

# **Constitution of Australian Native Food Industry Limited**

ACN 123 156 105

**A company limited by guarantee not having a  
share capital**

12 December 2006 – Constitution Date

15 December 2006 – Company Incorporation Date

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## Application of Corporations Act

- 1 This Constitution is to be interpreted subject to the Corporations Act 2001 (Cth). However, any replaceable rules contained in the Act relating to companies do not apply to ANFIL.

## Interpretation

- 2 When used in this Constitution, the following terms shall have the following meanings unless the context or subject matter requires otherwise:

Act	means the Corporations Act, including any regulations, for the time being in force or any replacement of that Act;
ANFIL	means the Australian Native Food Industry Limited ACN 123 156 105;
Board	means the Board of Directors of ANFIL from time to time;
By-Laws	mean the by-laws of ANFIL prescribed by the Board from time to time;
Chair	means the Director initially nominated as chairperson of the Board under clause 39 or elected to hold the office of chairperson of the Board by the Board under clause 44 or acting temporarily as chairperson of the Board under clause 75;
Deputy-Chair	means the Director initially nominated as deputy-chairperson of the Board under clause 39 or elected to hold the office of deputy-chairperson of the Board by the Board under clause 44;
Director	means a person appointed as a Director of ANFIL under clause 39 or clause 40;
Employee	includes, without limiting the generality of the term, servants, agents, consultants, lecturing staff, tutorial staff, examination staff, managers, clerks, secretaries, workers and executives;
Individual Member	means any individual who is actively participating in the Industry and is registered in the Register as such;

Industry	means the Australian native industry which includes: (a) production; (b) processing; (c) distribution; and (d) marketing, of: (e) Australian native flora; and (f) Australian native flora based products;
Member	means a member of ANFIL under clause 14;
Nominated Representative	means any individual appointed from time to time by a non-individual Supporting Member or an Organisational Member to represent that Member for the purposes of ANFIL and who is noted as such in the Register;
Officer	means a Director, Secretary or Employee of ANFIL whether full-time, part-time, permanent or casual;
Organisational Member	means any person other than an individual which is actively participating in the Industry and is registered in the Register as such;
person	includes any individual, association (incorporated or otherwise), trust, partnership, joint venture, corporation, public authority or institution;
Region	means a geographic region as set out in clause 12;
Regional Chair	means an individual appointed by the Board under clause 111 as Regional Chair of a Regional Council;
Regional Council	means the council of a Region constituted pursuant to clause 108;
Regional Councillor	means a member of a Regional Council;
Register	means the register of Members kept under the Act which must include, in relation to each Member, their: (a) name; (b) address; (c) category of membership; (d) Region of membership; (e) date of admission to membership; and (f) Nominated Representative's name and address (if relevant).
Registered Office	means ANFIL's registered office;
Seal	means ANFIL's common seal;

- Secretary means any person appointed under this Constitution to perform the duties of a Secretary of ANFIL; and
- Supporting Member means any person that is not actively participating in the Industry but who may provide professional services to or be interested in the Industry and are registered in the Register as such.

3 In this Constitution unless the context requires otherwise:

- (a) expressions referring to writing include references to printing, photography and other modes of representing or reproducing words, figures, drawings or symbols in a visible form;
- (b) words or expressions in this Constitution shall be interpreted according to the Acts Interpretation Act (Cth);
- (c) words importing a gender include each other gender;
- (d) the singular shall include the plural and vice versa;
- (e) headings do not affect the interpretation of this Constitution; and
- (f) a reference to a section of the Act includes a reference to a corresponding provision of previous or subsequent legislation.

