conducted at the meeting.
- . (3) A special general meeting must be held within 3 months after the secretary
  - . (a) is directed to call the meeting by the Board of Directors; or
  - . (b) is given the written request mentioned in subrule (1)(b); or
  - . (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- . (4) If the secretary is unable or unwilling to call the special meeting, the Chair must call the meeting.

### **38. Proxies**

(1) An instrument appointing a proxy must be in writing and be in the following or similar form -

[Name of company]:

I, of a member of the company, appoint

, being as my proxy to vote for me on my behalf at the (annual) general meeting of the company, to be held on the \_\_\_\_\_ day of 20

and at any adjournment of the meeting.

Signed this day of \_\_\_\_\_ 20 .

Signature

- . (2) The instrument appointing a proxy must
  - . (a) if the appointor is an individual be signed by the appointor or the appointor's attorney properly authorised in writing;

or

- . (b) if the appointor is a corporation
  - . (i) be under seal; or
  - . (ii) be signed by a properly authorised officer or attorney of the corporation.
- . (3) A proxy may be a member of the company or another person.
- . (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- . (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- . (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- . (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form

[Name of company]: I, of a member of the company, appoint

, being

of

of as my proxy to vote for me on my behalf at the (annual) general meeting of the company, to be held on the day of 20

and at any adjournment of the meeting.

Signed this day of 20 .

Signature

This form is to be used \*in favour of/\*against [strike out whichever is not wanted] the following resolutions [List relevant resolutions]

### **39. Minutes of general meetings**

- . (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- . (2) To ensure the accuracy of the minutes
  - . (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - . (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the company that is a general meeting or annual general meeting, verifying their accuracy.
- . (3) If asked by a member of the company, the secretary must, within 28 days after the request is made
  - . (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - . (b) give the member copies of the minutes of the meeting.
- . (4) The company may require the member to pay the reasonable costs of providing copies of the minutes.

### **40. By-laws**

- . (1) The Board of Directors may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the company.
- . (2) A by-law may be set aside by a vote of members at a general meeting of the company.

### **41. Alteration of rules**

- . (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- . (2) However an amendment, repeal or addition is valid only if it is registered by the secretary.

## **42. Common seal**

- . (1) The Board of Directors must ensure the company has a common seal.
- . (2) The common seal must be
  - . (a) kept securely by the Board of Directors; and
  - . (b) used only under the authority of the Board of Directors.
- . (3) Each instrument to which the seal is attached must be signed by a member of the Board of Directors and countersigned by
  - . (a) the secretary; or
  - . (b) another member of the Board of Directors; or
  - . (c) someone authorised by the Board of Directors.

## **43. Funds and accounts**

- . (1) The funds of the company must be kept in an account in the name of the company in a financial institution decided by the Board of Directors.
- . (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the company.
- . (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- . (4) A payment by the company of \$100 or more must be made by cheque or electronic funds transfer.

- . (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following
  - . (a) the Chair ;
  - . (b) the secretary;
  - . (c) the treasurer;
  - . (d) any 1 of 3 other members of the company who have been authorised by the Board of Directors to sign cheques issued by the company.
- . (6) However, 1 of the persons who signs the cheque must be the Chair, the secretary or the treasurer.
- . (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- . (8) A petty cash account must be kept on the imprest system, and the Board of Directors must decide the amount of petty cash to be kept in the account.
- . (9) All expenditure must be approved or ratified at a Board of Directors meeting.

#### **44. General financial matters**

- . (1) On behalf of the Board of Directors, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- . (2) The income and property of the company must be used solely in promoting the company's objects and exercising the company's powers.

#### **45. Documents**

The Board of Directors must ensure the safe custody of books, documents, instruments of title and securities of the company.

## **46. Financial year**

The end date of the company's financial year is June 30 in each year.

## **47. Conflicts and Disputes**

Where there are conflicts and disputes, the decision of the Board of Directors will be the correct meaning or procedure and will be final.

## **48. Distribution of surplus assets to another entity**

- . (1) This rule applies if the company
  - . (a) is wound-up under the Act; and
  - . (b) has surplus assets.
- . (2) The surplus assets must not be distributed among the members of the company.
- . (3) The surplus assets must be given to another entity
  - . (a) having objects similar to the company's objects; and
  - . (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

## **49. Transition Arrangements**

The Transition Arrangements as described in Annex A will be the transition procedures endorsed in this Constitution.

# **Annex A The Proposed Transition Arrangements**

## **Initial Terms for the First Board of Directors**

The initial Board of Directors will be elected prior to the first general meeting under the new constitution as per rule 19 however the dates of the nomination process and the postal ballot will be determined by the current board of the OFA so that they will fit in with the date of the first general meeting.

ensure that there is an election process, which only requires a part of the Board to stand at any one election.

The terms will be decided by a random drawing of names out of a hat and supervised by the returning officers appointed by the Chair at the first general meeting. The first 5 names drawn out will have the two (2) year terms. The remaining 4 names will have one year terms and will be entitled to stand for re-election at the following AGM.

All subsequent elections will be for a term of two years which ensures that approximately 50% of the Board comes up for election on each occasion there is an election.

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## **Annex B The Charitable Trust**

### **The purpose of the Charitable Trust**

The purpose of the Charitable Trust is to generate funds for research into organic systems.

These may come from:

- tax-deductible donations from charitable and philanthropic sources
- green/environmental sources
- people leaving money in their wills
- some modest, unconditional funding from the OFA decide on the funding of appropriate research projects.

### **The Subsidiary Trustee Board for the Charitable Trust**

The Trust shall have a separate Constitution, which is consistent with trust law and also consistent with the OFA Constitution. There will be no common Directors between the OFA and the Trust

#### **Board and the Trustee Board.**

There shall be five Trustees appointed to the Trust, including the Chair.

The Trustees shall be nominated by the OFA Board of Directors.

The Trustee Board shall nominate its own Chair

The terms of service for the Trustees shall be at the discretion of the OFA Board of Directors.