



AAFDA

Association of Agricultural Field Days of Australasia Ltd

Association of Agricultural Field Days of Australasia Ltd

CONSTITUTION

ABN : 11 672 472 383

A public company limited by guarantee

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A. GENERAL

1. Name of the Company

- 1.1 The name of the Company is the Association of Agricultural Field Days of Australasia Ltd.

2. Purposes

- 2.1 The Purpose of the Company is to provide a forum for Members to discuss matters relating to the organisation, running and promotion of Agricultural Field Days.

3. Type of Company and Guarantee

- 3.1 The Company is a not-for-profit public company limited by guarantee.
- 3.2 The assets and income of the Company must be applied solely in furtherance of the Purposes and no portion of the income or assets of the Company may be paid or transferred, directly or indirectly, to any Member.
- 3.3 Clause 3.2 does not prevent the Company from doing the following things, provided they are done in good faith:
 - a) paying a Member for goods or services they have provided to the Company or expenses they have properly incurred on behalf of the Company at fair and reasonable rates or rates more favourable to the Company;
 - b) paying any other sums payable under this Constitution; or
 - c) making payment for any other bona fide reason for the attainment of the Purposes.
- 3.4 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 3.5 This constitution comprises a contract between:
 - a) the Company and each Member;
 - b) the Company and each Director;
 - c) the Company and the Secretary; and
 - d) a Member and each other Member.
- 3.6 Each Member must contribute an amount not more than \$1.00 to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member (**Guarantee**), and this Guarantee is required to pay for the:
 - a) debts and liabilities of the Company that exceed the Company's assets incurred before the Member stopped being a Member; and
 - b) costs of winding up.

4. Powers of the Company

- 4.1 The Company has the following powers which may be used only to carry out its Purposes:
- a) the powers of an individual; and
 - b) all the powers of a company limited by guarantee under the Corporations Act.

5. Definitions

- 5.1 In this constitution, capitalised terms have the following meanings:

Agricultural Field Day(s) means a trade/business related event:

- a) aimed at showcasing primary industries and supporting and servicing primary procedures and their communities while associated with agritourism; and
- b) incorporating a broad range of brands with the objective of creating product awareness, generating enquiry, sales, access to education to enhance productivity and profile innovation and efficiently through the suppliers of machinery, equipment, merchandise and other suppliers servicing these industries and communities;

Board means some or all of the Directors acting as the board of Directors of the Company;

By-law means the rules and regulations made by the Board in accordance with clause 34;

Company means the *Association of Agricultural Field Days of Australasia Ltd*;

Corporate Group means a group of two or more related bodies corporate, if any of the following are true:

- a) one is a holding company of the other; or
- b) one is a subsidiary of the other; or
- c) one is a subsidiary of a holding company of the other.

Corporations Act means the *Corporations Act 2001* (Cth);

Director means an individual appointed or elected as Director of the Company;

General Meeting means a duly constituted meeting of the Members and includes an Annual General Meeting;

Chair means the Director holding the office of Chair;

Representative means an individual appointed as representative by a Member that is an entity in accordance with clause 10;

Secretary means the individual appointed as the Company's Secretary under clause 44.

6. Interpretation

- 6.1 Headings are for convenience only and do not affect the interpretation of this constitution.
- 6.2 The following rules of interpretation apply unless any contrary intention appears in this constitution or the context requires otherwise:
- a) a word or expression that is defined or used in the Corporations Act and covering the same subject has the same meaning as in this constitution;
 - b) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations;
 - c) a reference to a clause or sub-clause is to a clause or sub-clause of this constitution;
 - d) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
 - e) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association or other body whether or not incorporated;
 - f) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings or symbols in a visible or communicable form;
 - g) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples; and
 - h) singular includes plural and vice versa.

B. MEMBERSHIP

7. Membership

- 7.1 An organisation is eligible to be a Member if the organisation:
- a) is a legal entity formed under respective federal, state or territory legislation in Australia or New Zealand;
 - b) holds an Agricultural Field Day at least biennially;
 - c) holds their field day for the purpose of:
 - i) demonstrating agricultural machinery and allied equipment, and dissemination of information about products, technologies and services pertinent to the agricultural industry;
 - ii) providing a platform for agricultural businesses to sell their goods and services to the rural market and meet with their customers; or

- iii) promoting the agricultural industry by holding field days that are regarded as a focal point for agricultural information/technologies/goods and services;
 - d) satisfies any additional requirements for membership as prescribed by the Board and set out in the By-laws; and
 - e) has applied and been approved for membership in accordance with clause 9.
- 7.2 A Corporate Group may have no more than one Member. For clarity:
 - a) organisations in the same Corporate Group may be provided services and benefits of membership on such terms and conditions as the Board determines; and
 - b) in accordance with clause 11.1, the Board may set membership fees for a Member in a Corporate Group based on the number of organisations within that Corporate Group.
- 7.3 The Board may provide for categories of Members on such terms and conditions as the Board determines.
- 7.4 The Board may from time to time determine additional requirements for admission as a Member and/or as a Member in a category of membership.

