
The Australian Institute of Agricultural Science & Technology

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CONSTITUTION

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The Australian Institute of Agricultural Science and Technology

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1. Preliminary

1.1 Definitions and interpretation

Schedule 1 applies and forms part of this Constitution.

1.2 Name and nature of the Institute

- (a) The name of the Institute is "The Australian Institute of Agricultural Science and Technology".
- (b) The Institute is a public company limited by guarantee.
- (c) Each Member undertakes to contribute an amount not exceeding \$2 to the property of the Institute if the Institute is wound up:
 - 1. at a time when that person is a Member; or
 - 2. within one year of the time that person ceased to be a Member, for:
 - 3. payment of the debts and liabilities of the Institute contracted before that person ceased to be a Member;
 - 4. payment of the costs, charges and expenses of winding up the Institute; and
 - 5. adjustment of the rights of the contributories among themselves.

1.3 Replaceable rules

The replaceable rules in the Corporations Act do not apply to the Institute.

1.4 Objects

The objects of the Institute are:

- (a) to promote and advance the application of science and technology for the sustainable development of Agriculture in Australia, including natural resource management;
- (b) to increase government, industry and community awareness and understanding of the key scientific and technology issues confronting Agriculture in Australia;
- (c) to provide a voice through which the Institute can interact with government at all levels and other stakeholders on science and technology solutions to issues relevant to the Agricultural sector;
- (d) to establish standards of professional conduct and to ensure that Members comply with such standards;
- (e) to provide ongoing professional development opportunities for Members and other professionals involved in Agriculture;

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- (f) to recognise and reward outstanding contributions to agriculture by granting Fellowships and Institute Awards; and
- (g) to collaborate with other organisations whose objects are compatible with those of the Institute.

1.5 Application of income and property

The Institute:

- (a) will only apply the income and property of the Institute in promoting the objects of the Institute; and
- (b) must not subscribe to, support with its funds, or amalgamate with, any association or organisation which does not, to the same extent as this Constitution, restrict the application of its income and property and prohibit the making of distributions to its Members.

1.6 No distribution to Members

- (a) Subject to Rule 1.5(b), the Institute must not make any distributions to any Members, whether by way of dividend, surplus on winding up or otherwise.
- (b) Rule 1.5(a) does not prevent the Institute making payments to Members and Directors in relation to expenses or fees properly incurred in connection with Board approved activities of the Institute or otherwise in the normal course of business so long as such payments are made in accordance with Rule 5.8.

2. Members

2.1 Applications

- (a) Each applicant to become a Member must:
 - 1. sign and deliver to the Institute an application in the prescribed form; and,
 - 2. pay the prescribed Fee (details of fee amounts and changes to fees described in By-Laws).
- (b) Each applicant to become a Member must agree in writing to be bound by, and to comply with, the Institute's Codes.
- (c) The Board shall determine whether an applicant may become a Member through recommendations from the Membership Committee, which is appointed by the Board.
- (d) The Board is not required to give any reason for the rejection of any application to become a Member.
- (e) If an application to become a Member is accepted, the Institute must:
 - 1. give written notice of the acceptance to the applicant including details of the category of membership and the rights that are then attached to that category;

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2. request payment of the prescribed Fee (which may be a pro rata sum if so determined by the Board); and
 3. upon payment of that amount, enter the applicant's name in the Register.
- (f) If an application to become a Member is rejected, the Institute must:
1. give written notice of the rejection to the applicant; and
 2. refund in full any Fees paid by the applicant.

2.2 Ceasing to be a Member

- (a) A person will cease to be a Member if:
1. that person resigns in accordance with Rule 2.3(a);
 2. that person is expelled under Rule 2.4(a);
 3. that person is expelled under Rule 2.4(b) for non-payment of Fees; or
 4. a Cessation Event occurs in respect of that person.
- (b) The estate of a deceased Member is not released from any liability in respect of that person being a Member.

2.3 Resignation and re-admission

- (a) A Member may resign as a Member by giving the Institute notice in writing.
- (b) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Institute.
- (c) Subject to the Board's discretion, no person who has ceased to be a Member of the Institute shall be eligible for re-admission until any arrears of Fees owing at the time membership ceased have been paid.
- (d) In the event of hardship, the Board may in its discretion reduce or waive any arrears of Fees.

2.4 Expulsion or suspension

- (a) Subject to Rule 2.4(c), the Board may resolve to:
1. expel a Member; or
 2. suspend a Member,

for such period, and from enjoying such rights and privileges of membership, as the Board may determine;

if:

3. an Expulsion Event (other than the non payment of a Fee) occurs in respect of the Member; and
4. the Institute gives that Member at least 10 Business Days notice in writing,

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stating the Expulsion Event, advising that the Member is liable to be expelled and informing the Member of his or her rights under Rule 2.4(c)(1).

