

CORPORATIONS ACT

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION
of
FUTURE FARMERS NETWORK
LIMITED

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CORPORATIONS ACT

COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF

FUTURE FARMERS NETWORK LIMITED

1. NAME

1.1 This body is called '**Future Farmers Network Limited**', ("the **Company**").

2. INTERPRETATION

2.1 The following words have the following meanings:

The "**Act**" or "**Corporations Act**" means the Corporations Act 2001 of the Commonwealth of Australia as amended from time to time.

The "**Annual General Meeting**" means the General Meeting held each year.

The "**Board**" means the members of the Board of directors.

The "**by-laws**" means the by-laws of the Company

A "**committee**" includes a body called a "**working party**" which may consist of only one person.

The "**Constitution**" means this document.

A "**director**" includes an alternate director.

A "**month**" means a calendar month.

The "**members**" means all the members of the Company.

A "**notice**" means all communications in writing and "**written**" or "**in writing**" includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form and includes all marks on paper.

A "**financial member**" means a member who is not indebted to the Company.

The "**Office**" means the registered office of the Company.

The "**Register**" means the statutory register of members.

The "**Secretary**" of the Company includes an acting Secretary.

The "**Seal**" means the Common Seal of the Company.

The "**Chief Executive Officer**" is the person appointed to that position.

2.2 Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender and neuter gender and words importing persons include corporations.

2.3 Words or expressions contained in this Constitution shall be interpreted in accordance with Divisions 7 and 8 of the Corporations Act as in force as the date this Constitution became binding on the company.

2.4 No "*replaceable rules*" contained in the Corporations Act apply to the Company.

3. OBJECTS

3.1 The objects of the Company are to:

(1) develop a national network of people who support a continual, progressive youth involvement in agriculture;

(2) provide a catalyst for action and commitment from those in a position to encourage and support young people in rural industries;

(3) develop programs and initiatives that contribute to a rural generation that is more informed, educated and proactive;

(4) provide a forum for members to communicate with their peers in a professional and personal sense;

(5) promote a vibrant and exciting future for young people in rural industries.

3.2 The Company is established for the objects stated which are to be administered and governed according to the principles of vision and mission adopted by the Company being:

(1) *Vision* – a rural sector that has a reputation for providing exciting and rewarding career paths for young people who are both highly skilled and motivated; and

(2) *Mission* – to prepare young people in rural industry for the challenges they face.

To do this one must work with others to encourage and provide opportunities for young people in rural industry to participate in personal and professional skills development.

4. INCOME AND PROPERTY

4.1 The income and property of the Company must only be applied to the promotion of the objects and under no circumstances be distributed to the members of the Company.

4.2 The Company may pay reasonable remuneration to any office holder or employee of the company for services rendered to the company.

4.3 The company can pay interest on loans.

4.4 The company can pay rent for premises it leases.

4.5 The company may pay reasonable out-of-pocket expenses to any person.

4.6 Where there is a payment by the Company to another company, and a member of the Company is also a member of the other company, the member need not account for any share of profits where that member does not hold more than 1/10th of the capital of the company to which the payment is made.

4.7 No member of the company or the Board can be appointed to a paid position of the company.

5. LIABILITY

5.1 The liability of the members is limited.

6. CONTRIBUTION

6.1 Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while a member, or within one (1) year after ceasing to be a member, for payment of the debts and liabilities of the Company contracted before ceasing 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).

7. WINDING-UP

- 7.1 If upon the winding up or dissolution (other than for the purposes of reconstruction or amalgamation) of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever (the 'surplus'), it shall not be paid to or distributed to the members of the company, but the surplus must be paid as the members decide, to a company or association which is tax exempt pursuant to s.50 of the *Income Tax Assessment Act 1977* and by its constitution is required to apply its profits (if any) or other income in promoting its objects (which objects are not inconsistent with the objects of the company) and is prohibited from paying any dividend to its members.
- 7.2 And in default of a determination, then by the Chief Justice of the Supreme Court of Queensland or such other Judge of the Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to this provision, then to some charitable object.
- 7.3 If the company is registered as a Deductible Gift Recipient under Division 30 of the *Income Tax Assessment Act 1997* (the Act) or its replacement and it maintains a Gift Fund in accordance with the Act, then upon the winding up of the Gift Fund, or the company ceasing to be endorsed as a Deductible Gift Recipient under Subdivision 30-BA of the Act, any surplus assets of the Gift Fund must be transferred to a fund, authority or institution which is charitable at law and gifts to which can be deducted under Division 30 of the Act. The fund, authority or institution must be nominated in the same manner as prescribed for the disposal of the surplus assets of the company upon a winding up.