8. Rights and obligations of Members

- 8.1 Members have the following rights:
 - a) to receive notices of and to attend General Meetings;
 - b) to vote at General Meetings and on the election of Directors;
 - c) to nominate or be nominated for election as an Elected Director pursuant to clauses 24.1 and 26.3.
- 8.2 A Member is entitled to exercise their rights if their membership rights are not suspended for any reason.
- 8.3 The Board may extend services and benefits of membership that may differ between categories of membership and within categories of membership, but no such services or benefits shall affect the rights of Members.
- 8.4 A Member who has not paid any fees or levies payable under clause 10 by the due date will not be entitled to exercise their rights while the fee or levy remains unpaid.
- 8.5 The rights of a Member are not transferrable.
- 8.6 The rights of Members of a particular class are not to be taken as being varied by the admission of more Members to that class or the addition or deletion of other classes of membership or categories of membership within a class.
- 8.7 Members shall conduct themselves in accordance with:
 - a) this Constitution; and

b) any By-laws.

- 8.8 On an annual basis (which may be part of the membership renewal process) or upon request of the Secretary, each Member must provide a declaration advising if the Member has become associated with another Member resulting in the Members belonging to the same Corporate Group.
- 8.9 If a Member advises that it has become associated with another Member resulting in the Members belonging to the same Corporate Group, the Board shall decide (in consultation with the Members concerned) which of them (if any) shall cease to be a Member. The date of cessation of membership of the Member (if any) shall be determined by the Board.

9. Application for Membership

- 9.1 An application for membership must be in a form prescribed by the Board.
- 9.2 The Board has discretion to approve or reject an application of membership.
- 9.3 The Board may refuse any application for membership without being compelled to give reasons for such refusal.
- 9.4 The Board may delegate the consideration and determination of any membership application.
- 9.5 Once made, written notice of the decision of the Board (or its delegate) will be sent to the applicant for membership.
- 9.6 The acceptance of an applicant to be a Member is subject to payment of any applicable fees and is void if payment is not made in accordance with this constitution or the By-laws.
- 9.7 If the applicant is not admitted to membership, then any moneys paid by them for membership must be returned to them in full.
- 9.8 Subject to clause 9.6, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.
- 9.9 A Member must promptly notify the Secretary of any change to their details as recorded in the register of Members.

10. Representatives of Members

- 10.1 Each Member, other than a Member who is an individual, shall nominate to the Secretary at the time of application for membership the name of one individual who shall represent that Member at General Meetings and may vote on behalf of that Member (**Representative**).
- 10.2 A Member may by notice to the Secretary change its Representative.
- 10.3 The Secretary shall keep a register of Representatives.

11. Membership fees

- 11.1 The Board may set any membership fees and may determine different fees:
- a) for different categories of membership;
 - b) within categories of membership; or
 - c) for different Members.
- 11.2 The Board may in its discretion waive or vary the amount of any membership fee or the amount of any membership fee payable by any Member.
- 11.3 The Company may fix a once-off levy for payment by Members for special purposes if it is passed by the Members by way of a special resolution.
- 11.4 Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.
- 11.5 If any membership fee or levy remains unpaid for a period of one month after it becomes due, written notice will be given to the Member of that fact.
- 11.6 If any fee or levy remains unpaid more than one month after the date of the notice under clause 11.5, the Member's membership is terminated unless the Board resolves otherwise either before or after that date.

