

Rules

of the

Clarence Canegrowers

Association Inc.

239 River Street
Maclean NSW 2463

THE RULES

Preliminary

1. DEFINITION

“Annual General Meeting” means the annual general meeting of the Members.

“Association” means the Clarence Cane Growers Association Inc.

“Authorised Representative” means the validly appointed representative of a Member

“Board” means the Committee of the Association from time to time.

“Branch” means the Clarence branch affiliated with the New South Wales Cane Growers Association (“NSWCGA”)

“Branch Chair” means the Chair of a Branch.

“Branch Committee” means the representative body of the Branch referred to under Clause 11.

“Branch Delegate” means a delegate entitled to represent the Branch

“Business Day” means a day except a Saturday, Sunday or public holiday in the state or territory in which the Association is taken to be registered for the purposes of the Corporations Act.

“Code of Conduct” means the Association’s code of conduct which governs Members’ conduct, as determined by the Board from time to time.

“Committee” means any committee or subcommittee of the Board, Executive Council or the Association, including, any committee, advisory committee, section committee, subcommittee or group of Members contemplated by or authorised under the Rules or the law.

“General Meeting” means any general meeting of the Members whether a Special General Meeting or an Annual General Meeting.

“Governance” means the action, manner or system of governing.

“Governance Policies” means actions, rules, practices and processes for the direction and control of the Association to be determined by the Board from time to time.

“Grower” means a person who is a member, who grows sugar cane for delivery or supply to a Mill.

“Legal Costs” of a person means legal costs incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body

or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

“Member” means a person whose name is entered in the Register as a member of the Association.

“Mill” means a mill or sugar cane processing factory in the district proximate to the areas at which sugar cane may be farmed or grown by a Grower .

“Notice” means a notice given pursuant to, or for the purposes of, these Rules or the Corporations Act.

“Office” means the registered office from time to time of the Association;

“Ordinary Year” means a financial year of the Association not affected by a natural disaster for the whole or part of that financial year.

“Personal Representative” means the legal personal representative, executor or administrator of the estate of a deceased person.

“President” means the president of the Association.

“Proprietary Member” means a Full Producer Member that is a corporate entity or partnership.

“Register” means the register of Members kept under the Corporations Act and, where appropriate, includes any branch register.

“Registered address” means the address of a Member specified in the Register or any other address of which the Member notifies the Association as a place at which the Member will accept service of notices.

“Replacement Rules” means all or any of the replacement rules contained in the Law from time to time and includes any replacement rule that was or may become, a provision of the Law;

“Returning Officer” means a staff member of the Association overseeing the election of the Executive Council and the Board.

“Rules” means the Association’s Rules as amended from time to time.

“Treasurer” means the treasurer of the Association.

“Vice President” means the vice-president of the Association.

2. INTERPRETATION

- (a) Words and phrases which are given a special meaning by the Law have the same meaning in these rules, unless the contrary intention appears;
- (b) Words in the singular include the plural and vice versa;

- (c) Words importing a gender include all other genders;
- (d) A reference to the Law or any other statute or regulations is to be read as though the words 'as modified or substituted from time to time' were added to the reference;
- (e) the heading and side notes do not affect the construction of these rules.
- (f) An expression used in a particular Part, Division, Schedule or regulation of the Law that is given by that Part, Division or Schedule or regulation a special meaning for the purpose of that Part, Division, Schedule or regulation has, in any of these rules that deals with a matter dealt with by that Part, Division, Schedule or regulation, unless the contrary intention appears, the same meaning as in that Part, Division, Schedule or regulation.

3. NAME

The name of the Association shall be Clarence Cane Growers' Association Inc. (referred to in these Rules as "The Association").

