

## **Draft changes to the MSF Constitution endorsed as a motion by the MSF Board to be considered at the MSF AGM 2019 18<sup>th</sup> October 2019.**

Proposed changes have been listed in **Bold, Italics**. Comments added in red provide clarification for the change and will be removed in the final copy.

### 14. General Duties

14.1 As soon as practicable after being **selected** or appointed to the Board, each Director must become familiar with these Rules and the Act.

The word 'elected' has been replaced with 'selected' throughout the entire document and listed at each change below. Selecting board members rather than relying on election has been driven by the need for MSF to develop a skills-based board and this can only be done when the Board can select Directors based on the skills required.

### 19. **Selection** of Directors and Officers of the Board

19.1 In each year there shall be a **selection** by the members for one Board position from each of the Victorian, New South Wales and South Australian regions who shall hold office for two years.

**19.3 If multiple applications are received a selection panel comprising a minimum of two Directors and one independent person will assess applications against set criteria and the successful candidate will be announced at the AGM**

19.4 Where there is only one eligible applicant nominated for a vacant position, the applicant shall be deemed to be the candidate, and **selected**.

Clause 19.3 is entirely new. The original clause 19.3 has been amended and listed as clause 19.4. The original clause 19.4 through 19.6 will be renumbered accordingly.

22.3 The ordinary business of the annual general meeting shall be:  
b) to **appoint the selected** members of the Board;

### 27 Quorum for Board meetings

27.1 **A minimum of** two-thirds of **selected** Directors constitute a quorum for the conduct of the business of a meeting of the Board.

27.2 No business may be conducted unless a quorum is present. **A quorum must comprise a majority of selected Directors**

1. The purpose of the amendment to 27.2 is to ensure that appointed specialist Directors do not out-number Farmer directors. For consistency, 'selected' Director is used rather than 'Farmer' Director. This links back to the proposed

new wording in section 19.1. This further links back to the established wording of section 11.5 (a) The Board shall consist of: up to six (6) individual members, two from each participating State; and

(b) invited Specialist Directors – each of whom shall be invited, for a term of two (2) years, by a majority vote of elected Directors.

(c ) Officers of the association (refer to rule 13), being derived from Directors and Specialist Directors.

‘Individual Members’ are described in section 5.4(a)(ii) as ‘being persons who are owners or employees of farm business entities who have farming operations in Mallee Sustainable Farming region’.

This is to demonstrate that ‘selected Director’ is synonymous with ‘Farmer Director’, a common reference we make even though the latter does not appear in the MSF constitution.