12. Ceasing to be a Member

- 12.1 A Member ceases to be a Member:
- a) if they resign;
 - b) if they are wound up or dissolved, including by way of deregistration, or become, or take steps to become, wound up or dissolved;
 - c) if their membership is terminated under clause 11.5;
 - d) if they are expelled from membership under clause 13;
 - e) if they are convicted of an indictable offence - on the date that the Board resolves to cease the membership;
 - f) if they cease to satisfy the criteria to be a Member - on the date that the Board resolves to cease the membership;
 - g) if the Member fails to provide any information required by the Board as part of the membership renewal process, unless the Board resolves otherwise;
 - h) in any other circumstances prescribed in the terms of membership applicable to the Member or on the failure to satisfy any undertaking given by the Member upon them being admitted as a Member - on the date that the Board resolves to cease the membership; or

- i) if membership ceases in accordance with clause 8.9.
- 12.2 Upon ceasing to be a Member, the Member's name will be removed from the register of Members.
- 12.3 Any Member ceasing to be a Member:
- a) remains liable for any money owing by that Member to the Company and, if the Company is wound up within one year of the date the Member ceases to be a Member, the Guarantee under clause 3.6;
 - b) is not entitled to any refund, in full or part, of any membership fees paid; and
 - c) is not eligible to be readmitted as a Member until all unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

13. Suspension or expulsion of a Member

- 13.1 The Board may suspend or expel a Member from the Company if the Board considers that the Member:
- a) has failed to comply with this constitution or the By-laws;
 - b) has acted in a manner the Board considers to be prejudicial to the interests of the Company; or
 - c) has acted in a manner that the Board to render it undesirable that the Member continue to be a Member.
- 13.2 At least 28 days before the Board suspends or expels a Member, the Secretary must notify the Member in writing that:
- a) the Board is considering disciplinary action (which shall be specified in the notice) and the date place and time that such proposed disciplinary action is to be considered by the Board;
 - b) the reason for the proposed disciplinary action; and
 - c) the Member may explain or defend themselves in relation to disciplinary action by:
 - i) forwarding a written explanation to the Board; and/or
 - ii) speaking at a meeting of the Board convened for that purpose (but the Member may not be present during Board deliberations or voting on the resolution unless the Board allows).
- 13.3 If the Member is a Director, the Director may not be present during any Board deliberations about, or to vote on, the disciplinary actions the Board may take against that Member.
- 13.4 After considering any explanation, the Board may:
- a) take no further action;
 - b) warn the Member;

- c) suspend the Member's rights as a Member for a period of no more than 12 months;
 - d) expel the Member;
 - e) refer the decision to an unbiased, independent person on the condition that the person can only make a decision that the Board could have made; or
 - f) require the matter to be determined at a General Meeting.
- 13.5 The Secretary must give written notice to the Member of the decision taken at the meeting of Board promptly.
- 13.6 There will be no liability for any loss or injury suffered by the Member as a result of any decision by the Board made in good faith under this clause 13.
- 13.7 Subject to clause 13.8, a Member may request that the Board reconsider any action it takes under clause 13.4.
- 13.8 A Member to be expelled in accordance with clause 13.4d);
- a) may appeal against that resolution - such an appeal must be made in writing and must be received within 14 days after the date of the notice of expulsion, or such longer time as the Board may decide in their complete discretion (Appeal Notice).
 - b) If an Appeal Notice is received by the Board within the required timeframe:
 - i) the Board must ensure that (within two months after receipt of the Appeal Notice) a resolution to overturn the expulsion is considered by the Members at a General Meeting convened to consider this resolution only, with such resolution to be approved by the Members by way of a special resolution ;
 - ii) the Member must be given a reasonable opportunity to make representations in relation to the decision of the Board to expel that Member (which may include making representations in writing prior to the General Meeting or addressing the General Meeting or both, in accordance with the policies and procedures of the Company in relation to such matters); and
 - iii) the Member's membership will be taken to be suspended as at the date of the notice of expulsion, pending the outcome of the General Meeting.
 - c) If the resolution to expel the Member is overturned by the Members at the General Meeting, the Member's membership continues in full effect, with the suspension lifted from the date of the General Meeting.
 - d) If the resolution to expel the Member is not overturned by the Members at the General Meeting, the Member's expulsion takes effect from the date of the notice of expulsion.

C. GENERAL MEETINGS

14. Calling a General Meeting

- 14.1 The Board may call a General Meeting.
- 14.2 If Members with at least five per cent of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Board must:
 - a) within 21 days of the Members' request, give all Members notice of a General Meeting; and
 - b) hold the General Meeting within two months of the Members' request.
- 14.3 A General Meeting, called the Annual General Meeting, must be held:
 - a) within 18 months after registration of the Company; and
 - b) after the first Annual General Meeting, at least once in every calendar year and within five months after the end of the Company's financial year.
- 14.4 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:
 - a) a review of the Company's activities;
 - b) a review of the Company's finances;
 - c) a presentation of the auditor's report, if any; and
 - d) an announcement of the appointment of Directors.
- 14.5 A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that gives the Members a reasonable opportunity to participate, including the opportunity to hear and be heard.
- 14.6 Any person using this technology is taken to be present in person at the meeting.
- 14.7 A virtual General Meeting and a General Meeting that is partly held using technology and partly in person, is deemed to have been held at the Company's registered office.
- 14.8 A General Meeting must be held:
 - a) at a reasonable time;
 - b) if the meeting is being held at a physical location or locations and any of the Members are entitled to physically attend the meeting - at a reasonable location or locations; and
 - c) if virtual meeting technology is used in holding the meeting- the technology must provide the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.

