

CATTLE AUSTRALIA BY-LAWS – TABLE OF CONTENTS

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August 2023

Cattle Australia

**By-laws: Disciplining of
Members and Associates**



CATTLE
AUSTRALIA

By-Laws – Disciplining of Members & Associates

Cattle Australia Limited

Current as at 30 August 2023

1. Purpose

- (a) The Company is the peak producer organisation representing Australia's Levy-Paying Grass-Fed Cattle Producers.
- (b) The Board has the power under article 16 of the Constitution to make, adopt, amend and repeal By-Laws with respect to any matter or thing for the purposes of giving effect to any provision of the Constitution or generally for the purposes of carrying out the objects of the Company, which By-Laws are binding on Members.
- (c) By article 4.35, the Board has the power to remove any Member or Associate (as applicable, and referred to herein as the "**Subject**") from Membership or Associateship (as applicable) by resolution should the Board determine that any of the following circumstances exist:
 - (i) If a Member or Associate (as applicable):
 - A. fails to comply with any of the provisions of this Constitution;
 - B. has unpaid Membership Fees (if any) following expiry of the period set out in a notice to that Member or Associate (as applicable) under article 4.20;
 - C. conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Company; or
 - D. ceases to satisfy the criteria for their Membership or Associateship (as applicable) as set out in the Constitution, or By-Laws or otherwise determined by the Board under article 4.11.
- (d) The Board may investigate the facts and circumstances of the matters giving rise to their decision and make its own decisions on its view of the facts without impeding its capacity to make a decision according to article 4.35.
- (e) The Board has resolved to adopt these By-Laws which set out "Members Discipline" as contemplated by article 4.35.

2. Interpretation

Terms of Constitution apply

- (a) Articles 22.1, 22.2 and 22.3 of the Constitution each apply to these By-Laws.

Definitions

- (b) Unless the contrary intention appears, terms used in these By-Laws and not otherwise defined have the meaning given in the Constitution.
- (c) Unless the contrary intention appears, a reference to "By-Laws" is a reference to these Disciplining of Members & Associates By-Laws.
- (d) In these By-Laws, unless the context requires otherwise: **Constitution** means the constitution of the Company.
- (e) References to "articles" are a reference to the provisions of the Constitution and "rules" are a reference to the rules in this By-Law.

3. Disciplinary Meeting

- (a) The Board must exercise its power under article 4.35 at a meeting of the Board to be held not earlier than 14 days and not later than 28 days after service on the Subject of a notice:
 - (i) setting out the resolution by which the Board proposes exercising its power under article 4.35 and stating the grounds on which the Board relies;
 - (ii) stating that the Subject may address the Board at the meeting, in person (including by video link or other telecommunication means which is available to both the Board and the Subject);
 - (iii) stating the date, place and time of that proposed meeting (including if relevant a video link or telephone number which the Subject might use to participate in the meeting); and
 - (iv) informing the Subject that the Subject may do either or both of the following:
 - A. attend and speak at the meeting; and
 - B. submit to the Board not less than one day prior to the date of that meeting written representations relating to the resolution proposed.
- (b) At a meeting of the Board held pursuant to rule 3(a) of this By-Law, the Board:
 - (i) shall give to the Subject an opportunity to make oral representations;
 - (ii) shall give due consideration to any written representations submitted to the Board by the Subject prior to the meeting;
 - (iii) may hear from any other person on the matters alleged in the grounds notified to the Subject;
 - (iv) may by resolution determine whether to pass or reject the resolution notified or as amended, as the case may be;
 - (v) may amend the resolution notified to the Subject, but not so as to impose a more severe penalty than that stated in the notice to the Subject; and
 - (vi) may proceed to consider the matter in the absence of the Subject.
- (c) In the course of its deliberations when exercising its powers under article 4.35, the Board may:
 - (i) act on the recommendation, information or advice sourced on its own account or from any Committee of the Company;
 - (ii) act through (whether in whole or in part) any Committee permitted by the Board to consider matters before it;
 - (iii) consider such evidence as it considers reasonably appropriate;

- (iv) make its own inquiry (but without being bound to do so); and
- (v) make its decision according to the matters before it, determining the weight and relevancies according to its own considerations without further review being available except as the Constitution expressly permits.