8. ACCOUNTS

- 8.1 True accounts must be kept of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the

regulations of the Company for the time being in force, shall be open to the inspection of the members. Once, at least in every year, the accounts of the Company must be examined and the correctness ascertained by a qualified Auditor in accordance with the auditing standards as are accepted by the Institute of Chartered Accountants.

9. MEMBERS

9.1 A subscriber to the Constitution automatically becomes a member of the Company, and any person who makes application for membership of the Company in the prescribed manner and who is elected to membership, becomes upon payment to the Company of all necessary fees and subscriptions, a member of the Company.

9.2 Every candidate for membership of the Company, unless a subscriber to the Constitution, must make application in writing and give the full name and address of the candidate, any other information required, and be in the following form, or in such other form as the Board allows:-

To :- The Secretary

FUTURE FARMERS NETWORK LIMITED

I make application to become an ordinary member of Future Farmers Network Limited. I agree upon being elected as a member to be bound by the Constitution and by-laws of the Company.

I enclose my cheque for \$ In payment of the entrance fee and annual subscription.

PARTICULARS TO BE STATED FULLY AND CORRECTLY

Full name:

Postal Address:

Occupation:

Telephone:

E-mail:

Date:

Signed:

9.3 Every nomination for membership must be accompanied by a cheque or cash in payment of the entrance fee and annual subscription in the case of an Ordinary Member.

9.4 Every nomination for membership must be lodged with the Secretary.

- 9.5 Particulars of all proposals for membership of the Company must be entered in the order of receipt by the Secretary of the Company, in a book (the "**Proposed Members Register**") to be kept by the Secretary, and each proposal must be dealt with in that order.
- 9.6 Members are elected by the Board, which must examine all nominations for membership and enquire into the qualification of candidates. A record (the "**Members Admission Book**") must be kept by the Secretary, of the time and date of each meeting, the name of the proposed member, and the number of votes cast for and against. The Board may reject any Application for Membership without assigning a reason. Applications for membership which come before the Board must be determined by a majority of the members of the Board present at the meeting.
- 9.7 The Secretary must give each applicant for membership notice of the result of the election, which must be forwarded or posted to the address given on the proposed member's nomination form.
- 9.8 Each person elected to membership shall be deemed to have agreed to pay the entrance fee and annual subscription and other fees which are properly payable and to be bound by the Constitution and by-laws, and the payment of the entrance fee and/or the subscription shall be conclusive evidence of such agreement.
- 9.9 Any candidate not elected may not again be proposed within twelve months from that date on which the candidate's application was rejected.
- 9.10 (1) The Board may at any time provide for different classes of members and define each class by by-law;
- (2) Each elected member is an Ordinary Member of the Company.
- 9.11 Every member must on becoming a member furnish to the Secretary particulars of the member's address and occupation if those particulars have not already been stated on the nomination for membership and must notify the Secretary in writing of any subsequent change of address. The address so given is the member's registered address for the

purpose of the issue of notices.

- 9.12 For determining membership, a 'person' may be an individual, a partnership, or any legally recognized entity.

10. REGISTER OF MEMBERS

- 10.1 The Secretary must keep in the Company's premises a Register of Members (the "**Register of Members**") setting out the name in full, occupation, and address of each member specifying the class to which the member belongs, and setting out the date of the latest payment of the subscription by each member and any other particulars required by the Board..

11. HONORARY MEMBERS

- 11.1 The Board may at any time appoint any person to be an honorary member of the Company. Honorary members enjoy all the rights and privileges and are subject to the same obligations as other members of the Company but do not pay any entrance fees or annual subscriptions.

12. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- 12.1 Entrance fees, annual subscriptions and other annual fees or charges payable by any class of members, the amount and the time and manner of payment and all other related matters not regulated by this Constitution shall be prescribed by the Board provided that the annual subscription, unless otherwise determined by the Board, is not less than ten dollars (\$10).
- 12.2 Entrance fees and annual subscriptions and any other fees or charges payable annually shall be payable in advance in full, quarterly or half-yearly instalments according to the by-laws or resolution of the Board.
- 12.3 If any fee or subscription or call or charge remains unpaid for two months after it becomes due, the directors must debar the member from all privileges of membership and remove the member's name from the Register.

12.4 The Board may suspend the payment of entrance fees either generally or in respect to individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

13. RIGHTS OF MEMBERS

13.1 No member is entitled to any benefit or advantage from the Company which is not shared equally by every member.

13.2 Every person ceasing to be a member of the Company whether by retirement expulsion cancellation death neglecting to pay subscription fine or other debt due to the Company or for any other reason forfeits all right to or claim upon the Company or its property or to enjoy any of the privileges of membership.

