

CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE
CONSTITUTION

OF

NUFFIELD AUSTRALIA
Amended 21st September 2017

1. Preliminary

The replaceable rules as set out in the Corporations Law shall not apply to the Association except in so far as they are repeated or contained in this Constitution by necessary implication.

2. (a) Objects

- (i) The object of the Association is to provide excellence in all aspects of Australian agricultural production distribution and management through the adoption of local and international best practice and the continuous development of a unique network of industry leaders and innovators.
- (ii) In furtherance of the above object but no further or otherwise the Association may:-
 - (1) provide scholarships to Australian agriculturists who fulfil the conditions required in Clause 2(b) to study worldwide;
 - (2) obtain, collect and receive money and funds by way of contributions, donations, grants and any other lawful method;
 - (3) procure to be written and print, publish and issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets or other documents;
 - (4) arrange and provide for and join in arranging and providing for the holding of exhibitions, meetings, lectures and classes;
 - (5) enter into such contracts and agreements with Australian Nuffield Farming Scholars and other persons and corporations as the Board may determine; and
 - (6) engage in such other activities for the promotion of the charitable purposes defined in paragraph (a) of this Clause as the Board may from time to time determine.

(b) **Eligibility for Award of Scholarship**

(i) The scholarships, which shall be known as "Australian Nuffield Farming Scholarships", shall be open to all persons (male or female) who are ordinarily resident in Australia and are also:-

- (1) farmers or farm managers involved in any form of agriculture; or
- (2) persons who satisfy such other conditions connected with the advancement of agriculture as may be determined by the Board.

(ii) Applications for the scholarships shall be made in such form and manner as the Board shall require and the person who has been awarded a holder of a scholarship shall be known as an "Australian Nuffield Farming Scholar".

(c) **Property & Assets**

(i) The property assets and income of the Association whencesoever derived shall be applied towards the promotion of the object of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever by way of profit to Members. No Member or individual shall have any proprietary right or interest in any of the real or personal property of the Association provided that nothing herein contained shall prevent payment in good faith of remuneration to any officers or servants of the Association or to any Member or other person in return for any services actually rendered to the Association, nor prevent the payment of interest on money borrowed from any Member.

(ii) The capital fund represented by the investments transferred from The Nuffield Farming Scholars Association to the Association shall not be dissipated and only the income therefrom shall be used by the Association in the furtherance of its objects.

(d) **Payment to Directors**

The Association is prohibited from making any payment to any director of the Association other than:

(i) for the payment of out-of-pocket expenses incurred by the director in the performance of any duty as director of the Association where the amount payable does not exceed an amount previously approved by the directors of the Association;

(ii) for payment of any service rendered to the Association by the Director in a professional or technical capacity, other than in the capacity as director, where the provision of the service has the prior approval of the directors of the Association and where the amount payable is approved by the directors of the Association and is not more than an amount which commercially would be reasonable payment for the service; or

(iii) for payment of any salary or wage due to the director as an employee of the Association where the terms of employment have been approved by the directors of the Association.

- (iv) for the provision of a financial benefit to a director to which subsection 243K (7A) of the law refers or payment of an insurance premium in respect of a contract insuring a Director to which subsection 243K (7B) of the law refers.

Definitions

3. (a) In this Constitution, unless the subject or context otherwise requires:
- (i) "Awards Committee" means the Committee established pursuant to Clause 54;
 - (ii) "Board" means the Board of Directors of the Association for the time being or such of them as have authority to act for the Association;
 - (iii) "By-laws" and "Rules" means by-laws and rules made pursuant to this Constitution;
 - (iv) "The law" means the Corporations law;
 - (v) "Company" includes corporations wheresoever incorporated or domiciled and "corporation" shall include company wheresoever incorporated or domiciled;
 - (vi) "Directors" means the members of the Board of Directors from time to time elected or appointed pursuant to this Constitution;
 - (vii) "Association" means Nuffield Australia;
 - (viii) "Member" means a member of the Association in accordance with the provisions of this Constitution and includes a Life Member appointed pursuant to Clause 13;
 - (ix) "Month" means calendar month;
 - (x) "Office" means the registered office of the Association for the time being;
 - (xi) "Public Fund" means the Public Fund to be known as "Australian Nuffield Farming Scholars Public Fund";
 - (xii) "Register" means the register of members to be kept in accordance with the Law;
 - (xiii) "Registered Address" means the address of a Member as shown in the Register of Members of the Association;
 - (xiv) "Scholarships" means the Australian Nuffield Farming Scholarships;
 - (xv) "Secretary" includes any person appointed to perform the duties of secretary temporarily and where more than one secretary has been appointed means any of such secretaries;
 - (xvi) "this Constitution " means this Constitution as altered or added to from time to time and any reference to any Clause by number is a reference to the Clause of that number in this Constitution;