4. OBJECTS

The objects of the Association shall be:

- a) To protect, further and foster the interests of sugar cane growers in the Clarence District;
- b) To promote combined action on the part of its members for the protection and advancement of the New South Wales sugar industry;
- c) To affiliate as the Clarence Branch with the New South Wales Cane Growers' Association and/or such other organisation or Association as may be decided at a general meeting from time to time;
- d) To act as intermediary between members and the New South Wales Sugar Milling Co-operative Ltd (NSWSMC), Sunshine Sugar and any other corporation or organisation with whom members routinely deal with in their sugar business and any Trade Union or its representatives.
- e) To help remedy Member's genuine grievances and to improve the position of Members;
- f) To help Members achieve a fair return on their investments;
- g) To help the development and use of technological innovation in the sugar industry;

- h) To approach governments about promoting or amending legislation concerning the sugar industry;
- i) To investigate and manage sugar industry problems;
- j) To collect and keep information of value to the sugar industry;
- k) To provide legal advice and assistance to Members about any matter of importance to the sugar industry;
- l) To develop, maintain and promote positive public relations in respect of the sugar industry through traditional and social media;
- m) All and any such other functions as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association as the Board may determine from time to time.

5. MEMBERSHIP

- a) Membership is open to all individuals who supply sugar cane to the Harwood Mill and who accept the objects and Rules of the Association. Membership of the Association automatically qualifies for membership of the New South Wales Cane Growers' Association (NSWCGA).
- b) All members shall pay an annual levy which shall include the levy payable to the NSW Cane Growers' Association and such levy shall be determined annually by the Committee.
- c) A register of members shall be kept by the Association showing the name, address, telephone number, email address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- d) A member other than a natural person must appoint an individual as its authorised representative. A Member may not appoint more than one authorised representative at any time.
- e) An authorised representative may be appointed only by giving the appointee a signed certificate ("Representative Authority") stating the appointee is the Members authorised representative. The Representative Authority must be signed as follows:-
 - i. If the appointer is a corporation – by an officer of the corporation;
 - ii. If the appointer is an estate – by each personal representative of the estate;

- iii. If the appointer is a partnership – by each partner;
 - iv. If the appointer is a trust - by each trustee of the trust.
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- f) Membership of a member will be recognised when exercised by the Legal Personal Representative of a Member under a validly appointed Power of Attorney;
 - g) Membership shall cease upon death, resignation, expulsion, or deregistration being a body corporate, or failure to pay outstanding levies within the financial year.
 - h) A member may resign from membership by giving written notice to the Secretary.
 - i) The rights of a Member are not transferable whether by operation of law or otherwise.
 - j) Levies shall fall due on the first day of each financial year of the Association and will be deducted by the NSWSMC from cane delivery payments as they occur during the crushing season of that financial year. The financial year of the Association shall run from the 1st March of the current year to the last day in February of the following year or such period as is determined by the Committee.
 - k) A member who ceases to be a Member but at the time of ceasing membership is still a Grower, remains liable for all membership fees, levies and other monies payable for the remainder of the sugar cane crushing season in which the cessation of membership takes place.

6. DISCIPLINING OF MEMBERS

The procedure for disciplining members shall be determined by the Committee.

A member may be expelled by a resolution of the Board in any of the following circumstances;

- a) Where the Member is a Grower and that member ceases to be a Grower;
- b) The Member ceases to satisfy the eligibility requirements of Membership;
- c) Membership fees, levies and other monies payable are outstanding more than 60 days;
- d) The Member acts detrimentally to the interests of the Association;
- e) The Member brings the Association into disrepute;
- f) In the opinion of the Board, the Member's conduct or actions have caused, or are likely to cause, harm or damage to the Association's reputation or goodwill, or impede or interfere with the attainment of the objects or performance of the functions of the Association.
- g) The Member engages in persistent and/or vexatious litigation against the Association.

7. NOTICE OF INTENTION TO EXPEL

The Board must not expel a Member unless;

- a) It gives written notice to a Member stating the Board's intention to expel the Member and specifying reasons. The notice must state the Member has 28 days after receiving the notice to show cause orally or in writing why the Member should not be expelled;
- b) The Member either fails to show cause in writing with the 28 days or does show cause as required, and the Board after considering the information submitted by the Member, is satisfied that the Member should be expelled from the Association; and
- c) Any member who wishes to appeal against a decision expelling them from membership (or otherwise disciplining them) may do so at the next general meeting of the Association.