14. RESIGNATION OF MEMBERS

14.1 Any member wishing to resign as a member of the Company must give notice in writing to the Secretary which is deposited at the Office before the 30th day of May of the member's intention to do so. Otherwise the member is liable to pay the subscription for the next financial year. Any member who resigns continues to be liable for any subscriptions and any other money payable by the member to the Company and unpaid at the date of the member's resignation, and for any sum not exceeding ten dollars (\$10) as a member of the Company under clause 6 of this Constitution.

15. EXPULSION OF MEMBERS

15.1 If any member wilfully refuses or neglects to comply with any of the provisions of the Constitution, or if after enquiry the Board is of the opinion the alleged conduct of any member is unbecoming of a member or is likely to be injurious to or is not desirable in the interests of and/or welfare of the Company, the member must be given notice in writing of the allegations and afforded an opportunity to be heard in the member's defence. If the member does not give to the Board a satisfactory explanation or defence then the member may be:-

- (1) suspended by resolution of the Board from membership of the Company for any period; or
- (2) requested in writing by the Board to resign, and if the member does not resign within seven (7) days after posting or delivery to the member of the request, the member may be expelled by resolution of the Board, and such resolution need not state the grounds facts or opinions upon which it is based provided:-
 - (a) that at least seven (7) days before the meeting at which the resolution is passed, the member concerned has been notified either orally or in writing of the intended resolution, and requested to be present at the meeting and the member (if the member attends), has before any resolution is passed had an opportunity of giving orally or in writing any explanation or defence;
 - (b) that seven (7) days written notice of the meeting to consider the case has been given to the members of the Board, and that the notice convening the meeting states the membership of a particular member is to be considered.

15.2 Any resolution under the preceding Rule requires for its passage a simple majority of the votes of directors.

15.3 Any member expelled from the Company ceases to be a member of the Company and the member's entrance fee (if any) and subscription for the current year are forfeited.

16. LIMITATIONS OF APPEAL AND ACTIONS

16.1 No appeal lies from the decision of the Board under Rules 15 and 17 nor shall any member suspended or expelled or whose membership is cancelled have any right of action whether at law or in equity or other remedy against the Company the Board or any member or any officer or employee of the Company by reason of such suspension expulsion or cancellation, or by reason of any act done or notice given or caused to be done or given consequent upon or incidental to such suspension expulsion or cancellation.

17. BOARD OF DIRECTORS

17.1 The business and affairs of the Company must be managed by a Board of directors consisting of no less than three (3) and no more than eleven (11) directors who must all be elected.

17.2 The members of the Board of directors must be elected in this manner;

- (1) not less than twenty-eight (28) days before the day fixed for the Annual General Meeting nominations for the office of directors must be delivered to the Secretary;
- (2) a nomination for the election of each director must be made in writing and signed by the nominee;
- (3) Immediately after receiving nominations for directors, the Secretary must notify members of the names of the candidates and their proposers;
- (4) If the number of nominations is equal to the number of vacancies, then the Chair must declare those persons nominated duly elected;
- (5) If the number of nominations exceeds the number of vacancies then a postal ballot must be conducted;
- (6) A list of candidates' names in alphabetical order with the proposers and seconder's names must be posted in a conspicuous place in the Office or usual meeting place of the Company for at least twenty-one (21) clear days immediately preceding the Annual General Meeting;
- (7) If, at the commencement of the Annual General Meeting, there are insufficient number of candidates nominated, then nominations for membership and seconding of such nominations can be taken from the floor of the meeting;
- (8) At every Annual General Meeting those directors who are required to retire are eligible, upon nomination, for re-election;
- (9) The Board of directors may fill any casual vacancy which occurs in the Board of directors and the person or persons so appointed hold office until the next Annual

General Meeting when that person retires but is eligible for re-election.

- 17.3 A Director cannot hold the position of Chair of directors for more than two (2) consecutive years, but may be re-appointed after the expiration of twelve (12) months.
- 17.4 All directors hold office from the date of their appointment or election until the date of the Annual General Meeting at the end of the second year following their election. One half of the directors must retire annually in accordance with a rotation process determined by the directors.
- 17.5 Initially, upon incorporation, all directors must stand for election at the first Annual Meeting of the Company, and the Chair when elected, must determine which of the directors who are elected at the first Annual General Meeting of the Company shall hold office for 1 year, and those directors who shall hold office for 2 years before retiring.
- 17.6. No person is qualified to be a director who is not a member of the Company. Any person elected as a director must be over 18 years but less than 36 years of age.
- 17.7 A postal ballot for the election of members of the Board of directors must be conducted in this manner:-
- (1) The Secretary must forward to each member of the Company at the address of each member as shown in the Company's records the following documents:-
 - (a) A balloting list containing the names of the candidates in alphabetical order;
 - (b) An envelope in which the completed balloting list is to be sealed; and the envelope must be completed by each member showing the full name and address of the member and the signature of the member as verification that the vote is a vote of that member;
 - (2) Votes for the conduct of the postal ballot must be received by the Secretary by 5.00 p.m. on the day which is three (3) working days prior to the day on which the Annual General Meeting is to be held;