- (b) The Board may resolve to expel a Member who has not paid a Fee within three months after the due date for its payment.
- (c) Before passing any resolution under Rule 2.4(a), the Board:
 - 1. must allow the Member to give to the Directors, either orally or in writing, any explanation or defence of the Expulsion Event; and
 - 2. may adopt other procedures to aid the resolution of complaints against the Member, including the appointment of complaints committees, conciliators and mediators.
- (d) Before passing any resolution under Rule 2.4(b):
 - 1. the Manager shall notify the Member of such default; and
 - 2. the Board must allow the Member to give the Directors, in writing, any explanation or defence of such default.
- (e) Where a resolution is passed under Rule 2.4(a) or 2.4(b), the Institute must give the Member, notice ("**Discipline Notice**") in writing of the expulsion or suspension, within 10 Business Days of the resolution.
- (f) A Member may, by notice in writing to the Institute within 10 Business Days of receipt of a Discipline Notice, request that a resolution for expulsion (but not suspension) of that Member under Rule 2.4(a) be reviewed by the Institute at the next general meeting.
- (g) If a request under Rule 2.4(f) is made, the Board must propose at the next general meeting that a resolution be moved to confirm the expulsion of the Member concerned.
- (h) A resolution under Rule 2.4(f) takes effect:
 - 1. If the Member gives a notice under Rule 2.4(e), on the date the resolution is confirmed by a general meeting; or
 - 2. if the Member does not give a notice under Rule 2.4(f), on the date of the resolution.
- (i) A resolution under Rule 2.4(b) takes effect on the date of the resolution.
- (j) The Board may reinstate an expelled Member on any terms and at any time as the Board resolves, including a requirement that all amounts due but unpaid by the expelled Member are paid.

2.5 Membership register

The Institute will maintain a Register which will record the full name; address; membership category; Division, and/or Special Interest Group affiliation; date membership commenced; date of any change in membership category and the date membership ceased.

3. By-Laws

- (a) The Board may by resolution make By-Laws prescribing matters required or permitted by this Constitution to be prescribed or necessary or be convenient be prescribed with respect to any matter relating to the control, administration and management of the Institute and its affairs, interests and property.
- (b) Without limiting Rule 3(a), By-Laws may make provisions for membership categories, membership criteria and rights, and Fees payable.
- (c) The Board may by resolution amend or revoke By-Laws, but shall inform Members of any resolutions made.
- (d) Each Director, each Member, and each Division and SIG is bound by and must comply with the By-Laws.
- (e) By-Laws and amendments to By-Laws come into force on the date the relevant resolution is made or a later date if specified in the resolution.

4. Proceedings of Members

4.1 Who can call meetings of Members

- (a) Subject to the Corporations Act, the Board may call a general meeting at a time and place as the Board resolves.
- (b) Members may call and arrange to hold a general meeting as provided by the Corporations Act.
- (c) The Board must call and arrange to hold a general meeting on the request of Members made in accordance with Rule 4.1(b).

4.2 Annual General Meeting

- (a) An annual general meeting (AGM) of the Institute shall be called once in each year in accordance with the requirements of the Corporations Act.
- (b) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
 - 1. the consideration of the annual financial report, the Directors' report and the auditor's report for the Institute;
 - 2. the appointment of the auditor of the Institute;
 - 3. the fixing of the remuneration of the auditor of the Institute and
 - 4. the election of Directors

4.3 Calling meetings of Members

- (a) The Board may, whenever it thinks fit, call and arrange to hold a general meeting.
- (b) The Board may change the venue for, postpone or cancel a general meeting called by it.
- (c) A general meeting may be called and arranged to be held only as provided by this Rule 4.3 or as required by law.

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- (d) If a general meeting is called by Members pursuant to their rights under law and arranged to be held, the Board may not postpone it beyond the date required by law and may only cancel it with the consent of all the requisitioning Members.
- (e) Members may give notice to the Secretary requiring that a motion, proposed in writing, be placed on the agenda of any general meeting for consideration, provided that:
 - 1. such notice is received in sufficient time for Members to be given notice of the proposed motion as required by law; and,
 - 2. the motion proposed is legally a proper matter for consideration by the general meeting.

4.4 Notice of general meetings

- (a) Subject to this Constitution, notice of a general meeting must be given within the time limits prescribed by the law and in the manner authorised by Rule 11 to each person who, at the date of the notice, is a Member, Director or an auditor of the Institute.
- (b) A notice of a general meeting of must:
 - 1. set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - 2. state the general nature of the business of the meeting; and set out or include any other information or documents specified by the Corporations Act.
- (c) A person may waive notice of any general meeting by notice in writing to the Institute.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or proxy form to, any person entitled to receive such notice under Rule 4.4(a), does not invalidate any resolution passed at the general meeting if:
 - 1. the non-receipt of failure occurred by accident or error; or
 - 2. before or after the meeting, the person waives notice of that meeting under Rule 4.4(c) or agrees in writing to that resolution.

4.5 Right to attend meetings

- (a) Each Member, Director and any auditor of the Institute is entitled to attend any general meetings.
- (b) Subject to this Constitution, each Director is entitled to attend and speak at all general meetings.

4.6 Meeting at more than one place

- (a) A general meeting may be held in two or more places linked together by any technology that:

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1. gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 2. enables the chair to be aware of proceedings in each place; and
 3. enables the Members in each place to vote on a show of hands and on a poll.
- (b) If a general meeting is held in two or more places under Rule 4.6(a):
1. a Member present at one of the places is taken to be present at the meeting; and
 2. the chair of that meeting may determine at which place the meeting is taken to have been held.