## **Name**

4 The name of ANFIL is "Australian Native Food Industry Limited".

## **Objects of ANFIL**

5 As an industry membership body, ANFIL's objects are:

- (a) to act as a body representative of the Industry and in particular to provide a channel for:
  - (i) communication and representation at political levels as well as with relevant authorities, bodies and organisations relation to the management and/or regulatory control of the Industry;
  - (ii) liaison with indigenous communications and organisations in relation to the Industry;
  - (iii) any necessary public relations efforts in support of the Industry, including:
    - (A) public information and education; and
    - (B) promotion and protection of the Industry in Australia and overseas;
    - (C) promotion and protection of the interests of Members;
  - (iv) undertaking (whether itself or in cooperation with other organisations) research, market development and product development projects for the Industry, particularly on a national basis;

- (b) to provide leadership and direction in relation to the maintenance, improvement and development of the standards of the Industry, including but not limited to:
    - (i) pharmaceutical properties;
    - (ii) therapeutic properties;
    - (iii) intellectual property;
    - (iv) food safety;
    - (v) labelling;
    - (vi) quality assurance;
    - (vii) consumer protection;
    - (viii) product definition; and
    - (ix) plant breeders rights,relating to Industry processes, produce and products;
  - (c) to act as a consulting and advisory body among its Members and in particular to:
    - (i) inform its members of existing and proposed regulations and regulatory policy affecting the Industry;
    - (ii) encourage a sharing of information between its Members;
    - (iii) provide a forum for discussion of issues and other matters relevant to the Industry;
    - (iv) research, promote, provide and distribute information and education (whether itself or in cooperation with other organisations) on matters of interest to Members;
  - (d) to foster a closer association between persons engaged in, connected with, serviced by or interested in the Industry;
  - (e) to establish Regions and work with Regional Councils to promote activities of value to Members; and
  - (f) to engage in other activities in support of the above objectives,
- and for these purposes, ANFIL has the legal capacity of a natural person with all the consequential powers conferred by the Act, provided that ANFIL shall not support with its funds or endeavour to impose on its Members or others any regulation or restriction which could make it a trade union within the meaning of any applicable law.

## Liability

- 6 The liability of Members is limited.

## Assets and Income

- 7 The assets and income of ANFIL must be applied solely towards the promotion of the objects of ANFIL as set out in this Constitution. No portion is to be distributed directly or indirectly to Members except as bona fide compensation for services rendered or expenses incurred on behalf of ANFIL.

- 8 Subject to clause 9, ANFIL is prohibited from making payments to any Director other than for payment of:
- (a) out-of-pocket expenses, incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount approved by the Board;
  - (b) any service rendered to ANFIL by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service and amount payable has the approval of the Board and is not more than an amount which commercially would be reasonable payment for the service to recognise substantial additional time spent by individual Directors on the activities of ANFIL; and
  - (c) any salary or wage due to the Director as an Employee where the terms of employment have been approved by the Board.
- 9 The Board may authorise the payment of reasonable fees for Directors, committee members, advisory panel members and/or Regional Councillors (which may vary according to the office held) subject to limits approved by the Members in general meeting from time to time.

### **Effect of Winding Up**

- 10 Every Member undertakes to contribute to the assets of ANFIL if it is wound up while he or she is a Member or within one year after he or she ceases to be a Member for payment of the debts and liabilities of ANFIL contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up, and for an adjustment of the rights of contributories among themselves such as amount as may be required not exceeding \$2.00.
- 11 If ANFIL is wound up or dissolved, any property remaining after such dissolution or winding up and after the satisfaction of all its debts and liabilities must be transferred to one or more institutions having objects or purposes substantially similar to the objects of ANFIL which is not carried on for the profit or gain of its members. The institution or institutions will be determined by the Members at or before the time of dissolution and in default by a Judge of the Supreme Court of Queensland who has or acquires jurisdiction in the matter.

### **Regions**

- 12 The Regions, and areas which they cover, are:
- (a) Queensland;
  - (b) New South Wales and the Australian Capital Territory;
  - (c) Victoria;
  - (d) Tasmania;
  - (e) South Australia and the Northern Territory; and
  - (f) Western Australia.
- 13 The Board may create new Regions, rename existing Regions or alter the boundaries of existing Regions from time to time provided that all areas of Australia are covered by a Region at all times.