- (3) The Secretary is responsible for the counting of the votes, and once they are counted the Secretary must give written notification to the Chair of the Board of directors of those members who have been elected as members of the Board of directors.

18. DISQUALIFICATION OF MEMBERS OF THE BOARD

18.1 The Office of a member of the Board of directors is automatically vacated and the member ceases to be a director:

- (1) if the member ceases to be a member of the Company;
- (2) if the member becomes bankrupt or insolvent or makes any general assignment of all the member's property for the benefit of or general composition with creditors of the member, or executes a composition or scheme of arrangement or deed of assignment or a deed of arrangement under the bankruptcy act, or being engaged in any profession is on account of misconduct prohibited by the governing body from continuing to practice under their regulations; or
- (3) if the member becomes insane, of unsound mind or dies;
- (4) if the member is found guilty of any felony misdemeanour or fraud on indictment;
or
- (5) if the member is absent from three (3) consecutive meetings of the Board without special leave of absence from the Board and the Board resolves that office of director be vacated; or
- (6) if by notice in writing to the Company the member resigns as a Director; or
- (7) if the member is prohibited by law from being a member of the Board.

18.2 The Board may appoint a successor from the relevant class of membership to hold office until the next Annual General Meeting, and until the appointment is made the continuing directors may act. At such Annual General Meeting the appointment of a successor shall be confirmed for the remaining one year of the previous director's term if the previous

director was not then due to retire.

18.3 The Company may by special resolution carried at an Extraordinary General Meeting remove any director or all the directors before the expiration of the director's period of office and appoint another or other directors as the case may be in place of each removed director. The person or persons so appointed holds office during such time only as the director or directors removed would have held office if he she or they had not been so removed.

18.4 All acts done at any Board Meeting or by any person acting as a director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such director, or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

18.5 No director may receive any remuneration for services in the capacity as a director.

19. ALTERNATE DIRECTORS

19.1 Any director ("the **Appointing Director**") who has obtained special leave of absence from the Board may appoint any member of the Company approved by the Board to be an alternative director of the Company and may at any time revoke that appointment.

19.2 If the Appointing Director is the holder of a special qualification, the member so appointed as an alternative director must also be the holder of the special qualification, but shall otherwise be subject to the provisions of this Constitution.

19.3 An alternate director shall be entitled to receive notices of all meetings of the Board, and to attend and vote as a director at any such meetings at which the Appointing Director is not personally present, and generally to perform all the functions of a director in the absence of the Appointing Director.

19.4 An alternate director ceases to be an alternate director if the Appointing Director ceases for any reason to be a director, provided that if a director retires by rotation, but is re-elected by the meeting at which such retirement took effect, any prior appointment of

an alternate director continues in force.

- 19.5 All appointments and removals of alternate directors must be made in writing under the hand of the director making or revoking the appointment and must be deposited at the registered office of the Company.

20. POWER AND DUTIES OF THE DIRECTORS

- 20.1 The business and general affairs of the Company are under the management of the Board of directors who have full control of the property of the Company and absolute authority subject to the Constitution and in the conduct and administration of the affairs and business of the Company including the rights and privileges of members in respect to the Company except insofar as is otherwise expressly provided in this Constitution.

- 20.2 In particular the Board has power from time to time:-

- (1) to appoint from among its members or from members of the Company, sub-Committees for any purpose which it may think desirable and to delegate to any sub-Committee any powers. Unless otherwise specified in the minute of the directors appointing the sub-Committee, the quorum of all sub-Committees is a majority of the members of the sub-Committee;
- (2) subject to Rule 34, to make such by-laws, rules or regulations not inconsistent with the Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Company and with power to amend or rescind them;
- (3) to enforce the observance of all by-laws, rules or regulations by suspension from enjoyment of Company privileges or any of them or otherwise as the Board thinks fit;
- (4) to engage, appoint, control, remove, discharge, suspend and dismiss any Manager, Secretary, Officer, Solicitor, Accountant, Surveyor, Banker, Clerk Representative,