4. Decision

- (a) Where the Board passes a resolution relying on article 4.35 at a meeting held pursuant to this By-Law the Secretary shall promptly inform the Subject in writing of the fact of the decision which shall be binding on the Subject.

End

August 2023

Cattle Australia

**By-laws: Member and
Associate eligibility**



CATTLE
AUSTRALIA 7

By-Laws – Individual Membership & Associateship Criteria

Cattle Australia Limited

Current as at 30 August 2023

1 Purpose

- 1.1 The Company is the peak producer organisation representing Australia's Levy-Paying Grass-Fed Cattle Producers.
- 1.2 Under article 16 of the Constitution, the Board may make, adopt, amend and repeal By-Laws with respect to any matter or thing for the purposes of giving effect to any provision of the Constitution or generally for the purposes of carrying out the objects of the Company, which By-Laws are binding on Members.
- 1.3 Article 4.7(c) of the Constitution provides that the Board may prescribe from time to time in the By-Laws eligibility criteria for a person to become admitted as an "Industry Member" of Cattle Australia.
- 1.3 Article 4.8(a)(iii) of the Constitution provides that the Board may prescribe from time to time in the By-Laws eligibility criteria for a person to become admitted as an "Individual Member" of Cattle Australia.
- 1.4 Article 4.9(b) of the Constitution provides that the Board may prescribe from time to time in the By-Laws eligibility criteria for a person to become admitted as an "Associate" of Cattle Australia.
- 1.5 The Board has resolved to adopt these By-Laws which set out the criteria for a person to become admitted as an "Individual Member" of Cattle Australia, "Industry Member" of Cattle Australia or an "Associate" of Cattle Australia".

2 Interpretation

Terms of Constitution apply

- 2.1 Articles 22.1, 22.2 and 22.3 of the Constitution each apply to these By-Laws.

Definitions

- 2.2 Unless the contrary intention appears, terms used in these By-Laws and not otherwise defined have the meaning given in the Constitution.
- 2.3 Unless the contrary intention appears, a reference to "By-Laws" is a reference to these Individual Membership & Associateship Criteria By-Laws.
- 2.4 In these By-Laws, unless the context requires otherwise: **Constitution** means the constitution of the Company.
- 2.5 References to "articles" are a reference to the provisions of the Constitution and "rules" are a reference to the rules in this By-Law.

3 Individual Member Criteria

- 3.1 To be eligible as an "Individual Member" pursuant to article 4.8(a)(iii):
 - (a) individuals must be over 18 years of age; and
 - (b) individuals and/or organisations must be able to demonstrate to the satisfaction of the Board that:
 - (i) they receive business income from cattle production;
 - (ii) they work or contribute to transactions on which a Cattle Levy is imposed;
 - (iii) they have a connection to the entity who is the Levy-Paying Grass- Fed Cattle Producer; or
 - (iv) they supply a member number from a curated group of grass-fed cattle industries.

- 3.2 For the purposes of rule 3.1(b)(iv) the curated group is determined by the Board and updated when this By-Law is updated from time to time. As at the adoption of this By-Law the group is: Meat & Livestock Australia, each SFO, and the Australian Registered Cattle Breeders Association.

4 Associate Criteria

- 4.1 To be eligible as an "Associate" individuals and/or organisations must:
- (a) meet the criteria and maintain eligibility to be an Associate under the Constitution, including articles 4.9 and 4.35; and
 - (b) have an interest in and be, in the absolute discretion of the Board, supportive of the goals and values of Cattle Australia.

5 Industry Member Criteria

- 5.1 To be eligible as an "Industry Member" individuals and/or organisations must:
- (a) meet the criteria and maintain eligibility to be an Associate under the Constitution, including articles 4.7 and 4.35; and
 - (b) have an interest in and be, in the absolute discretion of the Board, supportive of the goals and values of Cattle Australia.