## Members

- 14 Subject to this Constitution, the membership of ANFIL consists of the signatories of this Constitution and those applicants whom the Board accepts for membership pursuant to Clause 15.
- 15 A person may become a Member of one of the following categories of membership:
- (a) Supporting;
  - (b) Organisational;
  - (c) Individual; or
  - (d) Honorary (by invitation of the Board to individuals only),
- if ANFIL in its complete discretion is satisfied that the applicant qualifies under clause 17 and is a fit and proper person to be admitted, considering their character and (if relevant) the position they hold in any organisation.
- 16 Each Member will be attached to a Region within whose area the Member has their primary residence, in the case of an individual, or otherwise its principal place of business or operation.
- 17 The Board will set out in By-Laws the criteria for admission to membership in each category. To apply for admission as a Member of a particular category the applicant must meet the relevant criteria.
- 18 The Board may in its absolute discretion refuse to accept any application for membership and need not give any reason for such to the unsuccessful applicant.
- 19 The Board may in the By-Laws, without requiring the approval of Members, consolidate membership categories or prescribe further categories of membership.
- 20 Members may use the post-nominals as prescribed in the By-Laws for their category of membership.
- 21 Subject to clause 15(d), an applicant wishing to be admitted as a Member must submit an application along with such fees and/or further items as ANFIL requires, in the manner ANFIL requires from time to time.
- 22 The Board may from time to time prescribe By-Laws not inconsistent with this Constitution on procedures for admission of Members.

## Privileges and Obligations of Members

- 23 Members are entitled to a periodic certificate of membership. The certificate of membership is the property of ANFIL and on cessation of membership must be returned to ANFIL unless ANFIL allows otherwise.
- 24 Organisational, Individual and Honorary Members are entitled to attend and vote at general meetings of ANFIL. Each Organisational, Individual and Honorary Member has one vote. Supporting Members may attend general meetings of ANFIL but may not vote.

## Membership Fees

- 25 ANFIL will from time to time prescribe the amount and arrangements for payment of fees payable by an applicant or existing Member.
- 26 Annual fees will not be payable by a Member admitted as an Honorary Member or by members who are otherwise entitled to ongoing membership without payment of further fees.
- 27 Any Member who has failed to pay their annual fee within 3 months of the due date may be removed from the Register. If the outstanding amount and any additional administrative charges prescribed by the Board is paid before the end of 12 months from the due date of such annual fee the Member may apply for re-admission.
- 28 The Board may make By-Laws governing membership fees not inconsistent with this Constitution.

## Resignation of Membership

- 29 Any Member may resign his or her membership by notice in writing to ANFIL accompanied by their certificate of membership unless ANFIL consents to its retention by the resigning Member.

## Discipline of Members

- 30 The Board will set out in the By-Laws the circumstances that may give rise to disciplinary proceedings, and may set out different consequences for different circumstances. The By-Laws will set out which matters will be decided by the Board, and which will be decided by a committee or other person or group designed by the Board.
- 31 Where ANFIL becomes aware that there may be circumstance which would be grounds for disciplinary action against that Member, the Chief Executive Officer or any other Officer nominated by the Board for that purpose ("Investigating Officer") may investigate the matter further and decide whether to refer it to the Board, or a disciplinary committee in accordance with the By-Laws.
- 32 Any Member subject to consideration of disciplinary action must normally be given a reasonable opportunity to make submission on the matters under consideration, in accordance with the By-Laws. However, ANFIL need not seek submissions where the Member has been convicted of an offence involving fraud or dishonesty.
- 33 Where:
  - (a) all avenues of appeal under the By-Laws have been pursued; or
  - (b) the Board has given a final determination on the disciplines of a Member,neither the Member nor any other person has a right to further appeal. However, if additional facts relevant and significant to the matter subsequently emerge, the Investigating Officer may consider the facts and if thought fit refer the matter to the Board or relevant committee for reconsideration.
- 34 The Board may from time to time prescribe other By-Laws that elaborate on the principles in clause 30 to 34 inclusive, or that otherwise deal with the discipline of Members and procedures for decision-making, provided that the By-Laws do not contradict this Constitution.

## Qualifications for Directorship

- 35 To be eligible for clause 40(a) election or appointment to the Board, a candidate must be an Individual Member or the Nominated Representative of an Organisational Member. No such eligibility applies to a clause 40(b) appointment to the Board.
- 36 Nominations for election to the Board must:
- (a) be signed by a total of 2 Organisational Members, Individual Members or a combination thereof;
  - (b) include the written consent of the candidate; and
  - (c) otherwise comply with any applicable By-Laws.

