

**CORPORATIONS ACT**  
**COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**NUFFIELD AUSTRALIA**  
**Amended June 2023**

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**1. Preliminary**

The replaceable rules as set out in the Corporations Act (Cth) 2001 do not apply to the Company except in so far as they are repeated or contained in this Constitution.

**1A. Definitions and Interpretation**

(a) In this Constitution, unless the subject or context otherwise requires:

- (i) "ACNC Act" means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth);
- (ii) "Board" means the Board of Directors of the Company for the time being or such of them as have authority to act for the Company;
- (iii) "By-laws" and "Rules" means by-laws and rules made pursuant to this Constitution;
- (iv) "The Act" means the Corporations Act (Cth) 2001;
- (v) "Directors" means the members of the Board of Directors from time to time appointed pursuant to this Constitution;
- (vi) "Company" means Nuffield Australia;
- (vii) "Member" means a member of the Company in accordance with the provisions of this Constitution;
- (viii) "Month" means calendar month;
- (ix) "Office" means the registered office of the Company for the time being;



- (x) "Public Fund" means the Public Fund to be known as "Australian Nuffield FarmingScholars Public Fund";
  - (xi) "Register" means the register of members to be kept in accordance with the Act;
  - (xii) "Registered Address" means the address of a Member as shown in the Register of Members of the Company;
  - (xiii) "Scholarships" means the Australian Nuffield Scholarships;
  - (xiv) "Company Secretary" includes any person appointed to perform the duties of company secretary temporarily and where more than one company secretary has been appointed means anyone of such secretaries;
  - (xv) "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;
  - (xvi) "Writing" and "written" includes printing, typing, lithography and other modes of reproducing words in a visible form;
  - (xvii) words which are given a special meaning by the Act shall have the same meaning in this Constitution;
  - (xviii) a reference to the Act 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;
  - (xix) 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.

2. (a) **Objects**

- (i) The object of the Company is to advance sustainable and profitable primary production in Australia through delivery of an outstanding international scholarship experience that builds a prestigious agricultural network.
- (ii) In furtherance of the above object but no further or otherwise the Company may:-

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- (1) provide scholarships to Australian primary producers 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, conferences, tours, lectures and classes;
  - (5) enter into such contracts and agreements with Australian Nuffield 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 Scholarships", shall be open to all individual persons who are ordinarily resident in Australia and are also:-
    - (1) persons who are engaged in any form of agriculture, horticulture, aquaculture or fisheries; or
    - (2) persons who satisfy such other conditions connected with the advancement of primary production 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 Scholar".
- (c) **Property & Assets**
- (i) The property assets and income of the Company however derived shall be applied towards the promotion of the object of the Company 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 Company provided that nothing herein contained shall prevent payment in good faith of remuneration to any officers or employees of the Company or to any Member or other person in return for any services actually rendered to the Company, 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 Company shall not borrow funds and shall be used by the Company in the furtherance of its objects.

**(d) Payment to Directors**

The Company is prohibited from making any payment to any director of the Company 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 Company where the amount payable does not exceed an amount previously approved by the directors of the Company;
- (ii) for payment of any service rendered to the Company 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 Company and where the amount payable is approved by the directors of the Company 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 Company where the terms of employment have been approved by the directors of the Company.
- (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.

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**Membership**

- 4. The persons who have consented to become members of the Company 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 Company.
- 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 Company, 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 Company Secretary shall forthwith enter their name in the Register under the classification of membership and send to the applicant written notice of their 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

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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 and of the date such subscription is payable. A Member will only have voting entitlements if their subscription has been paid.

### **Cessation of Membership**

10. If the subscription of a Member (other than an Australian Nuffield Scholar) remains 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 Company Secretary resign their membership of the Company.
12. If any Member wilfully refuses or neglects to comply with the provisions of this Constitution or is 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 Company, the Board may by resolution expel the Member from the Company 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 them and of the intended resolution and that they 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 they may think fit and provided further that any such Member may by notice in writing lodged with the Company 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 Company in general meeting and in that event a general meeting of the Company 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. If a Member is expelled the Company Secretary will remove them from the register of Members.