- 14.9 A meeting is taken to be held at a reasonable time if any of the following applies:
- a) if there is only one location at which the Members who are entitled to physically attend the meeting may do so - the meeting is held at a time that is reasonable at the location;
 - b) if there are two or more locations at which the Members who are entitled to physically attend the meeting may do so - the meeting is held at a time that is reasonable at the main location for the meeting as set out in the notice of the meeting; and
 - c) if the meeting is held using virtual meeting technology - the meeting is held at a time that is reasonable at the Company's registered office.

15. Notice of a General Meeting

- 15.1 Notice of a General Meeting must be given to:
- a) each Member;
 - b) each Director; and
 - c) the auditor, if any.
- 15.2 Notice of a General Meeting must include:
- a) the time, date and place of the General Meeting or the technology, or both, that will be used to facilitate the General Meeting;
 - b) if virtual meeting technology is to be used in holding the meeting - sufficient information to allow the members to participate in the meeting by means of the technology;
 - c) the general nature of the General Meeting's business;
 - d) if applicable, that a special resolution is to be proposed and the words of the proposed special resolution; and
 - e) a statement that Members have the right to appoint a proxy.
- 15.3 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 15.4 Notice of a General Meeting may be provided less than 21 days before the meeting if:
- a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 15.5 Notice of a General Meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- a) remove a Director;
 - b) appoint a Director in order to replace a Director who was removed; or

- c) remove an auditor.
- 15.6 The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.
- 15.7 A Member's attendance at a General Meeting waives any objection that that Member may have to a failure to give notice, or the giving of a defective notice, of the General Meeting.

16. Quorum at a General Meeting

- 16.1 A quorum for a General Meeting is the lower of:
 - a) one third of Members present and entitled to vote; or
 - b) 10 Members present and entitled to vote.
- 16.2 For the purposes of a quorum, Members may be present by their Representative or by proxy.
- 16.3 No business may be conducted at a General Meeting if a quorum is not present.
- 16.4 If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - a) if convened by or on requisition of Members - the General Meeting is dissolved; and
 - b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the General Meeting.

17. Chairperson of a General Meeting

- 17.1 The Chair will preside as chairperson at a General Meeting.
- 17.2 If there is no Chair, or if the Chair is absent from a General Meeting, or is unable or not willing to act as chairperson of the General Meeting or of part of the General Meeting, then the following persons shall preside as chairperson of the General Meeting (in order of precedence):
 - a) the Deputy Chair; or
 - b) a Director or other person as elected by the Members present.
- 17.3 The chairperson of a General Meeting is responsible for the conduct of the meeting. Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson whose decision is final.
- 17.4 The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:

- a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
 - b) terminate debate or discussion; and
 - c) adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll.
- 17.5 The chairperson of a General Meeting may at any time during the course of a General Meeting, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 17.6 When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

18. Decisions at a General Meeting

- 18.1 Unless otherwise required by this Constitution or the Corporations Act, questions arising at a General Meeting are to be decided by ordinary resolution which is a resolution passed by a simple majority of the votes cast.
- 18.2 Each Member entitled to vote has one vote. The vote may be exercised in by the Representative, by proxy, or, when applicable, by direct vote.

19. Methods of voting at a General Meeting

- 19.1 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless a poll is required under this constitution or the Corporations Act, or is demanded by:
- a) the chairperson of the General Meeting;
 - b) at least five Members entitled to vote on the resolution; or
 - c) Members with at least five per cent of the votes that may be cast on the resolution on a poll.
- 19.2 Proxies shall not be counted on a vote by a show of hands.
- 19.3 A proxy holder does not need to be a Member.
- 19.4 Except for the chairperson of the General Meeting, a proxy holder must not hold more than one proxy.
- 19.5 A proxy appointment may specify the way the proxy must vote on a particular resolution.
- 19.6 The proxy holder must vote on a proposed resolution in accordance with a direction set out in the proxy appointment, if any.

