

CONSTITUTION

For

**Queensland Agricultural
Merchants' Inc.**

2006



**Queensland
Agricultural
Merchants Inc**

Formerly QPSGMA Incorporated Founded in 1955

Constitution for
Queensland Agricultural Merchant's Inc

Mission Statement

To promote harmony, respect, good relations and ethical trading in the Trade with the object of safeguarding the interests of persons and firms engaged in the Produce, Seed and Grain sectors of the agricultural industry, and Associated sectors, where applicable.

Adopted with amendments

By

Queensland Agricultural Merchants' Inc

PO Box 7394

TOOWOOMBA MC 4352

Phone: 07 46964561 Facsimile 07 46964516

CONTENTS

Part 1 – PRELIMINARY

1.	Interpretation.....	Page 6
1.1	Definition.....	Page 6
1.2	Construction.....	Page 6
2.	Name.....	Page 6

Part 2 – OBJECTS AND POWERS

1.	The Association.....	Page 7
2.	Objectives.....	Page 7
3.	Powers.....	Page 7

Part 3 – MEMBERSHIP

4.	Classes of Members.....	Page 10
5.	Application for Membership.....	Page 11
6.	Membership Fees.....	Page 11
7.	Admission and Rejection of Members.....	Page 12
8.	Termination of Membership or Life Membership.....	Page 12
9.	Appeal Against Termination of Membership.....	Page 13
10.	Register of Members.....	Page 13

Part 4 – THE EXECUTIVE – MANAGEMENT COMMITTEE

11.	Membership of Management Committee.....	Page 14
12.	Members of the Management Committee.....	Page 14
13.	Vacancies on Management Committee.....	Page 15
14.	Functions of the Management Committee.....	Page 15
15.	Meetings of Management Committee.....	Page 16
16.	Delegation of Powers (of the Management Committee).....	Page 17

Part 5 – MEETINGS

17.	Annual General or General Meetings.....	Page 19
18.	Special General Meetings.....	Page 19
19.	Quorums.....	Page 19
20.	General Meetings.....	Page 20
21.	General Meetings (continued).....	Page 20

Part 6 – MISCELLANEOUS

22.	By-Laws.....	Page 24
23.	Alteration of Rules.....	Page 24
24.	Common Seal.....	Page 24

25. Funds and Accounts.....Page 24
26. Documents..... Page 25
27. Financial Year.....Page 25
28. Distribution of Surplus Assets..... Page 25
29. Settlement of Disputes by Arbitration or Otherwise.....Page 26
30. Indemnity.....Page 26
31. Insurance.....Page 26
32. Provision for Regional Groups.....Page 27

APPENDIX 1

Proxy Form.....Page 28

APPENDIX 2

Application for Membership..... Page 30
Particulars of Applicant.....Page 30
References..... Page 31

Use of Association Logo

The use by members or non-members of an official QAM Inc. logo is prohibited unless prior authorisation is obtained from the Association. This applies to usage on stationery or goods for any purpose whatsoever.

Permission to use the Association's logo may or may not entail a predetermined fee.

Rules of Association

As adopted by members of 12th October, 1995

Amended 24 July 2003

Amended 05 December 2003 (Name Change)

Amended 28 July 2006

Amended 25 July 2008

PART 1

Preliminary

1. INTERPRETATION

1.1 DEFINITION

In these rules unless the context otherwise requires:

“Applicant” means an applicant to be a member.

“Member” means all classes of member of the Association unless otherwise stated.

“Merchant” means a company or individual whose business, as a wholesaler or retailer, includes buying and/or selling seed, grain or produce or products containing grain.

“Association” means “Queensland Agricultural Merchants’ Incorporated” (QAM Inc.)

“Secretary” means –

- a) The person holding office under the rules as Secretary of the Association; or
- b) Where no such person holds that office – the Public Officer of the Association.