Advertising Agency, Promotional Agency, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration, but no payment or part payment to any Secretary, Manager or other officer or servant of the Company may be made by way of commission or allowance from or upon the receipts of the Company for goods and services supplied;

- (5) to purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as it thinks fit;
- (6) to secure the fulfilment of any contracts or engagements entered into by the Company by mortgaging or charging all or any of the property of the Company as may be thought fit;
- (7) to institute, conduct, defend compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound or allot time for payment and satisfaction of any debts due to and any claims or demands by or against the Company and to refer any claims or demand by or against the Company to arbitration and to observe and perform the award;
- (8) to determine who is entitled to sign or endorse on the Company's behalf, contracts, receipts, acceptances, cheques, bills or exchange, promissory notes and other documents or instruments;
- (9) to invest and deal with any money of the Company not immediately required for the purposes of the Company upon such security and in such manner as the Board may think fit and to vary or realise investments;
- (10) to borrow or secure the payment of any sum of money for the purposes of the

Company and to raise or secure the payment of such sum in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Company's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Company's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders;

- (11) to purchase or acquire any furniture, fittings, plant, equipment, books or other goods and chattels or any land, buildings or other fixed improvements;
- (12) to sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Company and to let any property of the Company and with the sanction of a general meeting of the Company to lease, demise, exchange or sell all or any of the lands and buildings or other property or rights to which the Company may be entitled from time to time, provided however, that the Board shall only deal with the same in such manner as is allowed by law;
- (13) to fix the maximum number of each class of members who may be admitted to the Company;
- (14) to impose any restrictions or limitations on the rights and privileges of members, honorary members and visitors relating to the use by them of the Company premises and/or any amenity or facility or relating to their conduct, behaviour, clothing and dress while on the premises;
- (15) to apply for and obtain and hold any licence including a liquor licence or permit necessary or to carry on the business of caterers, restaurant-keepers, convention centre and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods

provisions, etcetera required, used or desired by the members;

- (16) to conduct, promote, give, hold or support dinners, balls, sports, special or educational programs and any other fund-raising activities in order to raise funds for the furtherance of the objects of the Company and to apply for and become registered as the holder of any permits or licences under the laws of the State of Queensland or other State as may be necessary for the Company to lawfully conduct, promote, give, hold or support such dinners, balls, sports, special or educational programs or other fund-raising activities.
- 20.3 Any by-law, rule or regulation made under the Constitution comes into force and fully operative upon the posting of an appropriate notice containing it on the notice board.
- 20.4 The Company in general meeting may revoke and disallow any by-law, rule or regulation provided the notice convening the meeting states that notice has been received as provided for in Rule 20.5 and also specifies the by-law, rule or regulation objected to.
- 20.5 Any five (5) members may at any time give to the Secretary notice in writing signed by them that they object to one or more specified by-laws, rules or regulations and the Secretary must then include a statement to that effect on the notice convening the next general meeting.
- 20.6 Neither the revocation or disallowance by the Company in general meeting of any by-law, rule or regulation nor the knowledge that it might take place nor its amendment or rescission by the Board shall invalidate any act by the Board or by an Officer or servant of the Company prior to such amendment or rescission.

21. MEETINGS OF THE BOARD

- 21.1 The Board must meet at least five (5) times in each calendar year for the transaction of business. Minutes of all resolution or proceedings of the Board must be entered in a book provided for the purpose. The Chair may at any time and the Secretary must upon the request in writing of two directors, convene a meeting of the Board.

- 21.2 The Chair if present, must preside at all meetings of the Board, and in the absence of the Chair the meeting must elect another director, to be Chair of the meeting. The Secretary takes the chair for the purpose only of the election but without the right to vote. An Acting Chair (other than the Secretary acting as Chair) of a Meeting of the Board has the same voting powers as the Chair.
- 21.3 A majority of the directors constitutes a quorum. If a quorum is not present within fifteen (15) minutes of the time fixed for the meeting, it stands adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the Members present shall be a quorum.
- 21.4 Questions arising at any meeting of the Board must be decided by a majority of votes and in case of an equality of votes the Chair has a second or casting vote.
- 21.5 The Board may determine what reasonable travel expenses are to be paid to a director.
- 21.6 A meeting of the Board may take place without each director being present at the same place, if the technology used to allow each director to communicate with each other for the purpose of holding the meeting, is approved by each director seeking to attend the meeting, prior to the commencement of the meeting.

22. EXECUTIVE

- 22.1 The Board of directors may appoint an executive to which the Board of directors may delegate the power to make decisions and manage the affairs of the Company between meetings of the Board of directors.
- 22.2 All decisions taken by the executive must be ratified by the Board of directors at the next Board Meeting.
- 22.3 The executive consists of that number of directors as the Board of directors determines, but no less than three. The Chair may at their own election, be a member of the executive.