End

August 2023

Cattle Australia

By-laws: Membership fees



CATTLE
AUSTRALIA 11

By-Laws – Membership Fees

Cattle Australia Limited

Current as at 30 August 2023

1 Purpose

- 1.1 The Company is the peak producer organisation representing Australia's Levy-Paying Grass-Fed Cattle Producers.
- 1.2 Under article 16 of the Constitution, the Board may make, adopt, amend and repeal By-Laws with respect to any matter or thing for the purposes of giving effect to any provision of the Constitution or generally for the purposes of carrying out the objects of the Company, which By-Laws are binding on Members.
- 1.3 In particular, article 4.19 of the Constitution provides that the Board may prescribe from time to time in the By-Laws:
 - (a) the amount of any annual Membership Fees to be payable by Members or Associates;
 - (b) the amount of any initial Membership Fees payable on application for Membership; and
 - (c) the time and manner of payment of any such Membership Fees.
- 1.4 The Board has resolved to adopt these By-Laws which set out the Membership Fees payable by classes of Members and Associates.

2 Interpretation

Terms of Constitution apply

- 2.1 Articles 22.1, 22.2 and 22.3 of the Constitution each apply to these By-Laws.

Definitions

- 2.2 Unless the contrary intention appears, terms used in these By-Laws and not otherwise defined have the meaning given in the Constitution.
- 2.3 Unless the contrary intention appears, a reference to "By-Laws" is a reference to these Membership Fees By-Laws.
- 2.4 In these By-Laws, unless the context requires otherwise:
 - (a) **Calendar Year** means a one-year period beginning on 1 January and ending on 31 December; and
 - (b) **Constitution** means the constitution of the Company.
- 2.5 References to "articles" are a reference to the provisions of the Constitution and "rules" are a reference to the rules in this By-Law.

3 Membership Fees

2023/2024 Membership Fees

- 3.1 Any person or organisation applying for Membership or Associateship during the period 1 September 2023 – 31 December 2024 (**Initial Membership Period**) must, upon application, pay an annual Membership Fee on the basis required for that Member or Associate by this rule 3 which will make them a paid-up financial Member or Associate (as relevant) for that Initial Membership Period.
- 3.2 Persons or organisations who were accepted by the Company as Members or Associates prior to 1 September 2023 must pay their annual Membership Fees for the period 1 January 2024 – 31 December 2024 prior to 31 December 2023 as required by this rule 3 but will remain financial members of the Company until 31 December 2023 notwithstanding that their Membership Fees were nil for the period to 31 December 2023.

Payment of Membership Fees

- 3.3 Any Membership Fees must be made by direct deposit of cleared funds to the credit of a bank account specified by the Board and notified to Members from time to time.

Industry Membership Fees

- 3.4 The Board has determined the annual Membership Fees payable to the Company by Industry Members (to be paid in advance for the following Calendar Year) by 31 December each year is:

Industry Members	Annual Membership Fee (inclusive of GST)
SFOs	\$27,500
Other Industry Members	\$2,750

Individual Membership Fees

- 3.5 The Board has determined the annual Membership Fees payable to the Company by Individual Members (to be paid in advance for the following Calendar Year) by 31 December each year is:

Number of cattle owned by Individual Member	Annual Membership Fee (inclusive of GST)
Less than 250	\$110
250 or more but less than 750	\$550
750 or more but less than 1,500	\$1,100
1,500 or more but less than 5,000	\$1,650
5,000 or more but less than 10,000	\$2,750
10,000 or more	\$3,850
Corporate Individual Member*	\$16,500

*Note: Levy-Paying Grass-Fed Cattle Producers with multiple PICs may elect to apply for one or more Individual Memberships (and pay a separate Membership Fee for each Membership and receive the votes as set out above accordingly) or may apply to become a Corporate Individual Member and pay the Membership Fee applicable to Corporate Individual Members as set out above.

Associate Membership Fees

- 3.6 The Board has determined the annual Membership Fees payable to the Company by Associates (to be paid in advance for the following Calendar Year) by 31 December each year is:

- (a) \$5,500 for corporate Associates (being companies or other incorporated bodies); and
- (b) \$110 for individual Associates.

End

August 2023

Cattle Australia

**By-laws: Regional Consultative
Committee**



CATTLE
AUSTRALIA 15

By-Laws – Regional Consultative Committee

Cattle Australia Limited

Current as at 30 August 2023

1. Purpose

- 1.1 The Company is the peak producer organisation representing Australia's Levy-Paying Grass-Fed Cattle Producers.
- 1.2 Under article 16 of the Constitution, the Board may make, adopt, amend and repeal By-Laws with respect to any matter or thing for the purposes of giving effect to any provision of the Constitution or generally for the purposes of carrying out the objects of the Company, which By-Laws are binding on Members.
- 1.3 The Regional Consultative Committee is created and remains subject to Article 13 of the Constitution as may be amended from time to time.
- 1.4 The Board has resolved to adopt these By-Laws which set out rules regarding establishment and operation of the Regional Consultative Committee.

