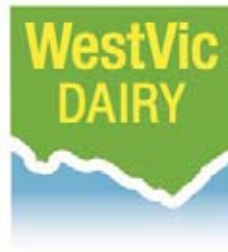


Statement of Purpose and Rules

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August 2012

WESTVIC DAIRY INCORPORATED

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WESTVIC DAIRY INCORPORATED

STATEMENT OF PURPOSE

The purposes of WestVic Dairy are to:

1. Advance the dairy industry in western Victoria by improving the productivity, profitability and sustainability of dairy farmers in the region
2. Develop and conduct programs which are both suited to, and benefit from a co-ordinated industry approach
3. Provide the industry with a better understanding of regional issues, needs and opportunities
4. Coordinate the investment of Dairy Australia and other funding for collective action
5. Provide the region with the capacity to develop and implement regionally-focused research, development, extension, education and industry development activities
6. Attract and/or influence other funding for research, development, extension, education and industry development
7. Empower the local dairy industry and build leadership capacity across western Victoria
8. Create knowledge of, and support for, dairy farmers' investment in collective action
9. Effectively meet corporate governance and management requirements
10. Account to all dairy farmers in the region and operate for the ultimate benefit of levy-paying milk producers and in the best interests of the western Victorian dairy industry
11. Encourage and maintain a balanced approach to industry development
12. Increase awareness and understanding of the role and achievements of Regional Development Programs (RDP's) in western Victoria and among regional industry and community stakeholders

Solely for the purpose of furthering the purposes set out above, WestVic Dairy shall have power to:

- (a) Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes above. Where WestVic Dairy takes or holds any property which may be subject to any trusts, WestVic Dairy shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (b) Enter into any arrangements with any Government or Authority that are incidental or conducive to the purposes above and the exercise of the powers of WestVic Dairy; to obtain from any such Government or Authority any rights, privileges and concessions which WestVic Dairy may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (c) Appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of WestVic Dairy.
- (d) Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences associated with the advancement of the interests of WestVic Dairy 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.

WESTVIC DAIRY INCORPORATED

- (e) Invest and deal with the money of WestVic Dairy not immediately required in such manner as may from time to time be thought fit.
- (f) Take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (g) 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, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (h) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (i) 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 WestVic Dairy.
- (j) Take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the property of WestVic Dairy of whatsoever kind sold by WestVic Dairy, or any money due to WestVic Dairy from Purchasers and others.
- (k) Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the funds of WestVic Dairy but subject always to the proviso in paragraph (a).
- (l) 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 WestVic Dairy, in the shape of donations, annual subscriptions or otherwise.
- (m) Print and publish any newspapers, periodicals, books or leaflets that WestVic Dairy may think desirable for the promotion of its objects.
- (n) Amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of WestVic Dairy 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 WestVic Dairy under or by virtue of the Rules.
- (o) 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 WestVic Dairy is authorised to amalgamate.
- (p) Transfer all or any part of the property, assets, liabilities and engagements of WestVic Dairy to any one or more of the incorporated associations with which WestVic Dairy is authorised to amalgamate.
- (q) Make donations for patriotic, charitable or community purposes in exceptional circumstances (and where there is benefit to the dairy industry).
- (r) Create and disseminate Intellectual Property for the benefit of the Western Victorian dairy industry.
- (s) Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of WestVic Dairy.

WESTVIC DAIRY INCORPORATED

RULES

NAME

1. The name of the incorporated association is WestVic Dairy Incorporated.

INTERPRETATION

- 2.1 In these rules, unless the contrary intention appears:

"Associated Member" has the meaning give to that term in Rule 3.1.

"WestVic Dairy" means WestVic Dairy Incorporated.

"Committee" means a subgroup appointed by and working on behalf of WestVic Dairy.

"Executive" means the board of management of WestVic Dairy.

"Financial year" means the year ending on 30 June.

"Full Member" has the meaning given to that term in Rule 3.1.