## Appointments to the Board and Office Bearers

- 37 Subject to the Act, the minimum number of Directors is 3.
- 38 Unless otherwise determined by ANFIL in general meeting and subject to the Act, the maximum number of Directors is 12.
- 39 The first Board shall consist of the following persons as Directors:

Andrew Craig Fielke 36 Charlbury Road Medindie Gardens SA 5081	who holds the position of Chair
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Lindsay Douglas Boyd 9B Noble Road Blue Knob NSW 2480	Douglas Morris Brownlow "Eden" 3 Lookout Court Camp Mountain Qld 4520
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Sibylla Rosa Hess-Buschmann 9 Noble Road Blue Knob NSW 2480	Anne Mary Osborne "Boofanugs" 97 Bliesner Road Obum Obum Qld 4309
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Michael William Quarmby Princes Highway Reedy Creek SA 5275	Christoper David Read 6 Belton Street South Hobart Tas 7004
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each of whom, shall retire at the first annual general meeting of ANFIL but shall be eligible for clause 40(a) re-election.

- 40 Subject to clause 39, the Board shall consist of:
- (a) up to 9 Directors, each elected in a general ballot of Members prior to an annual general meeting as follows:
    - (i) up to 6 Directors who each at the time of their election obtain the highest number of votes of all candidates whose Region at the time of nomination is that candidate's Region, where no other Director from that Region is continuing on the Board; and
    - (ii) up to 3 other Directors who at the time of their election obtain the highest number of votes irrespective of Region, other than the candidates already elected in the same election pursuant to clause 40(a)(i); and
  - (b) up to 3 additional Directors appointed by resolution of the Board, to provide additional expertise for the Board or for any other reason the Board thinks fit.
- 41 If in an election, there is no candidate from a Region, the position on the Board which would have been filled from the Region, will be filled by the candidate receiving the next highest number of votes after all successful candidates in that election.
- 42 Subject to clause 49, an election of Directors shall be held before every annual general meeting for those positions which:
- (a) are vacant due to a casual vacancy at the time of calling for nominations, or which are due to become vacant under clause 39 or clause 46; and
  - (b) will become vacant due to the retirement of Directors under clause 52(c).
- 43 The results of each election of Directors shall be announced by the Chair at the annual general meeting following the election and those declared elected shall take office from the conclusion of that annual general meeting.
- 44 Immediately after an annual general meeting, the newly constituted Board shall elect from its Directors the offices of Chair and Deputy-Chair of the Board. If the office of Chair or Deputy-Chair becomes vacant, the Board shall elect another Director to fill the office. No Director shall hold the office of Chair for more than 3 consecutive annual terms.
- 45 If any Director elected under clause 40(a)(i) is elected by the Board as Chair and there is no other Director from that Region on the Board, the Board shall endeavour to appoint an additional Director from that Region.
- 46 The Board may, by resolution, fill a casual Board vacancy until the close of ANFIL's next annual general meeting. Where a vacated position was held by a Director who was the only Director whose place of residence was in a Region, the Board shall endeavour to fill the vacated office with a person from the same Region.
- 47 The Board may make By-Laws with respect to the conduct of elections, provided that such By-Laws do not affect the rights of Members, Directors or candidates under this Constitution.
- 48 Nominations for election as a Director must be submitted to the Secretary in writing at least 6 weeks prior to the relevant annual general meeting.
- 49 If the number of nominations received is equal to or less than the number of positions under clause 42, no ballot is required and those persons nominated shall be declared elected at the annual general meeting.