“Executive Officer” means –

- a) A person appointed to the position in addition to or in lieu of the “Secretary”
- b) The person holding this office and who is authorised to fulfil the function of “Secretary”

“General Meeting” is a meeting of Members and includes an Annual General Meeting or Special General Meeting.

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

“Special General Meeting” means a meeting of the Members requisitioned by the Secretary under Rule 18 other than an Annual General Meeting or General Meeting.

“Objects” means the objects set out in rule

“The Act” means the Association Incorporation Act, 1981.

“Rules” means the Rules of Association.

“Trade” means the produce, grain and seed and stockfeed sectors.

“Treasurer” means the Treasurer appointed by the Executive.

1.2 CONSTRUCTION

In these rules

- a) a reference to a function includes a reference to a power, authority and duty, and
- b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

2. NAME

The Association will be called the “Queensland Agricultural Merchants’ Inc (QAM Inc)”.

PART 2

Objects and Powers

1. The Association shall be called the Queensland Agricultural Merchants' Inc., the registered office of which shall be permanently situated in Queensland and shall hereinafter be referred to as "the Association".

2. OBJECTIVES

- a) The general object of the Association is to promote the interests of members.
- b) To promote harmony and good relations in the Trade with the object of safeguarding the interests of persons and firms engaged in the Produce, Seed and Grain sectors of the Queensland agricultural industry; and the interests of Associate members outside Queensland where applicable.
- c) To guard and maintain a high reputation for the Trade in commercial life and to promote the ethical and financial accountability of members of the Association.
- d) To investigate and rectify, if possible, abuses or practices which are considered detrimental to the Trade.
- e) To arbitrate and resolve disputes BETWEEN members, if requested.
- f) To co-operate with other Associations or persons in promoting matters beneficial to the Trade and its members.
- g) To enquire into and if deemed necessary to seek to alter proclamations, regulations, orders or restrictions, Government or otherwise, for the purpose of assisting the Trade and its members.
- h) To maintain a spirit of free enterprise competition in trading and marketing.
- i) To oppose compulsory acquisition and single desk marketing.
- j) To establish an Association Code of Ethics covering grain (and produce) marketing and seed propagation.
- k) To support the continuation of a peak National body of State Merchant bodies to deal with Government on Federal issues.
- l) To maintain a Policy Statement that incorporates and reflects official Association policy on a wide range of issues, and to update this Policy as and when necessary.

3. POWERS

The powers of the Association are –

1. To subscribe to become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members

- to an extent at least as great as that imposed on the Association under or by virtue of rule 25 (10);
2. In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
 3. To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 4. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out; exercise and comply with any such arrangement, rights, privileges and concessions;
 5. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Association;
 6. To remunerate any person or body corporate for services rendered or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in about the incorporated association or promotion of the incorporated association or in the furtherance of its objects.
 7. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
 8. To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
 9. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
 10. In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
 11. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise,

- or by mortgage, change, lien or other security upon the whole or any part of the incorporated association's property or assets present or future, redeem or pay-off any such securities;
12. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 13. In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
 14. To take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
 15. To accept sponsorship for any purpose acceptable to the Management Committee;
 16. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donation, annual subscriptions or otherwise;
 17. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
 18. In furtherance of the objects of the association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 29 (j);
 19. In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
 20. In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagement of the Association to any one or more of the incorporated with which the Association is authorised to amalgamate;
 21. To make donations for charitable or community purposes;
 22. The Association may hold Plant Breeders' Rights (PBR) on unstated plant varieties or may act as licensee under PBR;
 23. To do all such other things is incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

PART 3

Membership

4. CLASSES OF MEMBERS

- a) The membership of the Association shall consist of four classes of members –
- Ordinary Members Category A and Category B
 - Associate Members
 - Honorary Members
 - Life Members
- b) The number of members of each class shall not be prescribed.