- (xvii) "Writing" and "written" includes printing, typing, lithography and other modes of reproducing words in a visible form;
- (xviii) words which are given a special meaning by the Law shall have the same meaning in this Constitution;
- (xix) "a reference to the Law or any section thereof shall be read as though the words" or any statutory modification thereof of any statutory provision substituted therefore" were added to such reference;
- (xx) words importing the singular include the plural and vice versa, the masculine includes the feminine and words importing persons shall include the neuter and vice versa;
- (b) The headings and marginal notes contained in this Constitution are included for convenience of reference only and shall in no way effect or be taken into account in connection with the construction of this Constitution.

Membership

4.
 - (a) The persons who have consented to become members of the Association and such other persons as the Board shall admit to membership in accordance with this Constitution shall, subject to these provisions, be Members of the Association.
 - (b) The following persons shall be eligible to be Members in the categories provided for under this Constitution:-
 - (i) persons who have been awarded and completed Nuffield Farming Scholarships and who are ordinarily resident in Australia;
 - (ii) such persons who in the opinion of the Board have performed outstanding services in the development practice or science of agriculture in Australia;
 - (iii) such corporations or other organisations as the Board shall determine.
5. Applications for membership shall be made in such form as the Board shall from time to time prescribe or in any particular case accept.
6. As soon as practicable after the receipt of any application for membership of the Association, such application shall be considered by the Board which may, in its absolute discretion determine whether or not the applicant shall be accepted as a Member. In no case shall the Board be required to give any reason for failure or refusal to admit an applicant as a Member.
7. When an applicant has been accepted for membership the Secretary shall forthwith enter his/her name in the Register under the classification of membership and send to the applicant written notice of his/her acceptance.

Subscriptions

8. The Board may from time to time determine that Members shall pay a subscription and shall determine the amount of any such subscription for each class of membership. Subject to Clause 9 the first subscription may be made payable at any time and any subsequent subscription shall be payable at such time as the Board may determine but not less than twelve (12) months after the date upon which the previous subscription was payable.
9. The Board shall give to all Members not less than one (1) month's notice of the amount of any subscription determined as aforesaid and of the date such subscription is payable.

Cessation of Membership

10. If the subscription of a Member (other than an Australian Nuffield Farming Scholar) shall remain unpaid for a period of six (6) months after it becomes due then the Board may resolve that the Member shall cease to be a Member.
11. A Member may at any time by giving notice in writing to the Secretary resign his/her membership of the Association.
12. If any Member shall wilfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or derogatory or prejudicial to the interests of the Association the Board shall have power by resolution to expel the Member from the Association PROVIDED that at least one (1) week before the meeting of the Board at which such a resolution is proposed to be passed the Member shall have had notice of such meeting and of what is alleged against him/her and of the intended resolution and that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit and provided further that any such Member may by notice in writing lodged with the Secretary at least twenty-four (24) hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Association in general meeting and in that event a general meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Member concerned shall be expelled.

Honorary Life Membership

13. The classes of membership shall be:
 - (a) Member;
 - (b) Associate Member;
 - (c) Life Member;
 - (d) Corporate member; and
 - (e) Honorary Member.
- 13A.
 - (a) A Member shall be a person who is an Australian Nuffield Farming Scholar and, other than an Associate Member, Life Member, Corporate Member or Honorary Member, has been approved by the Board for membership of the Association.
 - (b) An Associate Member shall be a person who is not an Australian Nuffield Farming Scholar but has been approved by the Board for membership of the Association.

- (c) A Life Member shall be a member who is an Australian Nuffield Farming Scholar and elected by a general meeting for life membership on the recommendation of the Board for distinguished service to the Association.
 - (d) A Corporate Member shall be a Company who has been approved by the Board for membership of the Association.
 - (e) An Honorary Member shall be a person not holding any other form of membership, elected by a General meeting for Honorary Membership who is not an Australian Nuffield Farming Scholar and on the recommendation of the Board for distinguished service to the Association.
- 13B. (a) In respect of Membership classes only Members and Life Members approved under Clause 13A(a) and (c) shall have the right to vote at any general meeting.
- (b) For the purposes of the provisions of the Constitution the use of the term 'Members' shall include all classes of members except for Clauses 13, 13A and 13B and where other provisions may be in conflict with Clauses 13, 13A or 13B the provisions of Clauses 13, 13A and 13B shall take precedence.