"General Meeting" means a general meeting of Members convened in accordance with Rule 10

"Intellectual Property" means any registered or unregistered intellectual property rights including, without limiting the generality of the foregoing, patents or any rights concerning any discovery, invention, process, improvement, procedure, manufacturing method, technique or information regarding the chemical composition of materials (whether patentable or not); trademarks; copyright; registered or registrable designs; plant breeder rights or other proprietary information concerning genetic or biological material or engineering processes; eligible layouts or protectable computer programs and all other rights resulting from intellectual activity in the industrial, scientific, literary or artistic fields;

"Insolvency Event" means the happening of any one or more of the following events:

- a corporation is unable to pay all its debts as and when they become due and payable or has failed to comply with a valid demand, whether a statutory demand as provided in section 459F(1) of the Corporations Act or otherwise;
- a meeting of directors or governing body of a corporation is convened for purposes which include considering a resolution that the party become an externally administered body (as that phrase is defined in the Corporations Act) or the corporation is otherwise placed under external administration;
- an application is made to a court for a corporation to be wound up and the application is not formally objected to within one month or formally dismissed within one month;
- the appointment of a controller (as defined in the Corporations Act) of any assets of a corporation; or
- a corporation proposes to enter into or enters into any form of arrangement (formal or informal) with its creditors or any of them, including a deed of company arrangement.

"Member" means a member of WestVic Dairy.

"Ordinary Member" means a Member of WestVic Dairy who is not an officer of WestVic Dairy under Rule 19.1.

"Provider" means a person or organisation that provides services to WestVic Dairy.

"Purchaser" means person who or organisation which procures services for WestVic Dairy.

"Selection Panel" means the panel appointed by the Executive pursuant to Rule 3.3

"The Act" means the Association Incorporation Act 1981.

"The Regulations" means regulations under the Act.

"Confidential Information" has the meaning given to that term in Rule 29.1.

"Grievance Committee" means a committee consisting of the Chairman, Executive Officer and two Members appointed by the Executive from time to time.

- 2.2 In these rules, a reference to the Secretary of WestVic Dairy is a reference:

- a) Where a person holds office under these rules as Secretary of WestVic Dairy, to that person. In any other case, to the public officer of WestVic Dairy.

- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

WESTVIC DAIRY INCORPORATED

APPLICATION FOR MEMBERSHIP

- 3.1 There are two categories of Members, being “Full Members” and “Associate Members”. Both categories of membership are identical, except that Associate Members do not have voting rights.

There will be eight Full Members:

- a) Six selected on the basis of being dairy farmers (of which three are supported by a member of United Dairy Farmers Victoria UDV in the region);
- b) Two non-farmer members

All Members must be nominated by the Selection Panel (as described in 3.3) and the Executive. The Executive may specify the skills and experience that it considers desirable in candidates having regard to existing Members and the activities of WestVic Dairy.

The Selection Panel must advertise vacancies publicly

- 3.2 The Executive may adopt or select up to two Associate Members. An absent Full Member may ask an Associate Member to act as a proxy in their absence.

- 3.3 The Selection Panel will be appointed by the Executive and will consist of the Chair of the Executive or nominee, a representative of UDV (who is not a sitting member of the Executive), and one representative from either Dairy Australia, the Victorian Department of Primary Industries, or one of the regional tertiary institutions that conducts research funded by the dairy farmer levies administered by WestVic Dairy.

- 3.4 An application by a person for membership of WestVic Dairy:

- a) Shall be made in writing; and
- b) Shall be lodged with the Executive Officer of WestVic Dairy.

- 3.5 As soon as is practicable after the receipt of an application for membership, the Executive Officer must refer the application to the Selection Panel. Applicants under consideration for membership, including re-election shall be interviewed by the Selection Panel

- 3.6 The Selection Panel will recommend suitable applicants for approval by the Executive. Upon the candidates being approved by the Executive, the Executive Officer shall notify the nominee in writing that he/she is accepted for Membership of WestVic Dairy.

3.7

- a) The Executive Officer shall record the names of all Members in a Members Register as soon as advised by the Executive of the Member’s appointment
- b) Membership shall be for a period of three years
- c) Members shall be eligible for re-appointment at the expiration of their term.

- 3.8 Subject to section 23 of the Act WestVic Dairy shall consist of the officers and Ordinary Members of WestVic Dairy.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. There shall be no entrance fee or annual subscription fee.