8. ENFORCEMENT

These Rules are governed by the law in force in New South Wales at any time and from time to time. All parties irrevocably submit to the non-exclusive jurisdiction of the courts of that state and the courts of Appeal therefrom with respect to any proceedings that may be brought at any time relating to these Rules

If at any time any Rule of this Association is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, then that does not affect or impair:

- a) The legality, validity or enforceability in that jurisdiction of any provision of these Rules; or
- b) The legality, validity or enforceability under the law or any other jurisdiction or that or any other provision of these Rules.

9. MEMBER'S LIABILITY

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

10. DISPUTE RESOLUTION

- a) If a dispute arises, before any proceeding is commenced, the party claiming that a dispute has arisen must give 14 days notice to the other, setting out the dispute and seeking discussion and compromise to resolve the dispute.

- b) If after 14 days the dispute is not resolved then it must be referred to mediation on the same terms as those ordered by the Supreme Court of New South Wales and the costs of the mediation shall be borne by the parties equally.
- c) Nothing in this clause will prevent either party from seeking urgent interlocutory relief (legal action).

11. MANAGEMENT – BY COMMITTEE

- a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the Committee (to be known generally as the Clarence Sugar Executive).
- b) The office bearers shall consist of a President and Vice President. There shall be up to seven other members of the Committee.
- c) The Committee shall be elected, and the membership thereof shall be ratified at the annual general meeting in accordance with the following provisions:
 - i. The assigned Sugar Cane growing area of the Clarence District shall be deemed to be divided into three geographical areas known as groups one, two and three. Group one will take in Ashby, Warregah, Chatsworth, Harwood, Goodwood, Mororo and Tabbimobile areas. Group two will take in the Palmers Island, Palmers Channel, Yamba Road and Taloumbi areas. Group three will take in Tyndale, Woodford and Lawrence areas through to Grafton.

Delegates to the Executive of the Association will be appointed as follows:

Group one – 3 delegates, Group two – 2 delegates, and Group three – 4 delegates.

- ii. No person shall be eligible for appointment to the Committee unless that person is a financial member of the Association.
- iii. Nominations for election shall be called for at the end of February and will require the signatures of three nominators who shall be members of the Association and the written consent of the nominee. Nominations will be closed at the end of March. In the event, that there are more nominations than required for each group, a postal ballot within the relevant group will be conducted to determine the successful nominees. Ballot papers for the poll shall be distributed to members as soon as practicable. Group members may vote for the required number for delegates. The poll shall be completed not later than the 30th April. In the event of a group not being able to supply all its complement of delegates, nominations to fill the vacant positions will be called over the whole of the river following completion of the first ballot and all members of the Association will participate in a postal vote. All ballots will be conducted by the Association.

- iv. In voting for appointment of delegates to become members of the Committee as referred to in Rule 6(c)(i) all sugar cane growers being financial members of the Association and supplying not less than 200 tonnes of cane to the Harwood Mill over a two year period shall be entitled to vote provided that each person shall only be entitled to vote once, and no grower shall be permitted to be a member of or vote in more than one group. Members having cane assignment in more than one group will need to nominate the group they wish to vote in, in writing. Applications to change groups will be submitted in writing and considered by the Executive.
- v. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee. A position so filled will become vacant at the first election after appointment.
- d) Each member of the Committee shall hold office from the date of his or her appointment for a period of two years and subject to compliance with the provisions contained herein for qualification nomination and election as committee members retiring committee members are eligible for re-election. At the first annual general meeting following adoption of the new rules four of the delegates will retire. One from Group 1, one from Group 2, and two from Group 3. Delegates to retire will be determined by draw. At the Annual General Meeting in each subsequent year the delegates shall retire in rotation of five and four.
- e) The Committee shall meet as often as shall be deemed necessary by the President and Secretary to conduct the business of the Association and notice shall be given to Committee members of any such meeting by such means as shall be determined by the Committee from time to time. Committee members shall be entitled to payment of an allowance and such allowance shall be determined annually by members present at the Annual General Meeting.
- f) The Committee shall, at its first meeting following each Annual General Meeting, appoint a President and Vice-President. The President and Vice-President shall be members of the Committee.
- g) The Committee may meet in person or by telephone or audio visual link as consented to by all Committee members, subject to the right of a Committee member to withdraw consent within a reasonable time before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or audio visual link is deemed to be held at the place agreed upon by the Committee members attending the meeting, provided that at least one member present at the meeting is at that place for the duration of the meeting.
- h) The quorum for meetings of the Committee shall be five or one half of the number of committee members elected at the Annual General Meeting.