General Meetings

14. An annual general meeting of the Association shall be held in accordance with the provisions of the Law.
15. A general meeting of the Association may be convened by the Board when and at such times and places as it thinks fit and shall be convened at the times and in the manner prescribed by the Law. A general meeting may also be convened upon the requisition of the Chairman or any ten (10) members.
16. Subject to the provisions of the Law relating to special resolutions, not less than twenty-eight (28) days notice of any general meeting, specifying the place, day and hour of the meeting and, in the case of special business, the general nature of such business, shall be given in manner hereinafter provided to the Members entitled to be present at the meeting (unless a Members shall be overseas) and to the auditor.
17. Subject to the provisions of the Law the non-receipt of a notice by or the accidental omission to give a notice to any of the Members of any general meeting shall not invalidate any resolution passed at any such meeting. Proceedings at Meeting.
18. The business of an annual general meeting shall be all or any of the following:- To receive and consider the balance sheet, the income and expenditure account, and the reports of the Board and of any auditor, the election of members of the Board, and to transact any other business which, under the Law or this Constitution, ought to be transacted at any annual general meeting and any business which is brought under consideration by any reports of the Board issued with the notice convening the meeting. All other business transacted at an annual general meeting and all business transacted at any other general meeting shall be deemed special. An auditor shall be entitled to attend and be heard on any part of the business of any general meeting which concerns him/her as auditor.
19. The quorum for a general meeting shall be five (5) Members present in person or by representative, proxy or attorney. No business shall be transacted at any meeting except the

election of a Chairperson and the adjournment of the meeting, unless the requisite quorum be present at the commencement of business.

20. The Chairperson of the Board shall be entitled to take the chair at every general meeting, or if there be no chairperson or if at any meeting he/she shall not be present at the time appointed for holding the meeting or being present shall be unwilling to act as chairperson of the meeting the Vice-Chairperson shall be entitled to take the chair or if there be no Vice-Chairperson or if at any meeting he/she shall not be present at the time-for holding the meeting or being present shall be unwilling to act as chairperson of the meeting, the persons present and entitled to vote may choose another Director as chairperson and, if no Director be present or if all the Directors present decline to take the chair, then such persons shall choose one of their number to be chairperson of that meeting.
21. If within fifteen (15) minutes from the time appointed for a meeting a quorum be not present, the meeting, if convened upon a requisition, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and, if at such adjournment meeting a quorum be not present within fifteen (15) minutes from the time appointed for holding the meeting, the meeting shall be dissolved.
22. The chairperson of a general meeting may with the consent of the meeting adjourn the same from time to time and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
23. Every question submitted to a meeting shall be decided in the first instance by a show of hands of the members personally present and entitled to vote, and, in the case of an equality of votes, the chairperson shall, both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a Member or as a proxy, attorney or duly appointed representative of a Member.
24. At any meeting, unless a poll be demanded (before or upon the declaration of the result of the show of hands) by the chairperson or by at least two (2) Members then present personally or by representative, proxy or attorney a declaration by the chairperson that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Association signed by the chairperson of the or the next succeeding meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. If a poll be demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the chairperson shall determine the same and such determination made in good faith shall be final and conclusive and not questioned.
26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be

demanded on the election of a chairperson of a meeting and a poll demanded on any question of adjournment shall be taken at the meeting and without adjournment.

27. If any general meeting shall be adjourned for more than twenty-one (21) days, a notice of such adjournment shall be given to all the Members in the same manner as notice was or ought to have been given of the original meeting.

Votes of Members

28. Every Member entitled to vote present in person or by representative shall on a show of hands have one (1) vote, and on a poll every Member voting in person or by representative, proxy or attorney shall have one (1) vote. This Clause does not apply to the election of Directors by the members entitled to vote which is dealt with in Clause 28A.