REGISTER OF MEMBERS

5. The Secretary or nominee shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection by Members at the address of the Public Officer

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RESIGNATION, VACANCY OR EXPULSION OF A MEMBER

- 6.1 For the purposes of these rules, an Ordinary Member or office of an officer of WestVic Dairy becomes vacant if the officer or Member:
- a) Ceases to be a Member of WestVic Dairy as in 6.2; or
 - b) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth) or subject to an Insolvency Event.
- 6.2 A Member may resign by first notifying the Chairman of the Executive and giving one month's notice in writing to the Executive Officer or nominee of his/her intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- 6.3 Upon the expiration of a notice given under sub-rule (6.1 c), the Executive Officer or nominee shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.
- 6.4 If the Members see fit to appoint a person to a vacancy (no matter the reason for the vacancy), it is free to do so. The proviso being the person so appointed must apply for a Member position at the next formalised interview and appointment process under sub-rule 3.1.

GRIEVANCES

- 7.1 Subject to these rules, a Member may be expelled permanently or suspended for a specified period, if the Grievance Committee resolves unanimously that the Member:
- a) Has refused or neglected to comply with the rules;
 - b) Has been guilty of conduct unbecoming a Member or prejudicial to the interests of WestVic Dairy;
 - c) Has, during the first twelve months of that Member's membership of WestVic Dairy, had new conflicts of interest arise, has not attended a satisfactory number of general meetings, or has not made a satisfactory contribution
- 7.2 The Executive may refer the conduct of a Member to the Grievance Committee.
- 7.3 A resolution made pursuant to sub-rule 7.1 does not take effect:
- a) Unless the Grievance Committee confirms its resolution at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the Member of a notice under sub-rule (7.4); and
 - b) If the Member exercises a right of appeal, unless 80% of members vote in person by a secret ballot to confirm resolution at a meeting held in accordance with sub-rule 7.8.
- 7.4 Where the Grievance Committee passes a resolution under sub-rule (7.1), the Secretary shall, within 14 days cause to be served on the Member a notice in writing:
- a) Setting out the resolution of the Grievance Committee and the grounds on which it is based
 - b) Stating that the Member may address the Grievance Committee at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice
 - c) Stating the date, place and time of that meeting; and
 - d) Informing the Member that he or she may do one or more of the following:
 - (i) Attend the meeting;
 - (ii) Give to the Grievance Committee before the date of that meeting a written statement seeking the revocation of the resolution, which details the reasons why the resolution should be revoked; and
 - (iii) Lodge with the Secretary a notice to the effect that he / she wishes to appeal to WestVic Dairy against the resolution.
- 7.5 At a meeting of the Grievance Committee to confirm or revoke a resolution passed under sub-rule 7.1, the Grievance Committee must:

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- a) Give to the Member, or his or her representative, an opportunity to be heard
 - b) Give due consideration to any written statement submitted by the Member; and
 - c) Determine by resolution whether to confirm or revoke the resolution.
- 7.6 If at the meeting of the Grievance Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the WestVic Dairy in general meeting against the resolution.
- 7.7 If the Secretary receives a notice under sub-rule 7.6, he or she must convene a General Meeting to be held within 21 days of receipt of the notice.
- 7.8 At a General Meeting convened under sub-rule 7.7:
- a) No business other than the question of the appeal may be conducted
 - b) The Grievance Committee may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution
 - c) The Member, or his or her representative, must be given an opportunity to be heard; and
 - d) The Members present must vote by secret ballot to confirm or revoke the resolution. The resolution will only be confirmed if 80% of Members vote in person in favour of the resolution

DISPUTES AND MEDIATION

- 8.1 The grievance procedure set out in this Rule 7.2 applies to disputes under these Rules between:
- a) A Member and another Member; and
 - b) A Member and WestVic Dairy
- 8.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties to the dispute.
- 8.3 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.4 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.5 The mediator must be:
- a) A person chosen by agreement between the parties; or
 - b) In the absence of agreement:
 - (i) In the case of a dispute between a member and another member, a person appointed by the Grievance Committee; or
 - (ii) In the case of a dispute between a Member and WestVic Dairy a person appointed by the Dispute Settlement Centre of Victoria (Dept. of Justice).
- 8.6 The mediator, in conducting the mediation, must:
- a) Give the parties every opportunity to be heard;
 - b) Allow due consideration by all parties of any written statement submitted by any party; and
 - c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.7 The mediator must not determine the dispute.
- 8.8 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act 1981 or otherwise at law.