No business shall be transacted by the Committee unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place as determined by the President and Secretary.

- i) A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three consecutive meetings without approval of the meeting.
- j) The Committee may function validly providing its number is not reduced below the quorum.
- k) Questions arising at any meeting shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- l) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- m) The Committee at its first meeting after each Annual General Meeting and subject to the proviso hereinafter contained will determine who are to be its representatives on the New South Wales Cane Growers Association (NSWCGA). The President and Vice President are automatically elected by way of office with two further delegates, or the numbers as determined by the NSWCGA, to be determined by written ballot. Any member of the Committee who is an officer of the said NSWCGA shall automatically be one of the representatives thereon.
- n) The Committee shall, as one of its functions, represent the Association and its members in respect of the harvesting of sugar cane grown by the members and shall engage in the management and control of such harvesting in conjunction with the New South Wales Sugar Milling Co-operative Ltd and such other body or bodies as shall be responsible for or involved in the harvesting of sugar cane in the Clarence District. The Committee is empowered to adopt such by-laws or regulations as it may deem necessary for the purpose of the management and control of cane harvesting PROVIDED THAT any by-law or regulation of the Association made by the Committee may be disallowed by the Association in general meeting PROVIDED FURTHER that no resolution or by-law or regulation made by the Association in general meeting shall invalidate any prior Act of the Committee which would have been valid if that regulation had not been passed or made.

12. GENERAL MEETINGS

- a) An annual general meeting of the Association shall be held each year within four months from the end of the financial year of the Association.
- b) The Committee may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the Committee within three (3) months of receiving a written request to do so from at least 25 members of the Association.

At least 7 days' notice of all general meetings shall be given to members and in any case of general meetings where a special resolution is to be proposed not less than 21 days' notice of such meeting shall be given, and such notice shall include particulars of the proposed resolution or resolutions together with the proposed special resolution or resolutions. Notice of general meetings shall be given by forwarding individual meeting notices to each assignment holder by post or electronic transmission to an address specified by the assignment holder.

- c) Proposed motions for the business paper of annual meetings must be in the hands of the Secretary at least twenty-eight (28) days before such meeting, and in the case of other general meetings where no special resolution is to be proposed, proposed motions for the business paper must be in the hands of the Secretary at least fourteen (14) days before such meeting.
- d) No business other than that specified in the notice concerning such meeting shall be transacted at the meeting PROVIDED HOWEVER that motions of which the requisite notice has not been given other than special resolutions may be discussed, with the consent of the meeting as determined by simple vote by those present entitled to vote, after all other motions on the agenda have been disposed of. In the case of the annual general meeting the following business shall be transacted whether specified or not:
 - i. Confirmation of the minutes of the last annual general meeting and any recent special meeting;
 - ii. Receipt of the Committee's report upon the activities of the Association in the last financial year
 - iii. Election of members of the Committee
 - iv. Receipt and consideration of the statement which is required to be submitted to members by Section 26 (6) of the Associations Incorporation Act 1984.
- e) The quorum for the annual general meeting shall be 15 members present in person and the quorum for general meetings other than the annual general meeting shall be 15 members present in person.