ELIGIBILITY

- c) The eligibility for the above four classes are a follows:

a) **ORDINARY MEMBER**

Category A

Ordinary Members, Category A shall be bona fide produce, seed and grain merchants, traders, brokers and bulk-handlers having a place of business in Queensland and having two or more employees OR a company whose head office is interstate but which conducts business at a place of business in Queensland shall be eligible for membership as an Ordinary Member, Category A.

Category B

Ordinary Members, Category B shall be bona fide produce, seed and grain merchants, traders, brokers having less than two employees OR a company that conducts a business as a grain storage provider, but does not buy or sell seed or grain OR a company whose head office is interstate but which conducts trading in Queensland, but has no employees in Queensland OR a company whose head office is interstate but which conducts business at a place of business in Queensland and is a full member of a state based merchant organisation in another state shall be eligible for membership as an Ordinary Member, Category B.

Category A and Category B ordinary members have full voting rights and may hold positions on the Management Committee.

b) **ASSOCIATE MEMBER**

An individual, corporation, government department or incorporated organisation operating in an associated or support industry within Australia shall be eligible for membership as an Associate Member. Associate Members shall have full voting rights and may hold positions on sub-committees and in each year one (1) Associate Member may be elected to the Management Committee.

The subscription fees for both Ordinary and Associate Membership shall be set at each Annual General Meeting.

- HONORARY MEMBERS shall be persons who have given meritorious service to the grain, seed and produce sectors of the agricultural industry or are associated with the Produce, Seed and Grain Trade but who are not members of the Association: or they may be non-members appointed to the positions of Executive Officer or Secretary. A person may be proposed for Honorary Membership at any General Meetings, provided that due notice of motion has been given. Honorary members shall not be liable for the payment of membership fees and shall not have voting rights. Honorary membership shall continue until terminated by the Management Committee.
- LIFE MEMBERSHIP of the Association may be conferred upon an individual who has, over a period of years, given outstanding and meritorious service to the Association and its members. Life Membership may only be conferred at an Annual General Meeting. Any Life Members so elected, shall retain all rights of membership and may hold any office in the Association. Life Membership is awarded to individuals not companies.
- An organisation or group holding compulsory or vesting powers will not be eligible for membership.

5. APPLICATION FOR MEMBERSHIP

- a) Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member.
- b) The application must be submitted on the official application form supplied by the Association, together with a cheque in payment – full payment up to 31 December, half payment for applications made from 1 January to 30 June. The application must be filled out complete in every detail and must include the names of directors of the company making the application. The Management Committee may at its discretion, require an applicant for membership to provide additional information to that set down on the Association's application form.
- c) Any change of ownership of a member company, or change of name, requires notification to the secretary within two (2) months of that change; and for membership to continue, re-application must be made within that period. Failure to notify and re-apply within two (2) months, will result in immediate termination of membership.

6. MEMBERSHIP FEES

1. The membership fees for each class of membership (other than Honorary Members and Life Members) shall be such sum as the members shall from time to time at any general meeting so determine. The amount of membership fee may be altered from time to time, on the recommendation of the Management provided that the proposed alteration shall be agreed to by two-thirds majority of those present at such a meeting, of which fourteen (14) clear days notice, in writing, shall be given.

2. The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
3. * Each member shall pay an annual fee which falls due on the first day of July. As the fees are not set until the Annual Meeting in July, a member shall be deemed to be financial until 31st August by which date the current subscription fee must be paid or membership lapses. (*Any member joining the Association during the second half of the year will pay a subscription at half the rate of the full annual subscription [ie on or after 1 January]).
4. There shall be no refund of the Annual subscription in the case of a member resigning or having membership terminated.
5. LEVIES: in the event of income from membership fees and other sources being insufficient to meet the expenditure of the Association, a levy may be made on each member to make up such deficit. The decision to impose a levy and its extent will be decided by the Management Committee, but shall not exceed \$50.00 per member in any financial year.