## No Alternate Directors

50 No Director may appoint an alternate Director.

## Retirement of Directors

51 The Directors to retire under clause 52(c) shall be determined by the Board prior to calling for nomination.

52 The following Directors automatically retire from office at the conclusion of each annual general meeting:

- (a) any Director filling a casual vacancy at the time of the sending of notices of that meeting;
- (b) any additional Director appointed under clause 40(b) or clause 45;
- (c) excluding any Director referred to in clauses 52(a) and 52(b):
  - (i) one-third of the remaining Directors (rounded up, if necessary, to the nearest whole number) being those who have been longest in office since their last election but, as between persons who were last elected as Directors on the same day, those to retire must be determined by agreement among themselves or, in the absence of agreement, by lot; and
  - (ii) any other Director who at the conclusion of that annual general meeting, will have held office for 3 or more consecutive annual general meetings after he or she was appointed, or for more than 3 years, since he or she was last elected to office.

53 A director retiring from office is eligible for re-election.

## Removal from the Board

54 A person ceases to be a Director if they:

- (a) cease to be a Member;
- (b) cease to be a Director by operation of any provision of the Act;
- (c) are suspended or excluded for any period from being a Member;
- (d) fail to attend 3 meetings of the Board or 3 meetings of a committee of the Board of which the Director is a member in the period between the holding of an annual general meeting and the holding of the subsequent annual general meeting, without the leave of the Board or relevant committee, and the Board agrees that the person should cease to be a Director;
- (e) become prohibited from being a director of a company by reason of any order made under the Act; or
- (f) resign by notice in writing to ANFIL, effective upon receipt of that notice.

55 ANFIL in general meeting may:

- (a) remove a Director from office in accordance with the Act; and
- (b) by resolution fill the office vacated by a Director who is removed under clause 55(a) by appointing another eligible candidate to that office.

56 ANFIL must give a Director who is to be the subject of a resolution under clause 55(a) a reasonable opportunity to be heard on any matter concerning his or her conduct before a resolution to remove him or her.

## **Powers and Duties of the Board**

- 57 Subject to the Act and this Constitution all the business and affairs of ANFIL shall be managed by the Board which may exercise all the powers of ANFIL not required by the Act or by this Constitution to be exercised by ANFIL in general meeting. No resolution made by the Members in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been made.
- 58 If the number of Directors falls below the minimum fixed in this Constitution, the continuing Directors may only act for the purpose of increasing the number of Directors to at least the minimum or of summoning a general meeting of the Company or in emergencies.
- 59 The Board may from time to time prescribe such By-Laws, not inconsistent with this Constitution, as the Board deems fit, to govern the affairs of ANFIL. The Board shall take reasonable steps to ensure that up-to-date copies of all By-Laws are available to interested Members.

## **Committees and Delegations**

- 60 The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as Directors of ANFIL by the Act or general law) to a committee or committees of the Board, consisting of at least one Director and any other Directors, Members or Employees as the Board thinks fit.
- 61 A committee to which any powers and/or functions of the Board have been so delegated must exercise the powers and/or carry out the functions delegated in accordance with any directions of the Board.
- 62 The Board may specify that the committee may exercise those powers delegated to it as if this exercise were a decision of the Board itself, or it may restrict the committee to providing advice or implement other decisions of the Board, and to perform such other duties as the Board may prescribe.
- 63 Subject to any specific By-Laws governing a committee, the provisions of this Constitution applying to meetings and resolutions of the Board apply, so far as they can, to meetings and resolutions of a committee appointed under clause 60.

## **Other Delegations**

- 64 The Board may delegate any of their powers and/or functions (not being duties imposed on the Board as Directors of ANFIL by the Act or general law) to one Director or to one or more Employee. A Director or Employee to whom any powers and/or functions have been so delegated must exercise the powers and/or functions delegated in accordance with any directions of the Board and conform to the Act, this Constitution and the By-Laws.

## **Chief Executive Officer**

- 65 The Board may appoint any individual as Chief Executive Officer of ANFIL on any terms and conditions and subject to any restrictions determined by the Board. The Board may delegate to them any powers and discretions of the Board as the Board thinks fit and may at any time withdraw or vary those powers. The Board may, subject to the terms of the Chief Executive Officer's employment contract, suspend, remove or dismiss the Chief Executive Officer.
- 66 The Chief Executive Officer cannot also be a Director and need not be a Member.

## Secretary

- 67 The Board must appoint an individual as Secretary of ANFIL on any terms and conditions and subject to any restrictions determined by the Board. The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 68 The Secretary may also be a Director but need not be a Member.