Election of Directors by Members

- 28A. The election of Directors by members entitled to vote shall be conducted as follows:
- (a) A member entitled to vote for the election of Directors shall:
 - (i) mark the voting paper by making a cross opposite the names of the number of preferred candidates for which that member wishes to vote which may be less than or equal to but not more than the number required to fill;
 - (ii) insert the members name where indicated on the voting paper; and
 - (iii) send the voting paper to the Company Secretary at the postal address or email address provided on the voting paper.
 - (iv) All formal voting papers are to be received by the Secretary not later than 4.00pm on the day, two days prior to the Annual General Meeting.
 - (b) The Directors shall appoint a Scrutineer to be present when the Secretary counts the votes after the time as set out in Clause 28A (b) and prior to the Annual General Meeting.
 - (c) A voting paper shall be declared informal if it:
 - (i) does not indicate a vote for a least one candidate or indicates a vote for a number of candidates in excess of the number of candidates necessary to fill the vacancies;
 - (ii) does not contain the members name; or
 - (iii) is ambiguous or otherwise not in accordance with the Constitution.
29. Any Member may appoint a proxy to vote on his/her behalf and may direct the proxy or proxies to vote either for or against each or any resolution. A proxy need not be a Member of the Association. The instrument appointing a proxy (and power of attorney, if any, under which it is signed or proof thereof to the satisfaction of the Board) shall be deposited at the Office, or such other place or places as the Board may determine from time to time, not less than thirty-six (36) hours before the time for holding the meeting or adjourned meeting or poll at which the person named in such instrument proposes to vote.
30. An instrument appointing a proxy may be in the usual common form or in such other form as the Board may from time to time prescribe or accept. The proxy shall be deemed to include the right to demand or join in demanding a poll and shall (except to the extent to which the proxy is specifically directed to vote for or against any proposal) include power to act generally at the meeting for the person giving the proxy. An instrument appointing a proxy whether in the usual common form or not shall unless the contrary is stated thereon be valid as well for any adjournment of the meeting as for the meeting to which it relates and need to be witnessed.

31. Any Member may, by duly executed power of attorney, appoint an attorney to act on his/her behalf at all or certain specified meetings of the Association and such power of attorney or proof thereof to the satisfaction of the Board shall be produced for inspection at the Office or such other place or places as the Board may determine from time to time, together with such evidence of the due execution thereof as the Board may require, before the attorney shall be entitled to act thereunder, and such attorney may be authorised to appoint a proxy for the Member granting the power of attorney.
32. A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death of the principal or revocation of the proxy or power of attorney, provided no intimation in writing of the death or revocation shall have been received at the Office before the meeting. A proxy shall not be revoked by the principal attending and taking part in the meeting, unless such principal actually votes on the poll at such meeting on the resolution for which the proxy is to be used.

Directors

33. (a) The number of Directors shall be not more than eight (8) and not less than five (5) Members. Not less than five (5) of the Directors must be Australian Nuffield Farming Scholars.
- (b) The first Directors shall be the persons nominated by the persons who have consented to become members of the Association and they shall hold office until the next annual general meeting. Successive Directors shall be elected for a period of up to three (3) years.
- (c) In the three (3) months prior to an Annual General Meeting the Secretary shall call for written nominations for Board positions falling vacant that year. If the number of nominations shall exceed the number of vacancies a ballot of all members shall be held.
- (d) Subject to the provisions of the Law the Members may by resolution appoint and remove any Director.
- (e) The total number of Directors elected by Members meeting shall not exceed six (6).
- (f) The Board shall determine the number of vacancies to be filled at any Annual General Meeting provided the provisions of clause 33 are complied with. The Board shall inform the Secretary of the number to be elected three months before an Annual General Meeting.
34. That the Board shall appoint a Selection Committee comprising the Chairperson and not less than three (3) Members. Non-members may be asked to join the Selection Committee but the Nuffield Members on the Selection Committee must represent a majority of the Committee.
- 35A. Subject to the Law the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy in the circumstances listed in Clause 36 or as an addition to the existing Directors, but not so that the total number of Directors does not at any time exceed the number determined in accordance with this Constitution.

- 35B. The term for any Directors appointed under Clause 35A shall be until the next Annual General Meeting.
- 35C. In the event that one or more casual vacancies are created and at the next Annual General Meeting there is still one or two years to complete any of the term(s) of the elected Director(s) who vacated the position of Director, the Board may determine that the balance of the term(s) be filled by election at an Annual General Meeting by the following formula.
1. The nominee with the third highest number of votes shall fill the vacancy with the longest term left to run; and if required
 2. The nominee with the fourth highest number of votes would fill the next longest term left to run and this would continue in order of number of votes obtained by each candidate until all positions are filled.
36. The office of Director shall ipso facto become vacant in any of the following circumstances:
- (a) if he/she shall cease to be a Director by virtue of the Law;
 - (b) if he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (c) if he/she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) if he/she resigns from office by notice in writing to the Association delivered to the Office;
 - (e) if he/she is removed pursuant to Clause 34;
 - (f) if the term for which he/she has been elected shall expire and he/she shall not be re-elected for a further term.