4.7 Quorum

- (a) No business may be transacted at any general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum consists of:
1. ten Members present in person or by proxy and for this purpose, where a person is proxy for more than one Member, each such Member is deemed to be present; and
 2. if the general meeting has been called by Members under Rule 4.1(c), and those Members present at that general meeting in person or by proxy.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
1. if the meeting was called by Members under Rule 4.1(c), the meeting is dissolved; and
 2. any other meeting is adjourned to the date, time and place as the Directors may, by notice to the Members, appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.

4.8 Chairman

- (a) The Board Chairman shall, if present within 15 minutes after the time appointed for the meeting and willing to act, preside as chair at each general meeting.
- (b) If at a general meeting:
1. there is no Chairman;
 2. the Chairman is not present within 15 minutes after the time appointed for the meeting; or
 3. the Chairman is present within that time but is not willing to chair all or part of that meeting,

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the Directors present may, by majority vote, elect another Director or another person present to chair all or part of the meeting of Members.

- (c) Subject to Rule 4.8(a), if at a general meeting:
1. a chair of that meeting has not been elected by the Directors under Rule 4.8(b); or
 2. the chair elected by the Directors is not willing to chair all or part of that meeting,

the Members present must elect another person, present and willing to act, to chair all or part of that meeting.

4.9 General conduct of meetings

- (a) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision, subject to the law, is final.
- (b) The chair of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the original meeting.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (d) Except as provided by Rule 4.9(c), it is not necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

4.10 Resolutions of Members

- (a) Except in the case of any resolution for which the law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by the Members present and voting in person or by proxy at the meeting and any such decision is for all purposes a decision of the Members.
- (b) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before or after the vote is taken or immediately after the declaration of the result on a show of hands:
 1. by the chair of the meeting; or
 2. by at least 5 Members present and having the right to vote on the resolution.
- (c) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (d) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, an entry to that effect in the minutes of the proceedings is conclusive evidence of the fact.

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- (e) If a poll is demanded at a general meeting, it will be taken in such manner and either at once, or after an interval, adjournment or otherwise as the chair of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (f) A poll demanded at a general meeting on the election of a chair of the meeting, or on a question of adjournment, must be taken immediately.
- (g) The demand for a poll may be withdrawn.

4.11 Number of votes

- (a) Subject to this Constitution and any rights or restrictions attached to a category of Membership, at a general meeting, every Member present in person, or by proxy has one vote.
- (b) A proxy is entitled to a separate vote for each Member the person represents in addition to any vote the person may have as a Member in his or own right.
- (c) A vote not disallowed under Rule 4.12(b) is valid for all purposes. In the case of an equality of votes on a resolution at a general meeting, the chair of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the chair has in his or her own right.
- (d) A Member present at a general meeting is not entitled to vote on any resolution if any amount due and payable in respect of that person's Membership has not been paid.
- (e) A Member present at a general meeting is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (f) The Institute must disregard any vote on a resolution purported to be cast by a Member present at a general meeting where that person is not entitled to vote on that resolution.
- (g) The authority of a proxy for a Member to speak or vote at a general meeting is suspended while the Member is present in person at that meeting.

4.12 Objections to qualification to vote

- (a) An objection to the qualification of any person to vote at a general meeting may only be made:
 - 1. before that meeting, to the Directors; or
 - 2. at that meeting (or any resumed meeting if that meeting is adjourned), to the chair of that meeting.
- (b) Any objection under Rule 4.12(a) must be decided by the Directors or the chair of the general meeting (as the case may be), whose decision, made in good faith, is final and conclusive.

4.13 Proxies

- (a) Subject to this Constitution, a Member may vote at a general meeting in person or by proxy.

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- (b) A Member may appoint a proxy, who need not be a Member, for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (c) An instrument appointing a proxy need not be in any particular form provided it is in writing, legally valid and signed by appointer and contains the following information:
 - 1. the Member's name and address;
 - 2. the Institute's name;
 - 3. the proxy's name; and
 - 4. the meetings at which the proxy may be used.
- (d) A proxy may not vote at a general meeting, or an adjourned meeting, or on a poll unless the instrument appointing the proxy is received at the address, facsimile number or email address specified in the relevant notice of meeting, not later than 48 hours before the time scheduled for commencement of the meeting.
- (e) Subject to the Corporations Act, the decision of the chair of a general meeting as to the validity of an instrument appointing a proxy is final and conclusive.
- (f) Unless otherwise provided in the Corporations Act or in the appointment, a proxy may:
 - 1. agree to a general meeting being called by shorter notice than is otherwise required by the Corporations Act or this Constitution;
 - 2. agree to a resolution being either or both proposed and passed at a general meeting of which notice of less than the Prescribed Period is given;
 - 3. speak to any resolution at a general meeting on which the proxy may vote;
 - 4. vote on a show of hands or poll at a general meeting (but only to the extent allowed by the appointment);
 - 5. demand or join in demanding a poll on any resolution at a general meeting on which the proxy may vote; and
 - 6. attend and vote at any general meeting which is rescheduled or adjourned.
- (g) Unless otherwise provided in the Corporations Act or in the appointment, a proxy may:
 - 1. vote on any amendment to a proposed resolution on which the proxy may vote;
 - 2. vote any motion that the proposed resolution or any similar motion not be put; and
 - 3. act generally at the meeting,even if the appointment directs the proxy how to vote on that resolution.