7. ADMISSION AND REJECTION OF MEMBERS

1. At the next meeting of the Management Committee after the receipt of any application for membership and the fee applicable for the particular class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
2. Any applicant who receives two thirds majority of the votes of the members of the Management Committee present at the meeting at which such applicant is being considered shall be accepted as a member of the class of membership applied for.
3. Upon the acceptance of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection. The Association is not required to give reasons for any rejection of an application for membership.
4. Applicants for membership must have been engaged in the business for which they are making the application for a minimum period of twelve (12) months. However, a longer period may be required by the Management Committee, ie the applicant may be asked to re-submit at some further time.
5. Where an application for membership is rejected, the Association shall refund the appropriate fee forwarded with application.

8. TERMINATION OF MEMBERSHIP OR LIFE MEMBERSHIP

1. A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
2. If a member or life member
 - a. Is convicted or an indictable offence; or

- b. Fails to comply with any of the provisions of these Rules; or
 - c. Has membership fees in arrears for a period of two months or more; or
 - d. Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - e. Becomes prohibited from being a director of a company by reason of any order made under the Companies Code; or
 - f. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating or mental health; or
 - g. Conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association; or
 - h. In the case of a corporate member, has a receiver or liquidator appointed – the Management Committee shall consider whether his membership shall be terminated.
3. The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate this membership, it shall instruct the Secretary to advise the member in writing accordingly.

9. APPEAL AGAINST TERMINATION OF MEMBERSHIP

- 1. Any member whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his/her intention to appeal against the decision of the Management Committee.
- 2. Upon receipt of a notification of intention to appeal against termination of membership the Secretary shall convene, within three months of the date of receipt of him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- 3. Where an applicant whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules, or so appeal but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- 1. The Management Committee shall cause a Register to be kept in which shall be entered the names and addresses of all members admitted to membership of the Association. This information shall be made available in the form of a Member's Handbook.
- 2. The Association will maintain a Register of deaths, resignations, terminations and reinstatements of membership and any other particulars that the Management Committee or the members at any general meeting may require from time to time.
- 3. The Register shall be available for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

PART 4

The Executive – Management Committee

11. MEMBERSHIP OF MANAGEMENT COMMITTEE

1. The Management Committee of the Association shall consist of a President, the Vice-President, Secretary, Treasurer, one of whom may also occupy the position of Executive Officer, and all of whom shall be members of the Association or representatives of corporate members and such number of other persons as the members of the Association at any general meeting may from time to time elect or appoint. The immediate Past President is a member of the Management Committee for the term of the incumbent President.
2. At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
3. The election of the members of the Management Committee shall take place in the following manner:-
 - a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other members of the Management Committee.
 - b) The nomination, which shall be in writing and signed by the members and his proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place.
 - c) A list of the candidates' names in alphabetical order, with the proposer's and seconder's names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting.
 - d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting. Voting shall be by secret ballot.

12. MEMBERS OF THE MANAGEMENT COMMITTEE

1. A member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary and such resignation shall take effect at the time such notice is received by the

- Secretary unless a later date is specified in the notice when it shall take effect on the later date.
2. No member of the Management Committee can hold two positions on that Committee.
 3. The President and Treasurer of the Association are entitled to annual honorariums in recognition of the time and expense incurred by them in carrying out these roles. Other costs incurred by members of the Management Committee or persons (members) sanctioned by the Management Committee to carry out duties for the Association are covered under Clause 25 (10) and or Clause 30.
 4. The annual honorariums provided for the President and Treasurer may be set at an Annual Meeting or, by tradition, deferred to the first Management Committee following the Annual General Meeting.
 5. All Management Committee positions must be held by ordinary members and or life members resident in, or having a place of business in Queensland.