## Advisory Panels

- 69 In addition to their power to appoint committees under clause 60, the Board may from time to time convene advisory panels made up of persons who may or may not be Members, to provide advice to the Board in particular matters.

## Board Meetings

- 70 The Directors may meet together for the dispatch of business and regulate their meetings as they think fit.
- 71 Meetings of the Board shall be summoned by the Secretary under the direction of the Chair or Deputy-Chair or any 3 other Directors.
- 72 Notice of a meeting of the Board must be give to each Director:
- (a) specifying the time and place and stating the nature of the business to be transacted at the meeting;
  - (b) at least 3 clear days before the meeting (except in emergencies when 24 hours' notice may be given);
  - (c) in person, by post, telephone, facsimile transmission, electronic mail or by any other method of written, audio or electronic communication to the Director;
  - (d) at the Director's address or number last notified to ANFIL.
- 73 Failure to give notice of the meeting of the Board to a Director does not invalidate anything done, or resolution passed at the Board meeting if the failure occurred by accident or where the Director concerned waives notice of that meeting or attends the meeting.
- 74 No business may be transacted at a meeting of the Board unless a quorum of Directors is present at the time the business is dealt with. The quorum is one-third (or, if the number of Directors is not a multiple of 3, the nearest number to and greater than one-third) of the total number of Directors.
- 75 The Chair shall preside as chairperson at every Board meeting, or if there is no Chair, or if the Chair is not present within 15 minutes after the appointed time, the Deputy-Chair, if present shall act as the Chair, or if he or she is not present, then the Directors present may choose one of their number to act as Chair for that meeting.
- 76 All acts of the Board, or a committee of the Board, or any Director to whom powers, duties or discretions have been delegated, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person, or that one or more Directors were disqualified, be as valid as if every such person had been duly appointed and every such Director was qualified.
- 77 Questions arising at a meeting of the Board are to be decided by a majority of votes of the Directors present.
- 78 In an equality of votes, the Chair has a second or casting vote.

- 79 A resolution in writing signed by a quorum of Directors (who are each entitled to vote on the matter) is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted on the date and at the time the last Director signed. That resolution may consist of several copies of a document each signed by one or more Directors.
- 80 The Directors may meet in person or other instantaneous means of conferring for the dispatch of business (or by any combination of those means) which allows each person present to hear and be heard by each other person present, and regulate such meetings as they determine.
- 81 A minute of any Board meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if signed as a correct record by the Chair of the meeting.

### **Conflicts of Interest**

- 82 Subject to the Act and clauses 83 and 84:
- (a) no Director or proposed Director is disqualified by that office from:
    - (i) entering into a contract, agreement or arrangement with ANFIL;
    - (ii) becoming or remaining a Director of any company in which ANFIL is in any way interested or which is in any way interested in ANFIL;
  - (b) no contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of ANFIL can be avoided; and
  - (c) no Director who:
    - (i) enters into a contract, agreement or arrangement in which the Director has an interest; or
    - (ii) is a director of the other company with which ANFIL has entered into the contract, agreement or arrangement,is liable to account to ANFIL for any profits or remuneration realised by that Director as a result of their being interested or being a director of the other company.
- 83 Subject to the Act:
- (a) the nature of a Director's interest in any contract, agreement or arrangement must be declared by that Director at a meeting of the Board in accordance with the Act as soon as practicable after the relevant facts have come to that Director's knowledge;
  - (b) a Director who holds an office or possesses a property whereby duties or interests might be created directly or indirectly in conflict with their duties as Director must declare at a meeting of the Board the fact and the nature, character and extent of the conflict; and
  - (c) a general notice that a Director is a member of any specified firm, partnership, entity or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this clause as regards the Director and the transactions. The Secretary must record in the minutes any declaration made or any general notice given by a Director pursuant to this clause.