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- (h) The Institute must only send a form of proxy to Members in respect of a general meeting which provides for the Member:
 - 1. to appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
 - 2. to vote for or against each resolution, and may also provide for the Member to abstain from voting on each resolution.
- (i) A Member may specify the manner in which a proxy is to vote on a particular resolution at a general meeting but, unless specified, the proxy may vote as he or she thinks fit.
- (j) Unless the Institute has received notice in writing before the time scheduled for the commencement or resumption of a general meeting, a vote cast at that meeting by a person appointed by a Member as a proxy is, subject to this Constitution, valid even if, before the person votes, the appointing Member:
 - 1. dies; or
 - 2. is mentally incapacitated; or
 - 3. revokes the appointment of that person; or
 - 4. revokes the authority under which the person was appointed by a third party.

4.14 Postal ballots

- (a) Any matter which, in the opinion of the Board, affects the welfare or policy of the Institute shall be decided by postal ballot of all Members. In the latter case a statement prepared by the Board giving the arguments for and against shall be posted to each Member entitled to vote, together with a ballot paper.
- (b) The ballot paper shall contain the question to be decided. Members may vote for or against a proposal by marking the ballot paper in the manner prescribed thereon.
- (c) Any completed ballot paper which does not comply with the instructions contained thereon will be declared invalid.
- (d) The candidates elected or questions decided shall be those receiving the greatest number of votes.
- (e) Any ballot paper received after the notified closing date of the ballot shall be deemed to be invalid. All ballot papers received by the notified closing date shall be opened and examined by two scrutineers appointed by the Board who shall report the results to the Board.
- (f) The Board shall advise Members of the result of a postal ballot within fourteen (14) days of the report of the result to the Board.

5. Directors

5.1 Number of Directors

- (a) The Institute must have not less than six, and not more than ten (10), Directors.
- (b) If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except for appointing one or more additional casual Directors or to call, and arrange to hold, a meeting of Members.

5.2 Elected Directors

- (a) The Institute is entitled to elect up to seven Members to be Directors. Directors should possess the range of skills required to provide appropriate leadership, corporate governance and management guidance to Institute officers and Members.
- (b) The Institute must elect Directors from amongst its own Members who are eligible to hold office.
- (c) The Board will appoint a Nominations Committee to select candidates to be put forward for election to the Board at the AGM.
- (d) Directors will be appointed for a term of three years commencing from the date of the AGM at which they were appointed.
- (e) At each annual general meeting, one half of the elected Directors for the time being, or if their number is not a multiple of two, then such number nearest one-half as the Board shall determine shall retire from office.
- (f) A retiring Board Member is eligible for re-election.
- (g) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall be agreed amongst themselves.

5.3 Special Directors

- (a) Subject to Rule 5.1(a), the Board may appoint up to three (3) special Directors from time to time. These Directors need not be Members.
- (b) A special Director appointed at a meeting of the Board will be taken to have been appointed on the date of that meeting for a term determined by the Board up to a maximum of three years.

5.4 Role of Board

The Board, who reports to Members, is responsible and for the overall leadership and direction of the Institute, specifically:

- (a) Committees and office bearers, including:
 1. Annual appointment of office bearers, including Chair, Vice Chair, and Company Secretary as is deemed necessary by the Board.;
 2. Appointment of committees and chairs of each committee (refer to By-Laws for details of the roles of committees);
 3. Monitoring committee performances;
 4. Appointing additional committees as required.

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- (b) Corporate Governance, including:
 - 1. upholding the Institute's Constitution and By-Laws;
 - 2. varying or amending the Institute's Constitution from time to time and in accordance with Rule 13;
 - 3. varying or amending the Institute's By-Laws from time to time and in accordance with Rule 3;
 - 4. ensuring that the Institute complies with all relevant legislation and regulations;
 - 5. providing appropriate training in the roles and responsibilities of Directors;
 - 6. ensuring that the Board understands the risks to which the Institute is exposed; developing and implementing appropriate risk management policies to manage identified risks; and ensuring that risk management policies are being observed;
 - 7. Public accountability;
 - 8. The approval of any Codes in respect of the Members.
- (c) Goals, Policy and Strategy, including:
 - 1. articulating, in accordance with the Institute Objects, the Institute's long term goals and developing and implementing a strategic plan to achieve these goals;
 - 2. determining on-going policies, priorities and programs to achieve the Institute's strategic objectives;
 - 3. developing an operational framework to support the achievement of the strategic plan's objectives;
 - 4. providing direction to Divisions and Special Interest Groups in the application of priorities and programs;
 - 5. reviewing annually the Institute's strategic plan;
- (d) Overall performance of the Institute, including:
 - 1. appointing, and monitoring the performance of, the Manager based on the contract of appointment and key performance indicators, details of which are in By-Laws.
 - 2. approving and monitoring the Institute's annual business plan and operating budget;
 - 3. ensuring that deadlines are being met; policies are being observed; and that objectives are being met;
- (e) Public Relations, including:
 - 1. approving public and government relations policies for the Institute.