13. VACANCIES ON MANAGEMENT COMMITTEE

1. The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
2. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

14. FUNCTIONS OF THE MANAGEMENT COMMITTEE

1. Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting of the Management Committee
 - a) Shall have the general control and management of the administration of the affairs, property and funds of the Association, and
 - b) Shall have the authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
 - c) Delegations formed from and on behalf of the Association must consist of a maximum of three (3) members and must be authorised by a) The President b) in his absence by the Vice-President c) or by the Management Committee.
 - d) Delegates to meetings of the National Agricultural Commodities Association (NACMA), or its equivalent (should change of name occur), shall be selected from the Association's sitting president, the vice-president, past president or such other members of the Management Committee as the president may delegate. Under ordinary circumstances, official QAM Inc representation (expenses paid)

- shall be limited to two persons unless additional representation is appropriate and sanctioned by the Management Committee, i.e. persons have specialist knowledge of a subject or subjects to be discussed by the national body.
- e) Where the Association is required to be represented at meetings of specialist bodies such as Pulse Australia; Australian Oilseeds Federation etc – such representation shall be decided by the Management Committee....
2. The Executive may exercise the following powers of the Association:
- a) To borrow or raise or secure the payment of money in such manner as the Members of the Association may think fit and secure the same or the payment or performance of any debts, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the Association's property, both present and future, and to purchase, redeem or pay off any such securities.
 - b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debts, liability or obligation of the Association and to provide and pay off any such securities; and
 - c) To invest the funds of the Association.

15. MEETINGS OF MANAGEMENT COMMITTEE

1. The Management Committee shall meet as often as is deemed necessary with a minimum of four meetings per year. A meeting of the Management Committee shall be convened by the Secretary on the request in writing of the President or by a letter or facsimile signed by not less than one-third of the members of the Management Committee; and this request shall clearly state the reasons why such a meeting is being convened and the nature of the business to be discussed thereat.
2. At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
3. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes, and in the case of equality of votes, the chairman shall have a second or casting vote.
4. Not less than fourteen (14) days' notice shall be given to the secretary to members of the Management Committee for all usual meetings of this Committee. However, in recognition of the often volatile nature of events in the grain industry, often requiring very quick attention, the President shall be empowered to

- direct the secretary to convene Emergency, Extraordinary, Special Circumstances or Management Meetings provided that a quorum of members of the Management Meeting can be assembled.
5. The President shall be empowered to obtain a decision on any specific matter by conducting a telephone hook-up with members of the Management Committee or by circulation of facsimile. The decisions made by these electronic processes must be documented and signed by the President and Secretary and tendered at the next meeting of the Management Committee. A quorum of members shall be required to be involved in telephonic or facsimile decisions.
 6. In the absence or unavailability of the President, the Vice-President shall assume the responsibility set out for the President in clauses 15 (4) and 15 (5).
 7. The dissemination of written material such as media releases, brochures and newsletters must be authorised by the President and Executive Officer and/or Secretary, or, in the absence of the President, by the Vice-President acting for and on behalf of the President.
 8. The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
 9. If within an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of member of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

16. DELEGATION OF POWERS (of the Management Committee)

1. The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
2. A Management sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to Chairman the meeting.
3. A Management sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
4. All acts done by any meeting of the Management Committee or of a Management sub-committee or by any person acting as a member of the Management

Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

5. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

PART 5

Meetings

17. ANNUAL GENERAL OR GENERAL MEETINGS

1. **The Annual General Meeting shall be held within 6 months after the end date of the association's reportable financial year.**
2. The business to be transacted at every Annual General Meeting shall be –
 - a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - b) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - c) The election of members of the Management Committee; and
 - d) The appointment of an auditor.
 - e) The receiving of Association sub-committee reports, presented orally and with a written copy to the Secretary;
 - f) The election of Association sub-committees for the forthcoming year.
3. Ordinary General Meetings shall be held when required and at a venue determined by the Management Committee. A minimum of three (3) Ordinary General Meetings per annum shall be held.