- 84 Subject to the Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:
- (a) must not vote on the matter (or in relation to a proposed resolution under clause 84(d) in relation to the matter, whether in relation to themselves or a different Director); and
  - (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,
- unless:
- (c) the matter applies to an interest that the Director has as a Member in common with the other Members; or
  - (d) the Directors who do not have a material personal interest in the matter have passed a resolution that specifies the Director, the material personal interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.
- 85 Subject to the Act:
- (a) no Member or applicant is disqualified from remaining or becoming a Member by:
    - (i) entering into a contract, agreement or arrangement with ANFIL;
    - (ii) becoming or remaining a director of any company in which ANFIL is in any way interested or which is in any way interested in ANFIL;
  - (b) no contract, agreement or arrangement in which a Member is in any way interested, entered into by or on behalf of ANFIL can be avoided;
  - (c) no Member who:
    - (i) enters into a contract, agreement or arrangement in which the Member has an interest; or
    - (ii) is a director of the other company with which ANFIL has entered into the contract, agreement or arrangement,is liable to account to ANFIL for any profits or remuneration realised by that Member as a result of their being interested or being a director of the other company.

## General Meetings

- 86 An annual general meeting of ANFIL shall be held in accordance with the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- 87 An extraordinary general meeting of ANFIL shall be convened by the Secretary on a resolution of the Board or may otherwise be called or requisitioned in accordance with the Act.
- 88 The Board may, subject to the Act, postpone, cancel or change the venue for a general meeting.
- 89 All business that is transacted at an extraordinary general meeting, and all business to be transacted at an annual general meeting shall be special, except the consideration of the annual financial report, Directors' Report and Auditor's Report, the election of Directors, appointment of the Auditor and the fixing of the Auditor's remuneration.

- 90 The Secretary must cause notice of any general meeting to be given in accordance with the Act. A person entitled to notice of any general meeting may waive that notice by a notice in writing to the Secretary.
- 91 The non-receipt of notice of a general meeting or proxy form, or of a ballot paper or a failure to give one of these to someone entitled to notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if the non-receipt or failure occurred by accident or the Member waives notice or attends the meeting.
- 92 In relation to chairperson of each general meeting:
- (a) the Chair, if present within 15 minutes after the time appointed for the start of the general meeting and willing to act, must preside as chairperson at each general meeting;
  - (b) if the Chair is not present within 15 minutes of the appointed time, or unwilling to act, the Deputy-Chair must preside as chairperson, if present and willing to act;
  - (c) if neither the Chair nor Deputy-Chair is present within 15 minutes of the appointed time and willing to act, then the Members present must elect to chair the meeting any other Director who is present and willing to act; or
  - (d) if no other Director willing to act is present at the meeting, a Member who is present and willing may be appointed to chair the meeting.
- 93 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. At every general meeting a total of 10 voting Organisational Members' Nominated Representatives, Individual Members or combination thereof, personally present shall form a quorum. If, at any such meeting a quorum is not present within half an hour of the time appointed for holding the meeting, the meeting shall stand adjourned to a day and hour and at a place fixed by the majority of the Members present, and at such adjourned meeting there must be present a quorum of 10 voting Members, failing which the meeting is cancelled.
- 94 The chairperson of any general meeting may, with the consent of the meeting and shall if directed by the meeting, adjourn a general meeting in accordance with the Act.

### **Proceedings at General Meetings**

- 95 The chairperson of a general meeting may require the adoption of any procedures which are in his or her opinion necessary or desirable for proper and orderly debate, discussion or voting, and for the casting or recording of votes.
- 96 The chairperson of an annual general meeting must allow a reasonable opportunity for Members as a whole at the meeting to ask questions (including asking questions of the Auditor or Auditor's representative) or make comments on subjects permitted by the Act.
- 97 Subject to clause 96 the chairperson of a general meeting may refuse to allow a debate or discussion on any business, question, motion or resolution which is not within the business referred to in the notice of meeting and not otherwise required by the Act to be considered at the meeting.
- 98 Subject to the Act, the decision of the chairperson of a general meeting on any matter relating to the conduct of or procedures to be followed at the meeting is final.
- 99 The Board may prescribe such By-Laws regarding proceedings and votes at general meeting, including the exclusion of persons from meetings, as it sees fit from time to time subject to the Act and this Constitution.