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2. approving all strategic external communications

5.5 Retirement and re-appointment of Directors

- (a) A Director must at the end of the Director's Term, retire as a Director, but will, subject to Rule 5.6(a), be eligible for reappointment for a further Term.
- (b) If a Director ceases to be a Director during the Director's Term, then that vacancy on the Board will be filled by the appointment of a casual Director appointed by the Board for a period up to the next AGM, at which time the casual Director is eligible for election.

5.6 Term of office for Directors

- (a) No Director may serve more than two consecutive Terms and no Director may serve as a Director for more than five, three year Terms in total.
- (b) In the case of a person appointed as a casual Director under Rule 5.5(b) to fill a vacancy, the period between the appointment of that person as a casual Director and the first meeting of the Board after the next AGM following that appointment, will not be counted as a Term or part of a Term and will not be included in determining whether a Director has served as a Director for three, two year Terms, for the purposes of Rule 5.6(a).

5.7 Vacation of office

- (a) A Director may resign from office by giving the Institute notice in writing.
- (b) Subject to the Corporations Act and Rule 5.7(c), the Institute in general meeting convened on Prescribed Notice, may, by ordinary resolution, remove any Director and, if thought fit, appoint another person in place of that Director.
- (c) A Director ceases to be a Director if the Corporations Act so provides or if that Director:
 1. becomes of unsound mind or a person who is, or whose estate is liable to be dealt with under the law relating to mental health;
 2. is absent without the consent of the Board from all meetings of the Board held during a period of six months and the other Directors resolve that his or her office be vacated;
 3. resigns by notice in writing to the Institute or is removed under this Constitution;
 4. becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally; or
 5. if a Member of the Institute at the date of appointment, he or she ceases to be a Member of the Institute.

5.8 Directors' Remuneration and Expenses

- (a) The directors of the Company are to be paid the remuneration that the Company determines by resolution.

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- (b) The company may also pay the directors' travelling and other expenses that they properly incur:
 - (i) in attending directors' meetings or any meetings of a committee of directors; and
 - (ii) in attending any general meetings of the Company; and
 - (iii) in connection with the Company's business.
- (c) A payment of the kind referred to in Rule 1.6(b) may be made to a Director if that payment has been approved by the Board.
- (d) This Rule does not apply to payments reimbursing Directors for reasonable out-of-pocket expenses incurred in the performance of any duty as a Director.
- (e) This Rule does not preclude the payment of honorariums to the Chairman and/or Treasurer or others as approved from time to time by the Board.
- (f) This Rule does not preclude the payment of fees, as approved by the Board, to any Director for special service needs in relation to the Institute's activities.

6. Officers

6.1 Chairman

- (a) The Chairman shall be elected annually by the Board from the members of the Board and shall hold office until the Board meeting immediately following the next AGM.
- (b) The maximum number of Terms of office for the Chairman shall be four.
- (c) If through any cause the office of Chairman becomes vacant, the Board shall elect a successor from among the existing Directors for the unexpired portion of the term.
- (d) The role of the Chairman is outlined in the By-Laws.

6.2 Manager

- (a) The Board may appoint a Manager, for any period and on any terms (including as to remuneration) as the Board resolves. The Manager reports to the Board.
- (b) Subject to any agreement between the Institute and the Manager, the Board may remove or dismiss or suspend the Manager at any time, with or without cause.
- (c) The Board may delegate any of their powers (including the power to delegate) to the Manager as provided in Rule 7.3.
- (d) The Board may revoke or vary:
 - 1. the appointment of the Manager; or
 - 2. any power delegated to the Manager.
- (e) The Manager must exercise the powers delegated to him or her in accordance with any directions of the Board.

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- (f) The exercise of a delegated power by the Manager is as effective as if the Board exercised the power.
- (g) The role of the Manager is outlined in the By-Laws.

6.3 Secretary

- (a) As at the date of adoption of this Constitution, the Secretary is the person specified as company Secretary in the ASIC Register.
- (b) A Secretary or Secretaries may be appointed by the Board for any period and on any terms (including as to remuneration) as the Board resolves. The Secretary reports to the Board.
- (c) Subject to any agreement between the Institute and a Secretary, the Board may remove or dismiss a Secretary at any time, with or without cause.
- (d) The Board may revoke or vary the appointment of a Secretary.
- (e) The Secretary is responsible to the Board for:
 - 1. ensuring that the AGM and any general meetings are held in accordance the law and the Constitution;
 - 2. ensuring that policies and Constitution are congruent; and
 - 3. ensuring that any other statutory requirements are fulfilled.