- 19.7 Proxy forms must be received by the Company at least 48 hours before a General Meeting at the address (which may be an electronic address) stated in the notice.
- 19.8 A proxy does not have the authority to speak and vote for a Member at a General Meeting while the Member is at the meeting.
- 19.9 A poll requested on a resolution at a General Meeting must be taken in the manner and at the time and place the chairperson of the meeting directs.
- 19.10 The result of a poll requested and taken on a resolution of a General Meeting is a resolution of that meeting.
- 19.11 A Member entitled to vote at a General Meeting may vote by direct vote using electronic means where such an option is offered by the Board.
- 19.12 The Board may prescribe By-laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote in order for the vote to be valid.
- 19.13 An objection to the qualification of a Member to vote at a General Meeting:
- a) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - b) must be referred to the chairperson of the meeting whose decision on the qualification to vote is final.
- 19.14 If virtual meeting technology is used to hold a General Meeting and a document is required or permitted to be tabled at the meeting, the document is taken to have been tabled at the meeting if the document is:
- a) given to the persons entitled to attend the meeting (whether physically or by using virtual meeting technology) before the meeting; or
 - b) made accessible to the persons attending the meeting (whether physically or by using virtual meeting technology) during the meeting

20. Cancellation or postponement of a General Meeting

- 20.1 The Board in its discretion may cancel, postpone or change the venue of an upcoming General Meeting, by giving notice of the changes.

21. Member's Resolutions

- 21.1 Members with at least five per cent of the votes that may be cast on a resolution may:
- a) provide written notice to the Company of a resolution they propose to move at a General Meeting, such resolution being

one that may be properly considered at a General Meeting (**Member's Resolution**); and/or

- b) forward a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**Member's Statement**).

- 21.2 A notice of a Member's Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 21.3 A request to distribute a Member's Statement must set out the text of the statement to be distributed and be signed by the Members making the request.
- 21.4 Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- 21.5 The percentage of votes that Members have is to be worked out as at midnight before the request or notice is given to the Company.
- 21.6 If the Company has been given notice of a Member's Resolution, the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 21.7 This clause 21 does not limit any other right of a Member to propose a resolution at a General Meeting.
- 21.8 If the Company has been given a notice or request under this clause 21:
 - a) in time to send the notice of proposed Member's Resolution or a copy of the Member's Statement to Members with a notice of meeting - it must do so at the Company's cost, or
 - b) too late to send the notice of proposed Member's Resolution or a copy of the Member's Statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Member's Resolution or a copy of the Member's Statement - however, at a General Meeting, the Members may pass a resolution that the Company will pay these expenses.
- 21.9 The Company does not need to send the notice of proposed Member's Resolution or a copy of the Member's Statement to Members if:
 - a) it is more than 1,000 words long;
 - b) the Board considers it may be defamatory;
 - c) clause 21.8b) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Member's Resolution or a copy of the Member's Statement to Members; or

- d) in the case of a proposed Member's Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

D. BOARD OF DIRECTORS

22. Board composition

- 22.1 The Board will have a maximum of eight Directors comprising:
 - a) six Directors elected by the Members (**Elected Directors**); and
 - b) up to two Directors appointed by the Board in accordance with clause 23 (**Appointed Directors**).
- 22.2 Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to less than three Directors, in which case the continuing Directors may act only:
 - a) to appoint Directors for the purpose of increasing the number of Directors to three or higher according to clause 27.1;
 - b) to convene a General Meeting; or
 - c) in an emergency.

23. Appointed Directors

- 23.1 The Board may appoint up to two Appointed Directors upon such terms and conditions as the Board determines.
- 23.2 When filling the Appointed Director positions, the Board will endeavour to ensure the appropriate mix of skills, experience, perspectives or geographic representation on the Board where reasonably practicable.

24. Eligibility of Directors

- 24.1 A person is eligible for election or appointment as a Director if:
 - a) they are over the age of 18 years;
 - b) they give their signed consent to act as a Director to the Company;
 - c) they are not ineligible to be a Director under law;
 - d) they are not an employee of the Company; and
 - e) in the case of Elected Directors, they are an employee, owner or director of a Member.

25. Term of office for Directors

- 25.1 The term of office of an Elected Director commences at the conclusion of the Annual General Meeting at which their election is

declared or announced and ends at the conclusion of the second following Annual General Meeting.