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 following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting a 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 8) shall constitute a quorum.

- f) Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarters majority is required.
- g) All votes shall be given personally and there shall be no voting by proxy.
- h) In the case of an equality of votes the person appointed to chair the annual meeting shall have a second or casting vote.
- i) Parliamentary rules of debate shall apply to the conduct of all meetings provided that the mover of a motion shall not be entitled to speak for more than ten minutes, and the seconder and other speakers not more than seven minutes, without the consent of the meeting. The mover of a motion shall be entitled to speak in reply to other speakers for not more than five minutes.

13. OFFICE BEARERS

- a) The President or, in the President's absence, the Vice-President, shall act as chairperson at each general meeting and Committee meeting of the Association.
- b) If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c) The Secretary shall keep records of the business of the Association including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.
- d) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheque signed by 2 signatories authorised by the Committee or

by electronic processes. Major or unusual expenditures shall be authorised in advance by the Committee or a general meeting.

- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

14. SPECIAL RESOLUTIONS

- a) A special resolution must be passed by a general meeting of the Association to effect the following changes:
 - i. A change of the Association's name;
 - ii. A change of the Association's rules;
 - iii. A change of the Association's objects;
 - iv. An amalgamation with another incorporated Association;
 - v. To voluntarily wind up the Association and distribute its property;
 - vi. To apply for registration as a Company.
- b) A special resolution shall be passed in the following manner:
 - i. A notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - ii. The notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - iii. A quorum must be present at the meeting;
 - iv. At least three quarters of those present in person must vote in favour of the resolution;
 - v. In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

15. PUBLIC OFFICER

- a) The Committee shall ensure that a person is appointed as Public Officer.
- b) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- c) The Public Officer shall be deemed to have vacated his position in the following circumstances:
 - i. Death;
 - ii. Resignation;
 - iii. Removal by the Committee or at general meeting;
 - iv. Bankruptcy or financial insolvency;
 - v. Mental illness;
 - vi. Residency outside New South Wales.
- d) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- e) The Public Officer may be an office bearer, Committee member, or any other person regarded as suitable for the position by the Committee.

16. MISCELLANEOUS

- a) The Association shall effect and maintain insurance required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from the levies of members, donations, grants and such other sources approved by the Association. All monies received shall be applied in furthering all or any of the objects of the Association, and no portion of such monies shall be paid to any member of the Association provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, not being a member of a local authority, in return for

any services actually rendered to the Association nor prevent the payment of interest on money borrowed from a member of the Association for any purposes of the Association.

- c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of 2 members of the Committee.
- d) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with Section 53 of the Associations Incorporation Act 1984.

17. AUDIT

The Auditor shall remain in office until such time as either a resignation is tendered, or the position is declared vacant by the Committee. The Committee shall appoint a replacement Auditor.

At least once in every year accounts of the Association (other than the Trust Account conducted by the Association) shall be audited by one or more properly qualified Auditors.

18. SUB-COMMITTEES

The Association or Committee may appoint sub-committees as they shall think fit from time to time and the constitution of membership of such sub-committees shall be determined at the time of formation thereof. The Association or Committee may delegate any of their powers other than those relating to financial responsibility to such sub-committee or sub-committees. The members of such sub-committees shall be appointed for a period of one year or for a lesser period as the Committee may determine.

19. PRIVACY POLICY

The Association recognises the importance of the Australian Privacy Principles (“APPs”) and the protection of the privacy of all personal information of individuals which it collects, holds and uses in the course of its activities.

The Privacy Policy of the Association is available for download from the Clarence Cane Growers Association website and in hard copy by request.

20. INSPECTION OF THE REGISTER OF MEMBERS

The Board may at its sole discretion determine whether and to what extent and at what time and place and under what conditions the Register of Members and other documents of the Association or any of them will be open to the inspection of Members other than the Board.