6.4 Indemnity and insurance

- (a) This clause applies:
 - 1. to each person who is, or has been, a Relevant Officer as defined by the Constitution; and
 - 2. to such other officers or former officers of the Institute as the Board in each case determines.
- (b) To the extent permitted by law, the Institute must:
 - 1. indemnify; and
 - 2. if requested by a person to whom Rule 6.4(a) applies, enter into a deed indemnifying on a full indemnity basis, each person to whom Rule 6.4(a) applies, for all losses incurred by the person as an officer of the Institute.
- (c) The indemnity in Rule 6.4(b) is a continuing obligation and is enforceable by a person to whom Rule 6.4(a) applies, even though that person may have ceased to be an officer of the Institute when a claim of liability is made.
- (d) To the extent permitted by the law, the Institute may pay, or agree to pay, a premium for a contract insuring any person to whom Rule 6.5(a) applies against any liability, including legal costs, incurred by the person as an officer of the Institute.
- (e) To the extent permitted by law, the Institute may enter into an agreement or deed with a person to whom Rule 6.4(a) applies:

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1. to provide to that person, and his or her advisers, access to the Institute's books on the terms agreed;
2. to allow that person, if presently or previously a Director, to inspect and make copies of books or parts of books to the extent permitted by law or at the discretion of the Board;
3. to make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that officer; and
4. keep that person insured in respect of liability incurred by that person, as an officer of the Institute, on the terms agreed.

7. Powers of the Institute and the Board

7.1 General powers

- (a) Subject to this Constitution, the Institute may exercise, in any manner permitted by the Corporations Act, any power which a public company limited by guarantee may exercise under the Corporations Act.
- (b) The business of the Institute is to be managed by, or under the direction of, the Board.
- (c) The Board may exercise all the powers of the Institute except any powers that the Corporations Act or this Constitution requires the Institute to exercise in general meeting.

7.2 Execution of documents

- (a) If the Institute has a common seal, the Institute may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by:
 1. two Directors; or
 2. a Director and the Manager or Secretary; or
 3. a Director and another person appointed by the Board for that purpose.
- (b) The Institute may execute a document without a common seal if the document is signed by:
 1. two Directors; or
 2. a Director and the Manager or Secretary; or
 3. a Director and another person appointed by the Board for that purpose.
- (c) The Board may resolve generally, or in a particular case, that any signature on certificates for membership, or other common use documents specified by the Board, may be affixed by mechanical or other means.
- (d) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Institute in the manner, and by the persons, as the Board resolves.

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7.3 Committees and delegates

- (a) The Board may delegate any of their powers (including this power to delegate) to a committee of any one or more Directors, a Division, a SIG, the Manager, an employee of the Institute or a Member.
- (b) The Board may revoke or vary any power delegated under Rule 7.3(a).
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.
- (d) The exercise of a delegated power by the committee or delegate is as effective as if the Board exercised the power.
- (e) Rule 8 applies to meetings of a committee of Directors.

7.4 Attorney or agent

- (a) The Board may appoint any person to be attorney or agent of the Institute for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent.
- (c) The Board may revoke or vary:
 - 1. an appointment under Rule 7.4(a); or
 - 2. any power delegated to an attorney or agent.

8. Proceedings of the Board

8.1 Written resolutions of the Board

- (a) The Board may pass a resolution, without a meeting of the Board being held, if all the Directors, entitled to vote on the resolution, assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document referred to in Rule 8.1(a) may be used for assenting to by Directors if the wording of the resolution and the statement is identical in each copy.
- (c) A Director may signify assent to a document under this Rule 8.1 by signing the document or by notifying the Institute of that assent:
 - 1. in a manner permitted by Rule 11.3; or
 - 2. by any technology including telephone.
- (d) Where a Director signifies assent to a document under Rule 8.1(c) other than by signing the document, the Director must, by way of confirmation, sign the document before, or at, the next meeting of the Board attended by that Director.
- (e) The resolution the subject of a document under Rule 8.1(b) is not invalid if a Director does not comply with Rule 8.1(d).

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8.2 Meetings of the Board

- (a) The Board may meet, adjourn and otherwise regulate their meetings as they think fit.
- (b) A meeting of the Board may be held using any technology consented to by all Directors.
- (c) The consent of the Directors under Rule 8.2(b) may be for all meetings of the Board or for any one or more specified meetings.
- (d) A Director may withdraw his or her consent under Rule 8.2(b) within a reasonable period before the meeting.
- (e) If a meeting of the Board is held in two or more places linked together by any technology:
 - 1. a Director present at one of the places is taken to be present at the meeting unless and until that Director states to the chair of the meeting that he or she is discontinuing participation in the meeting; and
 - 2. the chair of that meeting may determine at which place the meeting will be taken to have been held.

8.3 Who can call Board meetings

- (a) The Chairman, or any two Directors, may convene a meeting of the Board with reasonable notice to all of the Directors entitled to receive notice.
- (b) If requested to do so by the Chairman or by any two Directors, the Company Secretary must give notice of a meeting of the Board to all Directors entitled to receive notice.

8.4 How to call Board meetings

- (a) Notice of a meeting of the Board must be given to each person who is a Director at the time of giving notice, other than a Director who is on leave of absence.
- (b) A notice of meeting of the Board:
 - 1. must specify the time and place of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - 2. may state the general nature of the business of the meeting;
 - 3. may be given immediately before the meeting; and
 - 4. may be give in person, or by post, or by telephone, fax or other electronic means.
- (c) The Institute must give not less than 24 hours notice of a meeting of the Board, unless all Directors agree otherwise.
- (d) A Director may waive notice of a meeting of the Board by notice in writing to the Institute to that effect.