- 25.2 If eligible, a retiring Elected Director may be nominated for re-election.
- 25.3 The term of office of an Appointed Director commences at the time of the resolution of the Board under which the Director is appointed and ends at such time as the Board determines at the time of appointment, being no more than two years later.
- 25.4 If eligible, an Appointed Director whose term expires may be re-appointed.
- 25.5 The maximum continuous period for which a person may hold office as a Director is six consecutive years.
- 25.6 A person who has held office as a Director for the maximum continuous period is eligible for re-election or reappointment after a period of 18 months has elapsed from the date that the person last held office as a Director.
- 25.7 The maximum continuous period for which a person may hold office as a Director does not include any period of a person's appointment to fill a casual vacancy under clause 27.1.

26. Election of Elected Directors

- 26.1 The Board may make By-laws consistent with this constitution regarding the procedures for the conduct of elections and the process for the nomination of Directors.
- 26.2 Prior to an Annual General Meeting, the Board will give notice of the number of Elected Director vacancies to be filled and invite the nomination of candidates from eligible Members.
- 26.3 Candidates for election as an Elected Director must satisfy the requirements under clause 24.1.
- 26.4 Only financial Members may nominate candidates for election as an Elected Director.
- 26.5 Nominations must:
 - a) be in writing in the form determined by the Board;
 - b) include any required information (such as the candidate's skills and experience) as determined by the Board;
 - c) be endorsed by a second Member;
 - d) contain the signed consent of the candidate; and
 - e) be received by the Secretary in the time and format prescribed by the Board.
- 26.6 If the number of nominations for the election of Directors exceed the number of vacancies to be filled, then a ballot will be conducted in accordance with the By-laws.

- 26.7 If a ballot is to be conducted, the Board will appoint a returning officer who must not be a Director or a candidate.
- 26.8 The results of an election of Directors will be announced at the Annual General Meeting.
- 26.9 If the number of nominations received for the election of Directors is equal to or less than the number of vacant positions to be filled then the candidates will be declared elected at the Annual General Meeting.
- 26.10 Any unfilled positions as a result of an insufficient number of candidates will be deemed casual vacancies.

27. Casual vacancies on the Board

- 27.1 If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible individual to fill the vacancy and such appointee holds office for the remainder of the predecessor's term.

28. Ceasing to be a Director

- 28.1 In addition to any other way, a Director ceases to be a Director if they:
- a) resign by written notice to the Secretary;
 - b) are subject to any of the circumstances prescribed by the Corporations Act resulting in the ending or vacating of the office;
 - c) become of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health unless, in the opinion of a majority of Directors, the Director can fully participate in the governance of the Company despite their mental incapacity;
 - d) die;
 - e) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Corporations Act, the Board resolves otherwise;
 - f) are convicted on indictment of an offence and the Board does not resolve to confirm the Director's appointment to the office of Director at the next meeting of the Board after that conviction;
 - g) are absent, without the consent of the Board, from three consecutive meetings of the Board, unless the Board resolves otherwise;
 - h) fail to disclose a material personal interest in breach of the law, unless at its next meeting the Board resolves otherwise;
 - i) are removed as a Director by ordinary resolution of the Company in General Meeting;
 - j) become a paid employee of the Company;

- k) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Company or towards Members or their employees;
- l) are an Elected Director and cease to be employed by or a director or owner of the Member at which they were employed or a director or owner of at the time of appointment or election, unless the Board resolves otherwise; or
- m) are an Elected Director who is an employee, director or owner of a Member and that Member ceases to be a Member, unless the Board resolves otherwise.

29. No Alternate Directors

29.1 Directors are not entitled to appoint Alternate Directors.

30. Office Bearers

30.1 The Board will elect from amongst the Directors the following office bearers:

- a) a Chair; and
- b) a Deputy Chair.

30.2 The Board may appoint other office bearers as it sees fit.

30.3 A Director may not hold more than one office bearer role at a time.

30.4 The Board may determine the period for which a Director holds an office bearer role, subject to clause 30.5.

30.5 The maximum continuous period for which a Director may hold office as Chair is three consecutive years.

30.6 An office bearer shall not hold office beyond the time of their retirement or removal from the Board as a Director.

30.7 An office bearer shall have such powers and duties as specified in this constitution, as required by law and as determined by the Board.

31. Powers of the Board

31.1 The business and affairs of the Company are to be managed by or under the direction of the Board which may exercise all the powers of the Company that are not required by the Corporations Act or by this constitution to be exercised by the Company in General Meeting.