### **Classes of Membership**

13. The classes of membership are:
- (a) Scholar Member;
  - (b) Fellow Member;
  - (c) Life Member;
  - (d) Corporate member; and
  - (e) Honorary Member,

as described further below.

- 13A. (a) A Scholar Member is a person who is an Australian Nuffield Scholar and, has been approved by the Board for membership of the Company after completion of the Australian Nuffield Scholarship Program, to the satisfaction of the Board.
- (b) A Fellow Member is a person selected by an organisation (e.g. CSIRO) to become part of the Nuffield Scholar year group but who is not an Australian Nuffield Scholar but



receives financial support from that organisation to study and travel as determined and has been approved by the Board for membership of the Company.

- (c) A Life Member is a Member who is an Australian Nuffield Scholar or Honorary Member and is elected by a general meeting for life membership on the recommendation of the Board for distinguished service to the Company.
- (d) A Corporate Member is an organisation who has been approved by the Board for membership of the Company.
- (e) An Honorary Member is a person not holding any other form of membership, elected by a general meeting for Honorary Membership on the recommendation of the Board for distinguished service to the Company, they are not Australian Nuffield Scholars.

13B. In respect of Membership classes only Scholar Members and Life Members approved under Clause 13A(a) and (c) shall have the right to vote at any general meeting. All Members have the right to be present, speak and ask questions at any general meeting. Scholar Members voting rights will commence 48 hours after Board approval of their Company membership is confirmed.

- 13C. A Nuffield Scholar is not eligible to be a Director, take a position on a Committee of the Board or a State Committee nor to lead a GFP leg, until they have been admitted as a Scholar Member.
- 13D. A Scholar Member, Fellow Member, Life Member and Honorary Member have the right to serve on Committees of the Board and State Committees.

### General Meetings

- 14. An annual general meeting of the Company will be held once a year within four months of the end of financial year in accordance with the provisions of the Act.
- 15. A general meeting of the Company may be convened by the Board when and at such times and places and using virtual technology as one or the only option for participation as it thinks fit and shall be convened at the times and in the manner prescribed by the Act.
- 16. A general meeting may also be convened upon the requisition of the Chairperson or the Members may requisition the holding of a general meeting as provided by section 249D of the Act or convene a general meeting as provided by section 249F of the Act.
- 16. Subject to the provisions of the Act relating to special resolutions and short notice, 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), to Directors and to the auditor.
- 17. Subject to the provisions of the Act 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.

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## 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, the notification of new Company memberships granted in the prior twelve (12) months and to transact any other business which, under the Act 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 them as auditor.
19. The quorum for a general meeting shall be five (5) Members present in person (including virtually) 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 they 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 they 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. Subject to Clause 26, every question submitted to a general meeting shall be decided by a poll, taking into account all direct votes, proxy votes, attorney votes and in person Member votes. The Chair will 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, a declaration by the chairperson that a resolution has been passed or lost based on all votes received in accordance with Clause 23, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the chairperson of the or the next succeeding meeting, shall be conclusive evidence

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of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

25. A poll 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. 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. A poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll is being undertaken. 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. (a) Every Member entitled to vote (i.e. Scholar Members and Life Members) has one (1) vote whether voting directly in person, or by representative, proxy or attorney on each matter.  
  