18. SPECIAL GENERAL MEETINGS

1. The Secretary shall convene a special general meeting –
 - a) When directed to do so by the Management committee; or
 - b) On the requisition in writing signed by not less than one third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members then on the Management Committee plus one. Such requisition shall clearly state the reasons a special general meeting is being convened and the nature of the businesses to be transacted thereat.

19. QUORUMS

1. At a general meeting the number of members required to constitute a quorum shall be double the number of members then on the full Management Committee plus one.
2. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For the purposes of this rule 'member' includes a person attending as a proxy or as representing a corporation which is a member.

3. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
4. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. GENERAL MEETINGS

1. The Secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
2. The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal against rejection or termination of membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

21. GENERAL MEETINGS (continued)

Unless otherwise provided by these Rules, at every General meeting –

1. The President shall preside as Chairman, or if there is no President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, or the Vice-President is not present or is unwilling to act, then the members present shall elect one of their members to be chairman of the meeting.
2. The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
3. Every question, matter or resolution shall be decided by a majority of votes of the members present in persons, by proxy or by attorney on a show of hands or a division of members.
4. Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The chairman shall appoint two members to conduct the secret ballot in such a manner as he shall determine and the result of the ballot as

- declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.
5. A member may vote in person or by proxy or by attorney and on a show of hands or a division of every member present, in person or by proxy or by attorney shall have one vote; and in a secret ballot every member present in person or by proxy or by attorney shall have one vote. In the case of an equality of votes the Chairman shall have a second or casting vote, provided that no member shall be entitled to vote at any general meeting if his/her annual subscription is more than one month in arrears at the date of the meeting.
 6. The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of his/her attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
 7. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

**QUEENSLAND AGRICULTURAL MERCHANTS'
INC.**

I, _____ of _____
Being a member of the abovementioned Association, hereby appoint

_____ of _____
or failing him/her

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

_____ day of _____, 200 , and at any
adjournment thereof.

Signed this _____ day of _____, 200 ,

Signature:

This form is to be use *in favour of/*against the resolution that –

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she thinks fit).

9. The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote:

10. The Secretary shall cause full and accurate minutes of all questions, matters, resolution and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such

minutes, the minutes of every Management Committee shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting. The minutes of any unusual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

PART 6

Miscellaneous

22. BY-LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting.

23. 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 chief executive.**

24. COMMON SEAL

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose.

25. FUNDS OF ACCOUNTS.

- 1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.**
- 2. Records and accounts must be kept in the English Language showing full and accurate particulars of the financial affairs of the Association**
- 3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.**
- 4. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.**
5. Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recouplements which may be open.
6. The Management Committee shall determine the amount of petty cash which shall be kept on the impressed system.
7. All expenditure shall be approved or ratified at a Management Committee meeting.

8. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:-
 - a) The income and expenditure for the financial year just ended; and
 - b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
9. All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
10. The income and property of the Association whencesoever derived shall be used and applied safely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises let to the Association.

26. DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

27. FINANCIAL YEAR

The financial year of the Association shall close on 30th June in each year.

28. DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up in accordance with the provisions of the Associations' Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 28 (10), such institution or institutions to be determined by the members of the Association.

29. SETTLEMENT OF DISPUTES BY ARBITRATION OR OTHERWISE

- a) The Association may or may not agree to adjudicate on or settle by arbitration any dispute or commercial disagreement between members. Such members shall agree, in writing, to wholly abide by the decision of the arbitration, and shall pay in advance to the Association a fee for the services of all those persons involved in the arbitration. This fee will be predetermined by the Secretary in consultation with the persons involved in the arbitration. This fee will be predetermined by the Secretary in consultation with the persons required to sit in arbitration of the dispute and must be agreed to by those persons or parties involved in the dispute. The agreed fee shall be paid in advance to the Secretary of the Association. The Association shall not arbitrate or act as an arbitrating agent in disputes or matters involving a party who is not a member of the Association.
- b) Every member shall be supplied with a copy of these Rules and shall be deemed to be conversant with each Rule and By-Law of the Association and shall accept such Rules and By-Laws as binding on them.