32. Duties of Directors under common law and legislation

32.1 The Directors must comply with their duties as Directors under relevant legislation and the common law.

32.2 Without limiting clause 32.1, the Directors must comply with the following duties:

- a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- b) to act in good faith in the best interests of the Company and to further the Purposes of the Company;
- c) not to misuse their position as a Director;
- d) not to misuse information they gain in their role as a Director;
- e) to maintain the confidentiality of information received in their role as a Director;
- f) to disclose any material conflicts of interest in the manner set out in this constitution;
- g) to ensure that the financial affairs of the Company are managed responsibly; and
- h) not to allow the Company to operate while it is insolvent.

33. Delegation of powers

33.1 The Board may delegate any of its powers to:

- a) a committee;
- b) a Director;
- c) an employee of the Company; or
- d) any other person,

and may revoke that delegation.

33.2 A delegate must exercise the powers delegated in accordance with any directions, terms and conditions set by the Board.

34. By-laws

34.1 The Board may from time to time may by resolution make, amend, or repeal such By-laws as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company.

34.2 Such By-laws shall:

- a) be consistent with this constitution; and
- b) be binding on the Board and the Members.

35. Payments to Directors

35.1 Directors are not entitled to be paid fees for acting as a Director.

35.2 Directors are entitled to:

- a) be paid for any work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; and

- b) be reimbursed for expenses properly incurred by the Director in connection with the affairs of the Company.
- 35.3 Any payment made under clause 35.2 must be approved by the Board.
- 35.4 The Company may pay premiums for insurance indemnifying Directors, as allowed by law (including the Corporations Act) and this constitution.

36. Conflict of interest

- 36.1 A Director must disclose the nature and extent of any material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution):
- a) to the other Directors; or
 - b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- 36.2 Subject to clause 36.3, a Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a circular resolution) must not:
- a) be present at the meeting while the matter is being discussed; or
 - b) vote on the matter.
- 36.3 Despite the existence of a material personal interest, a Director may still be present and vote if:
- a) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company;
 - ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present;
 - iii) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - iv) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
 - v) their interest relates to a payment by the Company in respect of an indemnity provided for in this constitution, or any contract relating to an indemnity that is allowed under the Corporations Act; or
 - vi) Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter.
- 36.4 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which

any Director may be in any way interested is voided or rendered voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.

36.5 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

37. Frequency and mode of Board meetings

37.1 The Board may meet together (including by technological means) for the despatch of business and adjourn and otherwise regulate its meetings as frequently and in the manner, it sees fit.

38. Calling a Board meeting

38.1 The Chair or any two Directors may at any time, and, upon the request of the Chair or any two Directors, the Secretary, must convene a Board meeting.

39. Notice of a Board meeting

39.1 Unless special circumstances apply, at least 48 hours' notice must be given to each Director of the place, date and time of a Board meeting.

39.2 Notice of a Board meeting must be given by such means as have been agreed by the Directors.

39.3 Non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the meeting.

40. Chair of a Board meeting

40.1 The Chair is entitled to preside as chairperson at Board meetings.

40.2 If the Chair is unable to chair the Board meeting (e.g due to absence or unwillingness), the Deputy Chair is entitled to chair Board meetings.

40.3 If the Deputy Chair is unable to chair the Board meeting, the Directors at a Board meeting may choose a Director to be the chairperson of the Board meeting.

41. Quorum at a Board Meeting

41.1 The quorum for a meeting of the Board shall be the number that is a majority of the Directors currently in office.

41.2 No business may be transacted at a Board meeting unless a quorum of Directors is present during the time the business is dealt.

42. Decisions of the Board

42.1 A resolution of the Board must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

42.2 The Board may pass a resolution, without a meeting of the Board being held if the proposed resolution is sent to the Directors and a

majority of Directors, assent to the resolution in writing within the time specified. The resolution is taken to have been passed on the date the resolution was assented to by the last Director who constituted the majority of Directors in favour.

43. Validity of acts of Directors

- 43.1 All acts done at any meeting of the Board or by any individual acting as a Director shall be valid even if it is later discovered that there was a defect in the appointment of an individual as a Director or the individual not being entitled to vote.

E. ADMINISTRATIVE MATTERS

44. Secretary

- 44.1 The Board must appoint at least one Secretary.
- 44.2 The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines.
- 44.3 The Board may remove any Secretary so appointed, subject to the terms of any contract and the law.
- 44.4 The Secretary has such powers and duties as specified in this constitution, as required by the Corporations Act, and as determined by the Board.