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8.5 Quorum

- (a) 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.
- (b) A quorum consists of:
 - 1. if the Board has fixed a number for the quorum, that number of Directors;
and
 - 2. in any other case, a majority of the Directors currently in office as Directors, present at the meeting of the Board.
- (c) If there is a vacancy in the office of Director then, subject to Rule 8.5(b), the remaining Directors may act.
- (d) If the number of Directors in office at any one time is not sufficient to constitute a quorum at a meeting of Board, the remaining Directors may act, but only if and to the extent that there is an emergency requiring them to act.

8.6 Chairman

- (a) The Chairman shall chair all meetings of the Board when present. In the absence of the Chairman the meeting must elect any member of the Board to chair the meeting
- (b) The Chairman must, if present within 15 minutes after the time appointed for the holding of the meeting and willing to act, chair each meeting of the Board.
- (c) If the Chairman is not willing to chair all or part of that meeting, due to conflict of interest reasons, the Directors present must elect one of themselves to chair all or part of the meeting.

8.7 Resolutions of the Board

- (a) A meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable by, Directors under this Constitution.
- (b) Questions arising at a meeting of the Board are to be decided by a majority of votes cast by Members present and any such decision is for all purposes a determination of the Board.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a meeting of the Board, the chairman of that meeting shall have a casting vote on that resolution in addition to any vote the chairman has in his or her capacity as a Director.

9. Institute Awards

- (a) The Institute shall periodically recognise outstanding achievement by giving awards to Members who, in the opinion of the Board, have made outstanding, specific contributions to the advancement of Agriculture.

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- (b) Details of the awards and the nomination and selection process for each of these awards are detailed in the By-Laws.

10. Code of Ethics

- (a) The Institute shall adopt and maintain a Code of Ethics which articulates fundamental principles to guide Members in their relationships with clients, colleagues and the wider community.
- (b) The Directors may from time to time amend the Code of Ethics.
- (c) All Members will receive a copy of the Code of Ethics as amended from time to time.
- (d) All Members will be required to comply with the Code of Ethics.
- (e) The Code of Ethics will be published on the Institute's website, in the Journal and otherwise as determined by the Directors.
- (f) The Code of Ethics will be managed by the Ethics Committee appointed by the Board, details of which are described in the By-Laws.

11. Notices

11.1 Notices to Members

- (a) A notice may be given by the Institute to a Member by serving it personally at, or by sending it by post to, the Member's address as shown in the Register, or such other address, or by sending it to the facsimile number or electronic address supplied by the Member.
- (b) The fact that a Member has supplied a facsimile number or electronic address does not require the Institute to give any notice to that Member by those means.
- (c) A signature to any notice given to a Member under Rule 11.1(a) may be in writing, or printed on facsimile, or affixed by some other mechanical or electronic means.
- (d) A certificate signed by a Director or Secretary of the Institute to the effect that a notice has been given in accordance with this Constitution is conclusive evidence of that fact.

11.2 Notices to Directors

Subject to this Constitution, a notice may be given by the Institute to any Director by serving it personally at, or by sending it by post to, the Director's usual residential or business address, or such other address, or by sending it to the facsimile number or electronic address supplied by the Director

11.3 Notice to the Institute

Subject to this Constitution, a notice may be given by a Member or Director to the Institute by serving it on the Institute at, or by sending it by post to, the Institute's registered office or by sending it to the Institute's principal facsimile number or principal electronic address at its registered office.

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11.4 Time of service

- (a) A notice sent by prepaid post to an address within Australia is taken to be given:
 - 1. in the case of a notice of meeting, one Business Day after it is posted; or
 - 2. in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (b) A notice sent by prepaid post to an address outside Australia is taken to be given:
 - 1. in the case of a notice of meeting, three Business Days after it is posted; or
 - 2. in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (c) A notice sent by fax or electronic means is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number or electronic address.
- (d) The giving of a notice by prepaid post is sufficiently proved by evidence that the postage was paid and the notice:
 - 1. was addressed to the correct address of the recipient; and
 - 2. was placed in the post.

11.5 Signatures

The Board may decide, generally or in a particular case, that a notice given by the Institute be signed by mechanical or other means.

12. Winding up

12.1 Transfer of surplus

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- (c) money received by the organisation because of such gifts and contributions

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12.2 Application to Supreme Court

If the Members fail to make a determination under Rule 12.1 within 20 Business Days of the winding up of the Institute, the liquidator must make an application to the Supreme Court of the Australian Capital Territory to make that determination.

13. Alteration of the Constitution

- (a) Subject to the Act, this Constitution may be added to, repealed or amended from time to time by special resolution from the Board put to any general meeting of the Institute.
- (b) A special resolution proposing such alterations or additions to the Constitution shall be deemed to be passed if, of the entitled Members voting in person or by proxy at that meeting, not less than three quarters vote in favour of the resolution.
- (c) At least twenty one day's notice of the meeting at which the special resolution is to be put shall be given to all Members entitled to vote.
- (d) A notice referred to in Rule 13(c) shall contain or be accompanied by a copy of the proposed alterations and additions to the Constitution and specify the intention to propose the resolution as a special resolution.
- (e) The Board shall have the power from time to time to make alterations or additions to the Constitution to:
 - 1. reflect legislative changes;
 - 2. correct errors;
 - 3. amend misleading and/or conflicting Rules; and
 - 4. facilitate the management and efficient operation of the Institute.