23. GENERAL MEETINGS

- 23.1 The First General Meeting must be held not being less than one (1) week nor more than six (6) months after the incorporation of the Company and at such place as the Board may determine.
- 23.2 (1) The First General Meeting and each Annual General Meeting is called an Ordinary General Meeting. All other general meetings are called Extraordinary General Meetings;
- (2) The Annual General Meeting shall, where possible, be held on or before the 30 November in each year.
- 23.3 An Extraordinary General Meeting may be called on any date by the Chair, or the Board, and must be called by the Secretary upon receipt by the Secretary of a requisition which need not be in one document, signed by not less than thirty (30) ordinary members stating the business to be considered. The date of such Meeting must be within forty (40) days of receipt of such requisition. Provided that if such meeting is not called within fourteen (14) days of receipt of the requisition, the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the Register of Members and any other records necessary for the purpose of calling meetings of members.

24. NOTICE OF GENERAL MEETINGS

- 24.1 Every notice convening a general meeting must specify the place and the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by the Constitution or the Act.
- 24.2 Every notice convening a general meeting must be given in the manner prescribed by Rule 32 to those members who are entitled to attend and vote at general meetings.
- 24.3 The period of notice with respect to general meetings is as follows:-
- (1) Fourteen (14) days in respect of Ordinary General Meetings and such Extraordinary General Meetings as are convened for purposes other than those

requiring the passage of a Special Resolution;

- (2) Twenty-one (21) clear days in respect of Extraordinary General Meetings convened for the purpose of passing a special resolution.

24.4 Neither the accidental omission to give notice of a meeting to nor the non-receipt of a notice of a meeting by any member nor the omission to post a copy on the notice board shall invalidate the proceedings at any meeting.

25. QUORUM FOR GENERAL MEETINGS

25.1 At any Ordinary or Extraordinary General Meeting called by the Chair or the Board 10% of members or fifteen (15) in number (whichever is the lesser) entitled to be present under Rule 27.2 and present in person shall be a quorum. At any Extraordinary General Meeting called on or by the requisition of members, 20% of members or thirty (30) in number (whichever is the lesser) entitled to be present under Rule 27.2 and present in person shall constitute a quorum. If a quorum is not present within fifteen (15) minutes of the time fixed for an Ordinary or Extraordinary General Meeting the meeting if convened on or by the requisition of members shall be dissolved. If convened by the Chair or by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present shall be a quorum.

26. PROCEEDINGS AT GENERAL MEETINGS

26.1 The business of an Annual General Meeting shall be to:-

- (1) receive and consider the Report of the Board;
- (2) receive and consider the Income and Expenditure Account, the Balance Sheet and the Report of the Auditors;
- (3) to elect directors and an auditor and to fix their remuneration;
- (4) to transact any other business which, under the Constitution, is to be transacted at an Annual General Meeting.

All other business transacted at the Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special business.

- 26.2 The Chair if present is entitled to preside at all general meetings of the Company. Should the Chair be absent the same procedure for the appointment of the Chair shall be followed as is provided in Rule 21.2 for the appointment of a Chair at a meeting of the Board.
- 26.3 Every question submitted to a General Meeting of the Company or to any meeting of the Board or sub-Committee shall be decided in the first instance by a show of hands and in the case of an equal vote, the Chair, both on a show of hands and on a poll, has a casting vote in addition to the vote to which the Chair is entitled as a member.
- 26.4 At any General Meeting unless a poll is demanded by the Chair or by at least five members present and entitled to a vote at the meeting, a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 26.5 If a poll is demanded, it shall be taken in such manner and at such time and place as the Chair of the meeting directs and either at once or after an interval of 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 of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chair shall determine the question and such determination made in good faith is final and conclusive.
- 26.6 The Chair of a General Meeting may, with the consent of the meeting adjourn the meeting from time to time and from 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.
- 26.7 The demand of 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 may be demanded on the election of a Chair of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

26.8 Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

27. VOTES OF MEMBERS

27.1 Each member, eligible to vote, both on a show of hands and on the taking of a poll, has one vote. To remove doubt, where a member is an entity other than an individual, that entity has only one vote, and where that entity is registered with more than one name on the Register of Members, the person whose name first appears on the register is, in case of dispute, the only person entitled to cast a vote for that entity. Any corporate member may vote by attorney or nominated representative whose identity is notified to the Company prior to the vote being taken.

27.2 No member is entitled to be present or vote at any meeting of the Company or to be elected to any office unless the member has paid all instalments of the entrance fee and annual subscription and all other money due to the Company at the time of the Meeting.