Secretary

37. The Board shall appoint a Secretary and may at any time revoke the appointment and appoint another person in his/her place.
38. The control and direction of the Association and the management of its property and affairs shall be vested in the Board. The Board may exercise all such powers and do all such acts and things as the Association is by this Constitution or by statute or otherwise authorised to exercise and do and are not hereby or by statute directed or required to be exercised or done by the Association in general meeting but subject nevertheless to the provisions of the Association and of this Constitution and to any by-laws or regulations not being inconsistent with this Constitution from time to time made by the - Association in general meeting provided that no such regulation shall invalidate any prior act of the Association which would have been valid if such regulation had not been made.

39. (a) The Board may raise moneys for and on behalf of the Association in such manner as it thinks fit including the solicitation of donations and the borrowing of money either from Members or other persons or organisations on the security of the Association's assets or any of them or without giving security.
- (b) The Board may invest any funds of the Association not forming part of the Public Fund in such manner and for such periods as it thinks fit and may realise any investments or part thereof or change any investments as it thinks fit.
- (c) The Board shall establish a Public Fund to be known as the Australian Nuffield Farming Scholars Public Fund. The Board shall seek donations from the public and all monies received in that regard shall be credited to the Public Fund. Receipts shall be issued for all such donations in the name of the Public Fund.
- (d) The Board shall have control of the Public Fund and no monies shall be paid out of the Public Fund except with the approval of the Board.
- (e) The Public Fund shall be applied solely for the objects of the Association.
- (f) Monies which have been paid or accrued directly or indirectly to the Public Fund as a result of donations and which have not been applied for the objects of the Association can only be invested by the Board in securities in which a trustee may, under any Commonwealth, State or Territory Law, invest without special authorisation. This applies to monies accruing from each particular donation and also to income derived by the Public Fund from the investment of deductible gifts made to it and to any amount representing the proceeds of realisation of the investment of monies arising from the donation and any other monies that the Public Fund shall receive in any way as a result of a deductible donation having been made to it.
40. (a) The Board may from time to time by power of attorney appoint any body corporate, firm or person or persons whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they think fit.
- (b) Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) for and on behalf of the Association, by two (2) Directors or by one (1) Director and some other officer authorised by the Board for the purpose or in such other manner as the Board may from time to time determine.

Proceedings of the Board

42. Subject to this Constitution, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
43. The Chairperson of the Board may at any time and the Secretary shall, upon the request of any three Directors, convene a meeting of the Board; The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, a Director shall not invalidate proceedings at a meeting thereof.
44. Until otherwise decided by a resolution of the Board, the quorum for all meetings of the Board shall be four (4) Directors. No business may be transacted at any meeting unless the requisite quorum be present.
45. The Chairperson shall be entitled to preside at every meeting of the Board at which he/she is present and willing to act. If the Chairperson is not present within fifteen (15) minutes after the time appointed for holding such meeting (or being present is unwilling to act) the Vice-Chairperson, or, if he/she is not present (or being present is unwilling to act) then the Directors present shall choose one of their number to be chairperson of the meeting.
46. Every question submitted to a meeting of the Board shall be decided by a majority of votes and each Director present shall be entitled to one (1) vote. In the event of an equality of votes the Chairperson of the meeting shall have a second or casting vote. In addition to any other method by which a meeting of the Directors may be conducted, any meeting of the Directors may be called or held using any technology consented to by all the Directors including conference telephone or similar communication equipment provided that all Directors participating in the meeting can hear or communicate with each other at the same time. The technology consented to may be a standing one and such consent may only be withdrawn by a Director within a reasonable period before the meeting. Each Director shall have the right to so participate in any such meeting and each such Director so participating shall be deemed to be personally present at the meeting.
47. No Director shall be disqualified by his/her office from contracting or entering into any arrangement with the Association either as a vendor, purchaser or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement, by reason of such Director holding that office or of the fiduciary relation thereby established, but every Director shall observe the provisions of the Law relating to the declaration of the interests of the Directors in contracts or proposed contracts with the Association or of any office or property held by the Directors which might create duties or interests in conflict with their duties or interests as Directors. No Director shall, as a Director, vote in respect of any contract or arrangement in which he/she is so interested as aforesaid and, if he/she does so vote, his/her vote shall not be counted, but this prohibition as to voting shall not apply to any contract by or on behalf of the Association to give any Director any security for advances or by way of indemnity or to any contract or arrangement where the Director of another company, and such prohibition may at any time or times be suspended or relaxed to any extent by the Association in general meeting. A Director who is interested in any contract or arrangement as aforesaid may notwithstanding

such interest attest the affixing of the Common Seal of the Association to any document evidencing or otherwise connected with such contract or arrangement.

48. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Board and of committees of the Board. Such minutes shall be entered in books kept for that purpose and shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
49. The Board may delegate any of its powers to committees consisting of such person or persons as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
50. A committee may elect a chairperson of its meeting but if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting or if present is unwilling to act, the members present may choose one of their number to be chairperson of the meeting.
51. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the eligible members present, and in the case of an equality of votes the chairperson of the committee shall have a second or casting vote.
52. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or act as aforesaid.
53. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more of the Directors.

Award of Scholarships

54.
 - (a) The annual general meeting or in the event of it failing to do so then the Board shall from time to time decide upon the Scholarships to be awarded each year, their value having regard to the funds available, their duration and the conditions under which each shall be held.
 - (b) During the tenure of the scholarship, each Australian Nuffield Farming Scholar shall be required to devote the whole of his time to such forms of practical study as are approved by the Selection Committee and to keep a journal.
 - (c)
 - (i) Within three (3) months of the expiry of the term of his award (or such extended period as the Board may allow) each Australian Nuffield Farming Scholar shall submit to the Board a report of his activities during that term. The Board shall be entitled to publish any report or any of the information contained in it in such a manner as the Board may think fit.

(ii) Each Australian Nuffield Farming Scholar shall disseminate the results of his studies amongst his fellow farmers to the best of his ability.

(d) If an Australian Nuffield Farming Scholar shall, in the opinion of the Board, be failing to diligently comply with any of the purposes for which the Scholarship was awarded to him, the Board shall have power to terminate the scholarship forthwith.

55. The provisions of Clauses 49 to 52 (both inclusive) shall, with modifications as may be necessary, apply to the proceedings of the Selection Committee as if references therein to the Board were to the Selection Committee and to Directors were to members of the Selection Committee.

Audit

56. The Association shall observe the provisions of the law in relation to the appointment of an auditor or auditors.

Execution of Documents

57. (a) The Board may provide and adopt a Common Seal of the Association and shall have power from time to time to destroy the same and to substitute a new Common Seal in its place. The Common Seal shall be kept under such custody and control as the Board may from time to time prescribe. The Common Seal shall not be affixed to any document except pursuant to a resolution of the Board and in the presence of two (2) Directors or a Director and Secretary who shall respectively sign every such document.

(b) The Association may execute a document or a document as a deed if such documents is expressed to be executed as a deed, without affixing the common seal, if the document or deed is signed by one (1) Director and countersigned by another Director or Secretary.

Notices

58. Any notice required by the law or this Constitution to be given to a Member may be given by sending it by post in a prepaid envelope addressed to him/her at his/her last known address. Any notice so posted shall be deemed to have been served at the expiration of twenty-four (24) hours after posting and in proving service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted.

Winding Up

59. If upon the winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the Association and which is a Fund, Authority or Institution approved by the Commissioner of Taxation as a Fund, Authority or Institution referred to in sub section 78 (4) of the Income Tax Assessment Act 1936.

Indemnity

60. Every member of the Board and every committee member, agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him/her arising out of the execution of the

duties of his/her office in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application under the Law in which relief is granted to him/her by a court in respect of any negligence, default, breach of duty or breach of trust.

Amendment

61. This Constitution may be amended by a special resolution of Members passed in accordance with the Law, providing that less than twenty eight (28) days notice of such special resolution shall have been given to Members and providing further that no proposed amendment would have the effect of changing the status of the Association as a non profit making body.

Undertaking

62. Every member of the Association undertakes to contribute to the property of the Association in the event of its being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he/she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars (\$10.00).

The foregoing Constitution has been adopted at the time of incorporation and endorsed by the several persons whose names and addresses are subscribed hereunder as members of the Association on Incorporation.

Name	Address	Signature
Ashley Severin	Curtain Springs Station	
Charles Henry Perkins	11 Walter Street, Claremont, W A	
Terrence James Hehir	Kyabram, Victoria	
James Anthony Geltch	Echuca, Victoria	
Graeme William Box	Victoria	

Witness to the above signatures

M G JELBART

Date 7 MARCH 2000
(No.107345v2)