ANNUAL GENERAL MEETING

- 9.1 WestVic Dairy shall convene an annual general meeting of its Members between 30th June and 30th September of each year.
- 9.2 The annual general meeting shall be specified as such in the notice convening it.

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- 9.3 The ordinary business of the annual general meeting shall be:
- a) To confirm the minutes of the last preceding annual general meeting
 - b) To receive reports upon the transaction of WestVic Dairy during the preceding financial year
 - c) To appoint Executive members and elect officers of WestVic Dairy; and
 - d) To receive and consider the statement submitted by WestVic Dairy in accordance with section 30 (3) of the Act.
- 9.4 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 9.5 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 9.6 The rules and procedures relating to general meetings that are set out in rules 12.1 to 17.2 apply to annual general meetings in the same way as they apply to other general meetings.

GENERAL MEETING

10. All meetings other than the annual general meeting shall be called general meetings.
- 11.1 The Executive of WestVic Dairy may, whenever it thinks fit, convene a special general meeting of WestVic Dairy and, where more than fifteen months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 11.2 WestVic Dairy shall, on the requisition in writing of Members representing not less than 4 Members of the total number of Members, convene a general meeting of WestVic Dairy.
- 11.3 The requisition for a general meeting shall state the object of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Executive Officer or nominee and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 11.4 If WestVic Dairy does not cause a general meeting to be held within one month after the date on which the requisition is sent to the address of the Executive Officer, the Members making the requisition, or any of them, may convene a special general meeting to be conducted as per proceedings at meetings (See Rules 13, 15, 16.1, 16.2 & 17).
- 11.5 A general meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by WestVic Dairy and all reasonable expenses incurred in convening the meeting shall be refunded by WestVic Dairy to the persons incurring the expenses.

NOTICE OF MEETING

- 12.1 The Executive Officer or nominee of WestVic Dairy shall, at least fourteen days before the date fixed for holding a general meeting of WestVic Dairy, cause to be sent to each Member of WestVic Dairy at his/her address appearing in the register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.2 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Executive Officer or nominee, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

- 13.1 Four Full Members personally present (of which at least 3 are farmers) constitute a quorum for the transaction of the business of a general meeting.

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13.2 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.

13.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, this meeting will be cancelled.

Chair's absence:

14.1 The Chairman, or in his absence, the Vice-Chairman or nominee, shall preside as Chairman at each general meeting of WestVic Dairy.

14.2 If the Chairman and the Vice-Chairman are absent from a general meeting, the Members present shall elect one of their number to preside as Chairman at the meeting.

Adjournment of meeting:

15.1 The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no further business shall be transacted at an adjourned meeting. With the agreement of Members, designated agenda items and other unfinished business from the meeting, at which the adjournment took place can be carried over to the next meeting.

15.2 Where a meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given in accordance with rule 12.1.

15.3 Except as provided in rules 15.1 and 15.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting / questions arising:

16.1 A question arising at a general meeting of WestVic Dairy shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously in the Minute Book of WestVic Dairy is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16.2 Upon any questions arising at a general meeting of WestVic Dairy a Member has one vote only.

16.3 All votes shall be given personally.

16.4 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a casting vote.

Polling:

17.1 If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

17.2 A poll that is demanded on the election of a Chairman or on the question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct. The Members may agree to hold a secret ballot with the Executive Officer or nominee acting as the returning officer.

OPERATION OF WESTVIC DAIRY

18 The affairs of WestVic Dairy shall be managed by its officers and Ordinary Members.

19.1 The officers forming the Executive of WestVic Dairy shall be:

- a) A Farmer Chairman
- b) A Farmer Vice Chairman

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- c) A Treasurer; and
- d) An Ex-Officio Executive Officer – non-voting

19.2 The Executive:

- a) will control and manage the business and affairs of WestVic Dairy;
- b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by WestVic Dairy other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of WestVic Dairy; and
- c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of the WestVic Dairy.