27.3 (1) Votes may be given by proxy provided that each proxy holder (including the Chair) shall hold no more than six (6) proxies;

(2) The instrument appointing a proxy must be in writing and in the common or usual form under the hand of the Appointor;

(3) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

(4) The proxy shall be in the following form or as near thereto as circumstances permit:-

FUTURE FARMERS NETWORK LIMITED

*I, _____ of
being a member of the abovenamed Company HEREBY APPOINT
of
or failing the member, then _____ of
as my proxy to vote for me on my behalf at the (Annual) General Meeting of the*

Company to be held on the day of 20 and at any adjournment thereof.

SIGNED the member day of 20 .

.....

****SECRETARY DULY AUTHORISED TO APPOINT THE PROXY***

*The member Form is to be used *in favour of/*against the resolution
Delete which one does not apply

28. MINUTES

28.1 The Board must cause Minutes to be kept by the Secretary and to be duly entered in books provided for the purpose:-

- (1) Of all appointments of Officers made by the Company in General Meeting or by the Board;
- (2) Of the names of the Directors present and voting at each Meeting of the Board;
- (3) Of the names of the Members present at each Meeting of any sub-Committee;
- (4) Of all orders made by the Board and any sub-Committee;
- (5) Of the number of Members present and voting at General Meetings of the Company;
- (6) Of all resolutions and proceedings of all Meetings either of the Company or of the Board.

28.2 Any such Minutes of any Meetings of the Board or of any sub-Committee or of the Company shall be signed by the Chair of such Meeting or by the Chair of the next succeeding Meeting and if purporting to be so signed shall be receivable as prima facie evidence of the matters stated in such Minutes.

29. FINANCIAL YEAR

29.1 The financial year of the Company shall commence on the First day of July and end on the Thirtieth day of June each year.

30. ACCOUNTS AND AUDIT

30.1 The Board shall cause correct accounts and books to be kept showing the financial affairs

of the Company and the particulars usually shown in books of account of a like nature and showing, in particular:-

- (1) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (2) All sales and purchases of goods by the Company;
- (3) The assets and liabilities of the Company.

30.2 The books of account shall be kept at the registered Office of the Company or at such other place as the Board thinks fit and shall always be open to the inspection of Directors.

30.3 (1) The Board shall comply with the provisions of the Corporations Act and once in every year cause to be prepared a Balance Sheet as at the end of the Company's financial year and an Income and Expenditure Account made up to the end of the financial year which Balance Sheet and Income and Expenditure Account shall together with the Report of the Board and the Auditor's Report, be laid before the Annual General Meeting of the Company as provided for in Rule 26;

(2) The Report of the Board shall include statements showing:-

- (a) The amount written off for depreciation;
 - (b) The amount if any which the Board proposes to transfer to the Reserve Fund or Funds of the Company;
 - (c) The number of members of each class registered in the Register of Members at the date of the preparation of the Report;
 - (d) The names of the Directors;
- (3) A copy of the Balance Sheet, Auditor's Report and Income and Expenditure Account accompanied by a copy of the Report of the Board shall be posted to every member at least seven (7) clear days before the date of the General Meeting at which the Accounts and Reports are to be presented;
- (4) Every account of the Board that is audited and approved by a General Meeting shall be conclusive except as regards any error discovered within three months

after the approval. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

30.4 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Corporations Act.

31. THE SEAL

31.1 The Directors must provide for the safe custody of the Seal and the Seal must never be used except by the authority of the Board previously given and in the presence of two Directors at the least who must sign every instrument to which such Seal is affixed and every such instrument must be countersigned by the Secretary or some other person appointed by the Board. Nothing in this Rule prevents the Company from executing documents in any other manner prescribed in the Corporations Act.

32. NOTICES

32.1 In each case in which a notice is directed or authorised to be given it may be served by the Company upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to the member at the member's registered place of address.

32.2 A Notice to the Company shall be deemed duly served if duly posted to and received by the Secretary.

32.3 Each registered member must notify the Company in writing an address which shall unless and until a fresh notification is given, be deemed the member's registered place of address within the meaning of Rule 10. If a fresh address is notified that shall be the registered address.

32.4 Any notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing same is posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office. A certificate in writing signed by the Secretary or other officer of the Company that the letter envelope or wrapper

containing the notice was so addressed and posted shall be prima facie evidence.