2. Interpretation

Terms of Constitution apply

- 2.1 Articles 22.1, 22.2 and 22.3 of the Constitution each apply to these By-Laws.

Definitions

- 2.2 Unless the contrary intention appears, terms used in these By-Laws and not otherwise defined have the meaning given in the Constitution.
- 2.3 Unless the contrary intention appears, a reference to "By-Laws" is a reference to these Individual Membership & Associateship Criteria By-Laws.
- 2.4 In these By-Laws, unless the context requires otherwise:
 - (a) **Constitution** means the constitution of the Company; and
 - (b) **Regional Consultative Committee** means:
 - (i) for so long as the body established under article 13 of the Constitution is known as the 'Policy Advisory Council' – that body;
 - (ii) on and from the date the body established under article 13 of the Constitution is known as the 'Regional Consultative Committee – that body; and
 - (iii) on and from the date the body established under article 13 of the Constitution is known as any other name – that body as so named.
 - (c) **Sub-Region** means each of the sub-regions specified in the map of Australia in Schedule 1 to the Constitution and as may be particularised in greater detail by the Company in these By-Laws or by publishing further particulars on the Company website from time to time.
- 2.5 References to "articles" are a reference to the provisions of the Constitution and "rules" are a reference to the rules in this By-Law.

3. Composition

- 3.1 The Regional Consultative Committee shall comprise (being the **Committee Members**):
 - (a) one chairperson, appointed by the Board from time to time;

- (b) one Individual Member or Associate per Sub-Region, each representative having been elected in accordance with rules 4.1 to 4.6 (**Sub-Regional Representatives**); and
- (c) a number of representatives equal to the number of SFOs that are Members from time to time, each representative having been appointed by an SFO in accordance with rule 5.1 or rule 5.2 as applicable (**SFO Representatives**).

4. Election and Term of Sub-Regional Representatives

- 4.1 The first election of the Sub-Regional Representatives must be completed prior to the 2023 annual general meeting of Members, and persons elected as Regional Consultative Committee members in that election will commence as members of the Regional Consultative Committee on and from the conclusion of the 2023 annual general meeting of Members.
- 4.2 The term of seven (7) of the Sub-Regional Representatives who commence as a member of the Regional Consultative Committee on and from the conclusion of the 2023 annual general meeting of Members shall end at the conclusion of the 2024 annual general meeting of Members (i.e. a one year term). The Sub-Regional Representatives with a one year term shall be determined by the chairperson of the Regional Consultative Committee drawing names from a hat at the first meeting of the Regional Consultative Committee.
- 4.3 The term of the remaining eight (8) Sub-Regional Representatives who commence as a member of the Regional Consultative Committee on and from the conclusion of the 2023 annual general meeting of Members shall end at the conclusion of the 2025 annual general meeting of Members (i.e. a two year term).
- 4.4 The term of each subsequent Sub-Regional Representative elected as a member of the Regional Consultative Committee will commence on and from conclusion of the annual general meeting of Members at which their election is declared in accordance with rule 4.6(k) and end at the conclusion of the second annual general meeting of Members held following the first mentioned annual general meeting of Members (i.e. a two year term).
- 4.5 Sub-Regional Representatives may seek re-election at the end of their term but may not serve more than three consecutive terms.
- 4.6 The Sub-Regional Representatives shall be elected as follows:
 - (a) the election for each Sub-Regional Representative shall be held by postal or electronic ballot in accordance with the Constitution and these By-Laws amongst the Individual Members in the Membership Register;
 - (b) Individual Members are only entitled to vote in respect of the election of Sub-Regional Representatives from the Sub-Region to which they have been allocated;
 - (c) the Board must call for nominations for each Sub-Regional Representative position which will become vacant at an annual general meeting at least 2 months before the holding of that annual general meeting;
 - (d) any two Individual Members, each of whom are allocated to the same Sub-Region as the proposed Sub-Regional Representative, may nominate an Individual Member or Associate who is also allocated to that Sub-Region for election as a Sub-Regional Representative representing that Sub-Region (and for the avoidance of doubt, only an Individual Member who is a natural person or representative of an Individual Member pursuant to article 7 or is an Associate may be

nominated for election as a Sub-Regional Representative);