19.3 The Executive has the power to appoint subcommittees as required and set the terms of reference and reporting structures to be followed by those subcommittees from time to time.

Subcommittees:

- a) The Executive may establish subcommittees as it sees fit and in establishing a subcommittee must determine the membership and Terms of Reference of the subcommittee and give directions as to reports it must make to WestVic Dairy
- b) The Executive may appoint Members or appropriately qualified or skilled third parties (external nominees) to subcommittees
- c) The Executive may confer on or delegate to a subcommittee, functions and powers necessary to carry out its Terms of Reference; and
- d) The Executive will appoint one subcommittee member to chair appropriate subcommittees as required. These subcommittees will operate within the charter of their Terms of Reference.
- e) The Executive can appoint Members to subcommittees for short-term projects to operate under WestVic Dairy direction

19.4 The Executive must appoint a person as Secretary of WestVic Dairy.

19.5 Each officer of the Executive of WestVic Dairy shall hold office for a period of three years. Following his/her election he will take office at the meeting immediately following the annual general meeting and retire immediately following the annual general meeting three years after his/her election, but is eligible for re-election.

19.6 In the event of a casual vacancy in the Executive of WestVic Dairy, WestVic Dairy may appoint one of its Members or a person with desired skills to the vacant office and the Member so appointed will hold office during such time only as the vacating officer would have held the same if the vacancy had not occurred.

20.1 No WestVic Dairy Member may hold more than one position on the Executive of WestVic Dairy.

20.2 Nominations of candidates for election as officers of WestVic Dairy shall be:

- a) Nominated in writing; and
- b) Delivered to the Executive Officer or nominee of WestVic Dairy not less than 24 hours before the date fixed for the holding of the annual general meeting; or
- c) Nominated and accepted at the annual general meeting.

20.3 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held taking account of Rule 28.3.

20.4 The ballot for the election of officers shall be conducted at the annual general meeting in such usual and proper manner as WestVic Dairy may direct.

20.5 Meetings of the Executive

- a) The Executive must meet at least three times in each year at such place and such times as the Executive may determine.
- b) Special meetings of the Executive may be convened by the Chairman or by any 4 members of the Executive.

20.6 Notice of Executive meetings

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- a) Written notice of each Executive meeting must be given to each member of the Executive at least two business days before the date of the meeting.
- b) Written notice must be given to members of the Executive of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

20.7 Quorum for Executive meetings

- a) Any four members of the Executive constitute a quorum for the conduct of the business of a meeting of the Executive.
- b) No business may be conducted unless a quorum is present.
- c) If within half an hour of the time appointed for the meeting a quorum is not present—
 - (i) in the case of a special meeting—the meeting lapses;
 - (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- d) The Executive may act notwithstanding any vacancy on the Executive.

20.8 Presiding at Executive meetings

At meetings of the Executive:

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

20.9 Voting at Executive meetings

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

20.10 Removal of an Executive member

- a) The Executive of WestVic Dairy in general meeting may, by resolution, remove any member of the Executive before the expiration of the member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- b) A member of the Executive who is the subject of a proposed resolution referred to in subrule (a) may make representations in writing to the Secretary or Chairman of Westvic Dairy (not exceeding a reasonable length) and may request that the representations be provided to the members of the Executive.
- c) The Secretary or the Chairman may give a copy of the representations to each member of the Executive or, if they are not so given, the member may require that they be read out at the meeting.

20.11 Minutes of meetings

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

EXECUTIVE OFFICER

- 21. The Executive Officer will consult and advise as authorised by WestVic Dairy, reporting directly to the Chairman in the first instance and to WestVic Dairy as appropriate, operating within the Executive Officer Position Description.

SECRETARY

- 22. The Secretary of WestVic Dairy shall keep minutes of the resolutions and proceedings of all general meetings and each Executive meeting of WestVic Dairy in a place provided for that purpose together with a record of the names of persons present at WestVic Dairy meetings.

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PUBLIC OFFICER

23. The Executive shall subject to the provisions of the Act appoint from time to time a person, most likely the Executive Officer, to the position of Public Officer of the Association.