45. Minutes

- 45.1 The Board must ensure that the following records are taken and kept (which may be in electronic form):
- a) proceedings and resolutions of General Meetings;
 - b) proceedings and resolutions of Board meetings;
 - c) proceedings of committee meetings; and
 - d) resolutions passed by the Board without a meeting
- 45.2 The Company must ensure that the minutes of a meeting are signed within a reasonable time after the meeting (usually within one month) by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting.

46. Inspection of records

- 46.1 The Board must ensure that the minutes for General Meetings are available for inspection by Members in accordance with the Corporations Act.
- 46.2 A Member other than a Director does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.

47. Time for service of notices

- 47.1 Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.
- 47.2 Where a notice is sent by email or other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

48. Method for service of notices

- 48.1 A notice may be given by the Company to a Member:
- a) by serving it on the Member personally;
 - b) by sending it by post to the Member's address as shown in the register of Members;
 - c) by sending it to an electronic contact address (such as an email address) that the Member has supplied to the Company or using which the Member has contacted the Company in the past; or
 - d) by making a copy of it accessible electronically (for example on a website of, or related to, the Company, or using a hyperlink or other technology) and advising the Member of its availability via the electronic contact address.

49. Accounts and audit

- 49.1 The Company must make and keep written financial records that:
- a) correctly record and explain its transactions and financial position and performance, and
 - b) enable true and fair financial statements to be prepared and to be audited (if required).

50. Indemnity and insurance

- 50.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 50.2 In this clause, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.
- 50.3 In this clause, 'to the relevant extent' means:
- a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and
 - b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 50.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company:

- 50.5 To the extent permitted by law the Company may:
- a) purchase and maintain insurance; or
 - b) pay or agree to pay a premium for insurance,
- against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

51. Changes to the constitution

- 51.1 The Company may modify or repeal its constitution, or a provision of its constitution, by special resolution.

52. Access

- 52.1 A Director has a right of access to the financial records of the Company at all reasonable times.
- 52.2 If the Board agrees, the Company must give a Director or former Director access to:
- a) certain documents, including documents provided for or available to the Directors; and
 - b) any other documents referred to in those documents.

53. Winding Up

- 53.1 If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member of the Company.
- 53.2 Subject to the Corporations Act, any other applicable Act and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more organisations:
- a) with purposes similar to, or inclusive of, the Purposes; and
 - b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- 53.3 The decision as to the organisation(s) to be given the surplus assets
- a) must be made by a special resolution of Members at or before the time of winding up; or
 - b) if the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.

54. Transitional arrangements

- 54.1 Upon registration of the Company, the members of the Association of Agricultural Field Days of Australasia Incorporated (NSW incorporation number INC1901167) will become Members of the Company.
- 54.2 The Directors to hold office from the date the Company is registered shall be those individuals listed as Directors in the application to

register the Company and such Directors will be designated as the **Initial Elected Directors**.

- 54.3 The Board may appoint up to two Appointed Directors at any time after registration of the Company.
- 54.4 In conjunction with the Company's first Annual General Meeting:
- a) one-half (rounded down if not a whole number) of the Initial Elected Directors will retire, but they may be eligible to be nominated for re-election. If re-elected, for the purposes of clause 25.5 the counting of the term limit commences from the end of the Company's first Annual General Meeting; and
 - b) elections will be held for three Elected Director positions in accordance with clause 26.
- 54.5 In conjunction with the Company's second Annual General Meeting;
- a) the remaining Initial Elected Directors will retire, but they may be eligible to be nominated for re-election. If re-elected, for the purposes of clause 25.5 the counting of the term limit commences from the end of the Company's second Annual General Meeting; and
 - b) an election will be held for three Elected Director positions in accordance with clause 26.
- 54.6 At the Company's first and second Annual General Meetings, the Initial Elected Directors will agree amongst themselves which of them is to retire but, if they cannot agree, lots will be drawn to determine which Initial Elected Directors will retire at the respective Annual General Meetings.
- 54.7 The Directors holding the office bearer positions of Chair, Deputy Chair and Treasurer of the Association of Agricultural Field Days of Australasia Incorporated immediately prior to the date of registration of the Company will continue in these roles until otherwise replaced in accordance with this constitution.
- 54.8 The Company's initial Secretary will be the individual listed as the Secretary in the application to register the Company.
- 54.9 The position of secretary of the Association of Agricultural Field Days of Australasia Incorporated will cease upon the registration of the Company.
- 54.10 Any existing committee established by the board of the Association of Agricultural Field Days of Australasia Incorporated will become, upon the registration of the Company, a committee of the Board of the Company until such time as the Board determines that the committee is to cease operations.

END OF CONSTITUTION