(b) A Scholar Member or Life Member will only have the right to vote at a general meeting where their subscription has been paid for the relevant period at least 72 hours prior to the date of the general meeting.
- 29A. Any Member entitled to vote, may vote directly for or against each or any resolution at a general meeting by placing their vote manually or electronically via any means and process as the Board may determine from time to time.
- 29B. Any Member may appoint a proxy to vote on their 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 Company. 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, 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 include power to act generally at the meeting for the person giving it. 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 needs to be witnessed.
31. Any Member may, by duly executed power of attorney, appoint an attorney to act on their behalf at all or certain specified meetings of the Company 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. The number of Directors shall be not more than eight (8) and not less than five (5). Not less than five (5) and not more than six (6) of the Directors must be Australian Nuffield Scholars who are Scholar Members (**Member Directors**).
34. Member Directors will be considered for election by Members at each Annual General Meeting for terms of up to three (3) years. Directors must retire at the third AGM following their last election and may be considered upon expiry of their term for re-election along with other candidates in accordance with the processes outlined in clause 36 or 37. The Company must hold an election of Member Directors every AGM and if there is no Member Director vacancy and no Member Director is due to retire, the Member Director longest in office must retire.
35. The Company Secretary will at least 12 weeks prior to each AGM, call for nominations of Member Directors with reference to the skills, knowledge, expertise and diversity being sought by the Board using the Board Skills Matrix. All applicants must be nominated by two other Members.
36. Applicants will be considered by the Board in accordance with the Policy and Procedure for Selection and re Appointment of Directors and it will determine which applicants will be put to the Annual General Meeting for consideration.
37. Any eligible Member may seek election to the Board as a Member Director by completing and lodging with the Company prior to the distribution of the AGM Notice of Meeting, a nomination form signed and supported by two other Members. A resolution for election that has not resulted from the process outlined in clause 36 above, will not however be supported by Directors.
38. In addition to Member Directors, the Board may appoint at any given time up to three persons who may or may not be a Member of the Company to be Directors for a term of 1 year (**Independent Directors**). Applicants will be considered by the Board in accordance with the Policy and Procedure for Selection and (Re) Appointment of Directors and their appointment will be announced to Members.
39. If a Member Director does not complete their full term, the Board may fill the position on a casual basis for the remainder of the appointed term using the same selection steps as outlined



for selecting a Member Director for AGM consideration, but with the Board making the final appointment decision.

40. Subject to the provisions of the Act, the Members may by ordinary resolution remove any Director.
41. The office of Director shall ipso facto become vacant in any of the following circumstances:
- (a) if the Director ceases to be a Director by virtue of the Act;
  - (b) if the Director becomes bankrupt or makes any arrangement or composition with their creditors generally;
  - (c) if the Director 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 the Director resigns from office by notice in writing to the Company delivered to the Office;
  - (e) if the Director is removed pursuant to Clause 40;
  - (f) if the term for which they were appointed expires and they are not re-appointed for a further term.

#### **Company Secretary**

42. The Board shall appoint a Company Secretary and may at any time revoke the appointment and appoint another person in their place.

#### **Powers of the Board**

43. The control and direction of the Company and the management of its property and affairs shall be vested in the Board. The Board may exercise each and every right, power or capacity of the Company other than those required to be exercised or done by the Company in general meeting.
44. (a) The Board may raise moneys for and on behalf of the Company 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 Company's assets or any of them or without giving security.
- (b) The Board may invest any funds of the Company 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 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 Company.
  - (g) 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 Company 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.
45. (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 Company 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 them.
46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) for and on behalf of the Company, 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**

47. Subject to this Constitution, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
48. The Board must elect one of the Directors to be Chairperson and may elect another to be Vice Chairperson. The Directors may at any time and including during a meeting of Directors or a general meeting, resolve to vacate the office of Chairperson or Vice



Chairperson of Directors. If an office of Chairperson of Directors is vacated in accordance with this clause, the Directors must appoint a replacement Chairperson of Directors in accordance with this clause.

49. The Chairperson of the Board may at any time and the Company 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 Board meeting. It is not necessary to give notice of a Meeting of Directors to any Director who has been granted a leave of absence and their vote is not required for a written resolution.
50. 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.
51. The Chairperson shall be entitled to preside at every meeting of the Board at which they are 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 they are 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.
52. 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 any audio or audio visual communication 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.
53. No Director shall be disqualified by their office from contracting or entering into any arrangement with the Company 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 Company 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 Company 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 Act relating to the declaration of the interests of the Directors in contracts or proposed contracts with the Company 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 they are so interested as aforesaid and, if they do so vote, their vote shall not be counted, but this prohibition as to voting shall not apply to any contract by or on behalf of the Company 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 Company 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 Company to any document evidencing or otherwise connected with such contract or arrangement.

54. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Company 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.
55. 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.
56. The Board will appoint the Chair of each Board Committee and if they are not present the 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.
57. 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.
58. 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.
59. 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.
60. The provisions of Clauses 49 to 54 (both inclusive) 58 and 59 shall, with modifications as may be necessary, apply to the proceedings of any Board Committee as if references in those clauses to the Board were to the Board Committee and to Directors were to members of the Committee.

#### **Award of Scholarships**

61. (a) 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. The terms of each scholarship will be set out in a contract with the scholarship recipient and compliance with this contract by both parties will be monitored by the Board.



- (d) If an Australian Nuffield 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 them, the Board shall have power to terminate the scholarship contract and pursue remedies against the other party under it.

## Audit

62. The Company shall observe the provisions of the Act in relation to the appointment of an auditor or auditors.

## Execution of Documents

63. (a) The Board may provide and adopt a Common Seal of the Company 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 Company Secretary who shall respectively sign every such document.
- (b) The Company 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 Company Secretary.

## Notices

64. A notice is properly given by the Company to a person if it is provided personally, sent by post in a prepaid envelope addressed to them at their last known address or sent to the electronic address nominated by them for service of notices. 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.
65. A notice is treated as being given to a person by the Company:
- (a) where sent by prepaid post three Business Days after the day on which it is posted;
  - (b) where sent by electronic means on the next Business Day after it is sent; or
  - (c) in any other case, when the person actually receives the notice.
66. Subject to the Act and unless the Member elects to only receive a notice via the methods in 64, the Company may give a notice to a Member by:



- (a) sending the Member sufficient information in physical or electronic form to allow the Member to access the notice electronically;
  - (b) sending the document in electronic form by means of an electronic communication; or
  - (c) in the case of annual financial reports or other documents specified in the Corporations regulations made in relation to section 110D(3)(b) of the Act, making the document readily available in electronic form on a website.
- 67 Clauses 64- 66 apply, with the necessary changes, to the service of any communication or document under this Constitution, including:
- (1) annual financial reports;
  - (2) documents relating to a general meeting;
  - (3) resolutions to be considered at a general meeting;
  - (4) notices of members' rights pursuant to section 110K of the Act.

### **Winding Up and Revocation**

68. (a) Subject to the Act and the ACNC Act, if upon the winding up or dissolution of the Company there remains after satisfaction of all debts and liabilities any property whatsoever (including 'gift funds' defined in paragraph (d) below which have been donated to the Company or the Public Fund) the same shall not be paid to or distributed among the Members of the Company but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the Company and which also prohibits the distribution of any surplus assets to its members to at least the same extent as the Company and that is a deductible gift recipient within the meaning of the Income Tax Assessment Act 1997 (Cth) .
- (b) The decision as to the organisation to be given the surplus assets must be made by a special resolution of the Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.
- (c) If the Company or Public Fund's deductible gift recipient endorsement is revoked (whether or not the Company is to be wound up), any surplus gift funds must be transferred to one or more institutions that meet the requirements of Clause 68 (a), as decided by the Board.
- (d) For the purpose of this rule:
- (a) 'gift funds' means:
    - (i) gifts of money or property for the principal purpose of the Company or Public Fund
    - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the Company or Public Fund
    - (iii) money received by the Company because of such gifts and contributions.



(b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

### Indemnity

69. Every member of the Board and every Committee member, Company Secretary and other officer for the time being of the Company is to the extent permitted by law indemnified out of the assets of the Company against any liability incurred by them arising out of the execution of the duties of their office.

### Amendment

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

### Guarantee

71. Every member of the Company undertakes to contribute to the property of the Company in the event of its being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Company contracted before they cease 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).

Signed by Nuffield Australia Chairman Robert Bradley

  
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20 June 2023