Such changes shall not take effect until confirmed by a resolution of Members at an AGM or at a Special General Meeting called for the purpose.

Schedule 1: Definitions and interpretations

Definitions

In this Constitution:

"**AGM**" means the Annual General Meeting of Members.

"**Agriculture**" means any sustainable activity involving:

- (a) the production of food or fibre from crops and animals;
- (b) horticulture, forestry and aquaculture;
- (c) conservation of the environment;
- (d) natural resource management;
- (e) the production of related machinery and equipment;
- (f) research and extension in relation to these activities; and
- (g) education in relation to these activities.

"**ASIC Register**" has the same meaning as the term "register" has under the Corporations Act.

"**Board**" means the Board of corporate governance of the Institute which is constituted by the persons who hold office as Directors, from time to time.

"**Business Day**" means a day except a Saturday, Sunday or public holiday in the State of Victoria.

"**By-Laws**" means by-laws made under this Constitution.

"**Cessation Event**" means, in respect of a Member:

- (a) the death or bankruptcy of that Member;
- (b) that Member becoming of unsound mind or a person whose property is liable to be dealt with under a law relating to mental health; or
- (c) that Member's name being entered on the register of persons who have been disqualified from managing corporations kept by the Australian Securities and Investments Commission under section 1274AA of the Corporations Act.

"**Chairman**" means a person elected as chairperson of Directors under Rule 8.6 except where the subject and/or context clearly indicate that the term is used to indicate the chairman of a committee of the Board.

"**Codes**" includes Code of Ethics which outline the codes of conduct for Members, as prescribed by the Directors, from time to time.

"**Corporations Act**" means the *Corporations Act* 2001 (Commonwealth).

"**Director**" means a person elected to the Board of Directors under Rule 5.3 or Rule 5.4.

"**Division**" means geographic division of Institute referred to in the By-Laws.

"**Expulsion Event**" means, in respect of a Member:

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- (d) that Member has wilfully refused or neglected to comply with the provisions of this Constitution or the Code of Conduct; or
- (e) the conduct of that Member, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the objects, interests or reputation of the Institute.

"**Fee**" means a membership fee, subscription or levy payable by Members under the By-Laws.

"**General meeting**" means a general meeting of Members of the Institute.

"**Institute**" means The Australian Institute of Agricultural Science and Technology.

"**Legal Costs**", of a person, means legal costs incurred by that person in defending an action for a Liability of that person.

"**Liability**", of a person, means a liability incurred by that person as an officer of the Institute or a related body corporate of the Institute.

"**Manager**" means the person appointed for the time being under Rule 6.2, being an employee (whether full-time or part-time) of the Institute or a related body corporate of the Institute.

"**Member**" means a person whose name is entered in the Register as a Member of the Institute.

"**Membership Committee**" means the committee appointed by the Board from time to time to consider applications to become a Member.

"**Nomination Committee**" means the committee appointed for a two-year period to consider applications for Board positions and to make recommendations to Members.

"**Prescribed Notice**" means the Prescribed Period of notice or any shorter period of notice for a meeting allowed under the Corporations Act.

"**Prescribed Period**" means 21 days.

"**Professional**" means a person practising in the fields of science, technology, government, education, agri-business, land and natural resource management and consulting within Australian Agriculture.

"**Register**" means the register of Members kept under the Corporations Act and, where appropriate, includes any Division register.

"**Relevant Officer**" means a person who is, or has been, a Secretary, a Manager or a Director.

"**Secretary**" means the Secretary of the Institute as defined by the Corporations Act.

"**Special Interest Group (SIG)**" means a special interest group formed in accordance with the By-Laws.

"**Term**" means the term of office of each Director (other than the Manager), being a period:

- (a) commencing on the date that the Director takes office; and
- (b) terminating on the date that the Director retires,

"**The Board**" means the National Board of the Institute as referred to in Rule 5.

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Interpretation

- (a) In this Constitution:
1. a reference to a meeting of Members includes a meeting of any category of Members;
 2. a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy; and
 3. a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.
- (b) In this Constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention:
1. words importing the singular include the plural (and vice versa);
 2. words indicating a gender include every other gender;
 3. the word "**person**" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust;
 4. where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
 5. the word "**includes**" in any form is not a word of limitation.
- (c) Unless the context indicates a contrary intention, in this Constitution:
1. a reference to an Rule or a Schedule, is to an article or a schedule of this Constitution;
 2. a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
 3. a Schedule is part of this Constitution; and
 4. a reference to this Constitution, is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time.
- (d) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it.
- (e) Unless the context indicates a contrary intention, in this Constitution:
1. an expression that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision; and
 2. an expression that is defined in section 9 of the Corporations Act has the same meaning as in that section.

Exercise of powers

Where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised and the duty must be performed, from time to time, as the occasion requires.

Severing invalid provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction that does not affect or impair:

- (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution;
or
- (b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.