- (e) the nomination must be:
 - (i) in the form prescribed by the Board;
 - (ii) signed by the nominee and each proposer;
 - (iii) given to the Board in the manner and within the time prescribed by the Board; and
 - (iv) accepted by the Board (and such acceptance may not be given where such proposed nominee has previously conducted themselves in a manner considered by the Board to be an unacceptable risk to the character or interests of the Company);
- (f) if, in respect of a Sub-Regional Representative position, there is only one eligible candidate for election to represent a particular Sub-Region who has been nominated (and accepted) in accordance with this rule 4.6, the candidate will be automatically appointed as the Sub-Regional Representative for that Sub-Region on and from the conclusion of the annual general meeting of Members at which the results of the election are declared in accordance with rule 4.6(k);
- (g) if, in respect of a Sub-Regional Representative position, there is more than one eligible candidate for election to represent a particular Sub-Region who has been nominated in accordance with this rule 4.6, then:
 - (i) a list of the names of all candidates who are eligible for election who have been nominated in accordance with this rule 4.6, including the names of the Individual Members or Associates who nominated the candidate, must be provided at least 28 days before the relevant annual general meeting of Members to all Individual Members and Associates;
 - (ii) the Board must either:
 - A. ensure that all Individual Members are given the opportunity to appoint a proxy in accordance with this Constitution for the election; or
 - B. hold a postal or electronic ballot for the election, to be completed at least 7 days before the relevant annual general meeting of Members;
- (h) if there are no eligible nominees for election as a Sub-Regional Representative to represent a particular Sub-Region, the Sub-Regional Representative position for that Sub-Region shall remain vacant for the two year term;
- (i) in an election for a Sub-Regional Representative each Individual Member is eligible to vote whether in person, by proxy or by postal or electronic ballot only in relation to those Sub-Regions to which that Individual Member is allocated;
- (j) in an election for Sub-Regional Representatives each Individual Member has the number of votes that that Individual Member has in accordance with the "Voting rights" By-Law promulgated from time to time by the Board;

- (k) the results of each such election shall be declared at the relevant annual general meeting; and
- (l) Individual Members shall be allocated to a Sub-Region in accordance with article 4.12 and 4.13 of the Constitution (or as otherwise determined by the Board).

5. SFO Regional Consultative Committee members

- 5.1 Prior to the 2023 annual general meeting of Members, each SFO must notify the Board of its proposed representative to be a member of the Regional Consultative Committee on and from the conclusion of the 2023 annual general meeting of Members.
- 5.2 Each SFO may remove and replace its SFO Representative as a representative member of the Regional Consultative Committee at any time by notifying the Board in writing.

6. Regional Consultative Committee chair

- 6.1 The Board must resolve to appoint a chairperson of the Regional Consultative Committee with effect on and from the conclusion of each annual general meeting of Members, which chair must not be a Sub-Regional Representative or SFO Representative (**Chairperson**).

7. Regional Consultative Committee processes

- 7.1 The Regional Consultative Committee shall meet on an as-needs basis, and at least once each calendar year, with the Board to review and, if thought appropriate by the Board after such consultation, update the processes and procedures applicable to the Regional Consultative Committee.
- 7.2 Each Regional Consultative Committee must operate in accordance with relevant By-Laws and terms of reference promulgated from time to time by the Board and otherwise as follows:
 - (a) meetings of each Regional Consultative Committee shall be convened, at the request of the Chairperson and at the cost of the Company, not more than four times in each calendar year (unless agreed otherwise by the Board);
 - (b) all recommendations of the Regional Consultative Committee must be taken by resolution of the members of the Regional Consultative Committee who are present in person or by proxy at the meeting at which the decision to make the recommendation is taken;
 - (c) the Company shall provide reasonable administrative support to each Regional Consultative Committee in respect of the convening and conduct and recording of their meetings;
 - (d) each Regional Consultative Committee must consult widely and in good faith with relevant stakeholders in respect of each policy position recommended by it to the Board and, for the avoidance of doubt, this includes a requirement that input is sought as far as reasonably practicable from a range of Individual Members, Industry Members and Associates; and
 - (e) each Regional Consultative Committee must provide advice to the Board in respect of all recommended policies prior to their consideration for adoption by the Board, including by consulting in good faith with the

Chairperson and the CEO of the Company prior to finalising and recommending a policy to the Board for adoption.

