

PROPOSED CONSTITUTIONAL AMENDMENTS

National Association for Sustainable Agriculture, Australia Limited ACN 003 260 348 (NASAA)

Amendment 1: NUMBERS OF DIRECTORS ON THE BOARD

The current NASAA Constitution states that there will be four member elected directors with the Board appointing two skills-based directors.

The Vuca Governance review recommended that it should be considered that the constitution of the NASAA Board be amended to move to a seven-person skill-based Board comprising of four member elected directors (as outlined in Clause 10.1.1.1) and by amending 10.1.1.2 to three Independent Directors be established.

Question to members:

Should the NASAA Board be increased to 7 members?

YES / NO / NOT SURE

If you agree that the NASAA Board members should be increased in what category should that be in? (In responding to all please circle your response.)

Member Elected Director / Skills Appointed Director / Specific Appointment eg gender, certified operator

GENERAL COMMENTS:

Amendment 2: APPOINTMENT OF BOARD APPOINTED DIRECTORS

The Board notes that the Membership should be advised of changes to the Board in a timely manner.

PROPOSED AMMENDMENT to 10.5 (Inclusion):

Members must be notified of Board appointments within a two-week period of appointment, noting reasons and experience of appointed Director.

Question to members:

Do you agree that membership should be notified of Board changes within a two-week period of appointment?

YES / NO / NOT SURE

GENERAL COMMENTS:

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Amendment 3: EXCLUSION PERIOD DEFINED FOR PAST EMPLOYEES

The Vuca Governance review recommended it should be considered that the NASAA constitution be amended (10.1.2) to reflect that a former employee must undertake a three-year absence period prior to consideration as a Board Director.

PROPOSED AMMENDMENT at 10.1.2 (Inclusion):

A former employee must undertake a three-year absence period prior to consideration as a Board Director.

Question to members:

Do you agree that a former employee should undertake a three-year absence period before consideration is given to serve as a Director on the NASAA Board?

YES / NO / NOT SURE

GENERAL COMMENTS:

Amendment 4: PROCEDURE FOR ELECTION OF DIRECTORS

The Vuca Governance review recommended that in the procedure for Election of Directors consideration be given to amending Clause 10.4 of the NASAA constitution to allow eligible voting members to vote only for the candidates the member wishes to elect.

Questions to the members:

Do you agree that that a preferential voting system or an Optional preferential voting system that aligns with a process as prescribed by the Australian Electoral Commission allows for members to allocate votes to only candidates they wish to see appointed to the Board?

YES / NO / NOT SURE

GENERAL COMMENTS:

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Amendment 5: TERMS OF APPOINTMENT

The NASAA Constitution currently states that Directors (member elected and Board appointed Directors) shall hold office until the annual general meeting three years after his or her appointment.

The Vuca Governance review recommended that NASAA should consider that Directors should have a maximum term of appointment.

Terms of appointment were considered to ensure continuity of Board corporate knowledge and also to ensure opportunity for Board renewal. Once a Director has served their tenure they may re-nominate for the NASAA Board after standing down for one Director term of appointment.

Options include for Director terms of tenure:

1. Three terms of two years (Total 6 years)
2. Three terms of three years (Total 9 years)
3. Four terms of two years (Total 8 years)
4. Two terms of Four Years (Total 8 years)

Questions to the members:

Do you agree that Directors should be limited to the time they may serve on the NASAA Board?

YES / NO / NOT SURE

GENERAL COMMENTS:

If you agree that Directors should have a limited time on the NASAA Board which of the above options do you agree with?

Please circle: 1 2 3 4

GENERAL COMMENTS:

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Amendment 6: LIFE MEMBERSHIPS

Life memberships are bestowed on individual association member representatives whose exceptional, loyal and outstanding service and contribution has provided measurable benefit to the association over an extended period of time.

PROPOSED AMMENDMENT (Inclusion):

6.8 Life Member

At an AGM the Membership may appoint any person as a Life Member where the person has rendered distinguished service in the development of Organic Agriculture and such Life Member shall have all the rights of an ordinary member.

If members agree on the category of Life membership the rules for such membership will be further outlined.

Question to the members:

Do you agree that Life Membership should be included in as an addition to Membership Categories?

YES / NO / NOT SURE

GENERAL COMMENTS:

ADDITIONAL CONSITITUTIONAL AMENDMENTS FOR CONSIDERATION

Please below provide any additional considerations for Constitutional change amendments

RETURNING FEEDBACK:

Please return the Proposed Amendments NASAA Constitution Paper feedback form by **28 August 2023** to Alexandra Mitchell, General Manager NASAA Organic on Alex.Mitchell@nasaa.com.au or by post to:

ATTN: Alex Mitchell

NASAA ORGANIC

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