TREASURER

- 24.1 The Treasurer of WestVic Dairy:
- a) Shall be responsible for the collection and receivables of all monies due to WestVic Dairy and make all payments authorised by WestVic Dairy; and
 - b) Shall keep correct accounts and records showing the financial affairs of WestVic Dairy with full details of all receipts and expenditure connected with the activities of WestVic Dairy.
- 24.2 The minutes referred to in Rule 22 shall be available for inspection by Members and reported in general meetings.

REPLACEMENT OF MEMBER OF WESTVIC DAIRY

25. WestVic Dairy in a general meeting may by resolution remove any Member of WestVic Dairy before the expiration of the term of office and appoint another Member instead to hold office until the expiration of the term of the first-mentioned Member.

FORMS OF PAYMENT

26. Forms of payment including all cheques and electronic transfers, and other negotiable instruments shall be signed / authorised by two of four persons authorised by WestVic Dairy. All cheques must be printed with the ACN number as required by the taxation department. - Reg. No. A0020936W

ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 27.1 Subject to Rule 27.2, these rules and the statement of purposes of WestVic Dairy may only be changed (or, in the case of the rules, rescinded) after notice of motion is given as in Rule 12.1, and only then if voted for by a majority of Members in attendance at the relevant meeting, which majority must include at least of 4 members of the Executive.
- 27.2 If an amendment to, or the rescission of, the existing Rules is proposed, Members must receive 21 days notice of the proposal before the relevant meeting is held.

CONFLICT OF INTEREST

- 28.1 Due to the nature of WestVic Dairy, Members of WestVic Dairy may from time to time have a conflict of interest between the interests they represent and those of WestVic Dairy. The Member must declare their conflict of interest to the meeting as soon as the Members are aware of it and the remaining Members will determine how this will be handled.
- 28.2 All officers, Ordinary or co-opted Members and agents may contribute to the development of WestVic Dairy projects.
- 28.3 At the time the project progresses into the decision-making stage, the potential conflict of interest must be recorded and the officer, Ordinary or co-opted Member or agent must withdraw from the discussion and decision process

CONFIDENTIALITY

- 29.1 Confidential Information means all non-public information relating to written submissions received by WestVic Dairy or by research and other development services including, without limitation, information relating to Intellectual Property and other information of a commercially sensitive nature.

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- 29.2 No officer, Ordinary or co-opted Member or agent of WestVic Dairy shall disclose any Confidential Information to any person or organisation outside WestVic Dairy.

NOTICES

- 30.1 A notice may be served by or on behalf of WestVic Dairy upon any Member either personally or by sending it by post to the Member at the address shown in the Register of Members.
- 30.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

- 31.1 WestVic Dairy may be wound up, if after notice of motion is given by any Member with 21 days' notice of meeting, and must be passed by at least 80% of members entitled to vote.
- 31.2 The income and property of WestVic Dairy shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion 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 WestVic Dairy provided that nothing herein contained shall prevent the payment in good faith of interest to any such Members in respect of monies advanced by him/her to WestVic Dairy or otherwise owing by WestVic Dairy to him/her or of reasonable and proper remuneration to any officers or servants of WestVic Dairy or to any Member of WestVic Dairy or other person in return for any services actually rendered to WestVic Dairy provided further that nothing herein contained shall be construed so as to prevent the payment repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by WestVic Dairy or reasonable and proper rent for premises demised or let to WestVic Dairy or the provision of services to a Member to which he would be entitled in accordance with the purposes if he/she were not a Member.
- 32.3 If WestVic Dairy 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 liability, any property, whatsoever, the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of WestVic Dairy which is approved by a Deputy Commissioner of Taxation for the purpose of the Income Tax Assessment Act 1936 as amended, such institution or institutions to be determined in accordance with a special resolution of the Members of WestVic Dairy, or in the absence of a special resolution of the Members by the Registrar.

CUSTODY OF RECORDS

33. Except as otherwise provided in these Rules, the Executive Officer or nominee shall keep in custody or under control all books, documents and securities of WestVic Dairy.

FUNDS

34. The funds of WestVic Dairy shall be derived from Dairy Australia, Government funding, donations and such other sources as WestVic Dairy determines.