30. INDEMNITY

Every member of the Management Committee and all financial (paid up) members of the Association shall whilst acting bona fide in the discharge of his or her duty or within the scope of his or her authority be indemnified by the Association to the extent of the value of the Association's assets against any liability arising out of the execution of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal or under the Corporations Law brought against him or her personally. Such indemnity shall extend to all costs reasonably incurred and to any damages or penalty imposed provided that this indemnity shall not apply in the case of any wilful wrong doing or breach of duty or breach of trust.

31. INSURANCE

The Association will effect and maintain insurances pursuant to the Associations Incorporations Act, 1981 and in addition the Association may effect and maintain such other insurance as may be deemed necessary by the Management Committee of the day.

32. PROVISION FOR REGIONAL GROUPS

The Association may have regional groups in geographic areas as defined by the Management Committee and such groups are subordinate to the Management Committee.

APPENDIX 1.

*Forming part of the Constitution of the Queensland
Agricultural Merchants' Inc.*
PROXY FORM

I, _____ of _____
Being a member of the abovementioned Association, hereby appoint

_____ of _____
or failing him/her

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

_____ day of _____, 200 , and at any
adjournment thereof.

Signed this _____ day of _____, 200 ,

Signature:

This form is to be use *in favour of/*against the resolution that –

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy
may vote as he/she thinks fit).

9. The instrument appointing a proxy shall be deposited with the secretary prior
to the commencement of any meeting or adjourned meeting at which the person
named in the instrument proposes to vote:

10. The Secretary shall cause full and accurate minutes of all questions, matters,
resolution and other proceedings of every Management Committee meeting and
general meeting to be entered in a book to be open for inspection at all reasonable
times by any financial member who previously applies to the secretary for that

inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting. The minutes of any unusual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General Meeting.

APPENDIX 2.



APPLICATION FOR MEMBERSHIP

The Secretary,
Queensland Agricultural Merchants Inc.

Dear Sir,

I/we hereby make application for membership of the Queensland Agricultural Merchants Inc.

It is my/our understanding that we are entitled to make this application being:

- Engaged in the wholesale/retail trade of agricultural produce, seeds and grain in Queensland.
- The manufacture of stock feed in Queensland.
- Seed and Grain Brokers.
- An Industry associated with the Grains Industry.

I/we understand that Associate Membership may be granted to individuals or companies engaged in roles, occupations or industries ancillary to, or supportive of primary industry.

Should membership be approved, I/we undertake to abide by the constitution and Rules of the Association.

PARTICULARS OF APPLICANT

Trading Name:ACN No.....

ABN No:.....

Trading Status: Sole Proprietor Partnership Family Trust Pty Ltd Co
Brokers

Registered Address:

Postal Address:

Telephone No: Fax No:

Mobile No:

Email Address:.....

Nature of Business:
.....
.....

If Sole Proprietors or Partnership Traders state Full Name/s or Proprietor or Partners and Private Address:
.....
.....
.....

If Company state Name (if different from Trading Name):
.....
.....
Authorised Capital: Paid up Capital:
Date Registered:
Registered Office:
(if different from Business Address)

If Trust state Name of Trustee (whether individual or company):
.....
Full names and private addresses of trustees (where individuals)
.....
Address of Registered Office of Trustee Company:
.....
Full names and addresses of Directors of Trustee Company:
.....
Full names and addresses of Beneficiaries:
.....
.....

Name of Bank: Branch:

REFERENCES

Proposed by:Seconded:
(Signature) (Signature)

Current members of QAM Inc a)

b)

Other trade references c)

d)

Date of application:Signature:

Position held in the organisation:

Please forward completed application to the address below:

This page is left intentionally blank.