- 32.5 Any notice or document sent by post to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company have notice of the member decease be deemed to have been duly served and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on the member executors or administrators.
- 32.6 Any notice sent by e-mail by the Company will be deemed to be correctly given or served on the member at 10am on the day next following the date of a transmission report held by the sender confirming transmission to the e-mail address recorded in the Register of Members.
- 32.7 The signature to any notice to be given by the Company may be written typewritten or printed.
- 32.8 Where a given number of days notice or notice extending over any period is required to be given the day of service shall not be counted in such number of days or other period unless it is otherwise provided in the Constitution or by statute.

33. RESERVE FUND

- 33.1 The Board may set aside out of the profits of the Company such sums as they think proper as a Reserve Fund to meet contingencies for repairing improving or maintaining any of the property of the Company or for such other purposes as the Board shall in their absolute discretion think conducive to the interests of the Company and may invest the several sums so set aside upon such investments as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the Reserve Fund into special funds as they think fit and employ the Reserve Fund or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.

34. BY-LAWS

- 34.1 The Board shall have power from time to time to make alter and repeal all such by-laws

as it may deem necessary or expedient or convenient for the proper conduct of the management of the Company.

34.2 The by-laws may provide for the creation of an advisory board or committee (to be called the '**Advisory Board**') whose members may consist of persons of any age. The function, duties and responsibility must be determined by the Board.

34.3 The Board must adopt such means as it deems sufficient to bring to the notice of Members of the Company all by-laws, amendments and repeals and all such by-laws provided no by-laws shall be inconsistent with or affect or repeal anything contained in the Constitution. Any by-law may be set aside by a Special Resolution of a General Meeting of the Company.

35. AUTHENTICATION OF DEEDS AND DOCUMENTS

35.1 The following provisions shall have effect subject to the Corporations Act:-

- (1) All deeds executed on behalf of the Company may so far as they are within the powers and authorities of the Board be in such form and contain such powers provisoes conditions covenants clauses and agreements as the Board shall think fit;
- (2) All bills of exchange promissory notes or other negotiable instruments shall be accepted made drawn or endorsed for and on behalf of the Company and all cheques or orders for payment shall be signed on behalf of the Company in such manner and by such person or persons as the Board may from time to time determine;
- (3) Cheques or other negotiable instruments paid to the Company's Bankers for collection and requiring the endorsement of the Company may be endorsed on its behalf in such manner and by such person or persons as the Board may from time to time direct. All moneys belonging to the Company shall be paid to such bankers or others as the Board shall from time to time in writing or by Resolution of the Board appoint and all receipts for money paid to the Company shall be

signed by such Officers as the Board may appoint for that purpose and any such receipt shall be an effectual discharge for the money therein stated to be received.

35.2 Any instrument bearing the Common Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Company in respect of its issue.

36. INDEMNITY

36.1 Every member of the Board and of any sub-Committee Secretary or other Officer of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor shall be indemnified out of the funds of the Company against all liability incurred by the member as such member of the Board Secretary Office or Auditor in defending any proceedings whether civil or criminal in which judgment is given in the member's favour or in which the member is acquitted or in connection with any application under the Corporations Act in which relief is granted to the member by the Court.

36.2 No member of the Board, Secretary, member of a sub-Committee, or other Officer of the Company, shall be liable:

- (1) for the acts receipts neglects or defaults of any other member of the Board Secretary member of a sub-Committee or Officer or for joining in any receipt or other act of conformity;
- (2) for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company;
- (3) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company are invested;
- (4) for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys securities or effects are deposited; or
- (5) for any other loss damage or misfortune whatsoever which shall happen in the

execution of the duties of the person or in relation thereto unless the same happen through the member's own negligence default breach of duty or breach of trust.

37. SECRETARY

37.1 The Secretary or Secretaries shall in accordance with the Corporations Act be appointed by the Board of Directors for such term at such remuneration and upon such conditions as they may think fit and any Secretary or Secretaries so appointed may be removed by the Board.

38. AMENDMENT TO CONSTITUTION

38.1 Subject to Rule 38.2, an amendment to this Constitution may be made upon a resolution being passed by a three-fourths majority of members voting at a General Meeting of the Company called for that purpose. Every such resolution is deemed to be a special resolution. We the several persons whose names and addresses appear below, being the subscribers to the Constitution of the Company do agree to these Rules.

No. Name, Address and Description of original subscribers

Andrew Robert James FRESHWATER

'Morella'
KILMANY Vic 3851

Jodi Anita RIDDELL

"Carlton Hill Station"
KUNUNURRA WA 6743

Mandy Elizabeth JEPPESEN

Jeppesen Road
BLOOMSBURY Qld 4799

Melissa Joy DRISCOLL

7 Bowerbird Loop
BROOME WA 6725

Rachel Robin LITCHFIELD

1B Ibell Court
EMERALD Qld 4820