## Votes of Members

- 100 In relation to resolutions at general meetings:
- (a) at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the chairperson or at least a total of 3 Organisational Members' Nominated Representatives or Individual Members or a combination thereof present in person or by proxy. The demand for a poll may be withdrawn. A poll may not be demanded on an adjournment or a procedural motion.
  - (b) Unless a poll is so demanded, a declaration by the chairperson of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of ANFIL, shall be conclusive evidence of fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 101 In the case of an equality of votes, on a show of hands or on a poll, the chairperson of the meeting has a second or casting vote.
- 102 Votes may be given either personally or by proxy.
- 103 The instrument appointing a proxy shall be signed by the appointer.
- 104 A proxy holder does not have to be a Member.
- 105 A proxy holder is not entitled to vote on a show of hands.
- 106 Every instrument of proxy shall be in the form prescribed by the Board in the notice of meeting or otherwise in a form complying with the Act.
- 107 The instrument appointing a proxy shall be deposited, or sent by such means as the Board prescribes, at or to the registered office of ANFIL or other place specified for that purpose in the notice meeting, no later than the deadline specified in the notice.

## Regional Councils

- 108 The Board may establish Regional Councils to act as advisory bodies to ANFIL concerning the Regions and to further ANFIL's objects in each Region. The Board will periodically review and approve Terms of Reference for Regional Councils. The Board may, subject to this Constitution, make By-Laws relating to Regions and Regional Councils.
- 109 Regional Councillors shall be appointed by the Board from among Individual Members and/or the Nominated Representatives of Organisational Members, and may be removed as the Board determines.
- 110 The number of Regional Councillors shall be determined by the Board, from time to time, and may vary from Region to Region.
- 111 The Board may appoint and remove the Regional Chair of a Regional Council as the Board thinks fit.

## Accounts

- 112 The Board must cause proper financial records to be kept and must send to Members, as required by the Act, copies of ANFIL's financial report (including the financial statements), the Directors' Report and the Auditor's Report on the financial report, for each financial year of ANFIL. The Directors must lay before the annual general meeting those reports for the last financial year that ended before an annual general meeting, as required by the Act.
- 113 Subject to the Act, the Board may offer Members an option not to be sent a copy of ANFIL's financial reports. If a Member who has selected this option subsequently wishes to receive ANFIL's financial reports, ANFIL must send current and/or future reports to that Member.

## Audit

- 114 The Board must cause the financial records of ANFIL to be examined by a properly qualified Auditor or Auditors at least once for each financial year.

## Seal

- 115 ANFIL shall have a Seal. The Board shall provide for the safe custody of the Seal. The affixing of the Seal to any document shall be attested by:
- (a) any 2 Directors;
  - (b) the Secretary and any Director who is not also the Secretary; or
  - (c) subject to the Act, in such other manner as the Board may from time to time resolve.

## Notices

- 116 A notice may be given by ANFIL to any Member either personally or by sending it by post, facsimile or electronic messaging system to the Member at the address supplied to ANFIL for the giving of notices to such Member. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected on the day after the date of its posting. Where a notice is sent by facsimile or electronic messaging system, service of the notice is deemed to be effected when the answer back or message confirmation is received.

## Indemnity

- 117 To the maximum extent permitted by the law, ANFIL indemnifies each Officer against any liability, including any liability for legal costs, incurred by the Officer in their capacity as Officer.
- 118 The indemnity given in clause 117 will apply to losses and liabilities incurred both before and after the date of adoption of that clause and will continue in force after the Officer ceases to be an Officer.
- 119 ANFIL may to the extent permitted by law, purchase and maintain insurance or pay or agree to pay a premium for insurance for an Officer against any liability incurred by the person as an Officer, provided that the Board may then apply the indemnity given in clause 117 only to the extent that the loss or liability is not covered by such insurance.

Signed by the founding members of ANFIL:

Gilbert Harold FREEMAN as an Individual member

Lindsay Douglas BOYD as an Individual member

Douglas Morris BROWNLOW as an Individual member

Andrew Craig FIELKE as an Individual member

Sibylla Rosa HESS-BUSCHMANN as an Individual member

Anne Mary OSBORNE as an Individual member

Michael William QUARMBY as an Individual member

Christopher David READ as an Individual member