7.3 The following rules shall also apply in respect of the Regional Consultative Committee:

- (a) no person may be a Director and a member of the Regional Consultative Committee simultaneously;
- (b) if an SFO becomes a Departing SFO pursuant to article 4.6, any representative appointed to the Regional Consultative Committee by that Departing SFO will automatically cease to be a member of the Regional Consultative Committee;
- (c) if a Sub-Regional Representative ceases to be an Individual Member or Associate that person will automatically cease to be a member of the Regional Consultative Committee;
- (d) the Board has the power to remove a Sub-Regional Representative from the Regional Consultative Committee by resolution should the Board determine that the Sub-Regional Representative has conducted themselves in a manner considered to be injurious or prejudicial to the character or interests of the Company;
- (e) where there is a vacancy for a Sub-Regional Representative on the Regional Consultative Committee at any time (other than where there are no nominations prior to an election), the Board may, but is not obliged to, hold a by-election by ballot in accordance with these rules to appoint an Individual Member from the relevant Sub-Region, in respect of which there is a vacancy, as the Sub-Regional Representative for that Sub-Region;
- (f) the term of any Sub-Regional Representative elected where there is a vacancy shall continue until the annual general meeting at which the person who vacated early would have been required to retire pursuant to these rules if he or she had not vacated early;
- (g) the Board is entitled to appoint employees of the Company or Directors as observers to the Regional Consultative Committee who shall have the right to receive notice of and attend (without participation) all Advisory Committee meetings;
- (h) the Regional Consultative Committee does not have authority to publish policy positions relating to the matters designated by the Board to it;
- (i) the Board is under no obligation to act in accordance with a recommendation by the Regional Consultative Committee; and
- (j) Committee Members shall be required to agree to and abide by any Terms of Reference for the Regional Consultative Committee as made available by the Board from time to time.

7.4 Committee Members shall receive no remuneration in relation to their role as Committee Members.

7.5 Committee Members are entitled to be reimbursed for reasonable travel and other business expenses, where approved in advance by the Board in writing.

End

Annexure A - Terms of Reference – Regional Consultative Committee

1. Purpose

- 1.1 The role of the Regional Consultative Committee of Cattle Australia Limited is to advise on issues affecting the grass-fed cattle industry via engagement and consultation with Members at a grass roots level.
- 1.2 The Regional Consultative Committee's role is advisory only. The Regional Consultative Committee does not have decision-making power and its advice and recommendations can be accepted or rejected at the sole discretion of the Board.
- 1.3 These Terms of Reference for the Regional Consultative Committee form part of the By-Laws and are binding on Members and Associates.

2. Objectives

- 2.1 The Regional Consultative Committee has the following objectives:
 - (a) consult with and engage participants in the grass-fed cattle industry at a grass roots level; and
 - (b) identify priorities for the Company in the following areas:
 - (i) advocacy;
 - (ii) policy;
 - (iii) consultation;
 - (iv) engagement; and
 - (v) collaboration with Rural Research and Development Corporations.

3. Functions

- 3.1 In fulfilling its role, the Regional Consultative Committee will:
 - (a) report to the Board on industry issues and consultation with industry participants;
 - (b) bring a wider perspective to the overall scope of the Company's activities;
 - (c) maintain focus on the Regional Consultative Committee's objectives and assist with making appropriate decisions to deliver those objectives;
 - (d) make recommendations to the Board in relation to the establishment of Working Groups;
 - (e) nominate appropriate and qualified Regional Consultative Committee members to Working Groups; and
 - (f) identify and prioritise specific industry issues.

4. Operation

- 4.1 The Regional Consultative Committee will:

- (a) attend meetings at a time and place determined by the Chairperson of the Regional Consultative Committee (which are intended to be held quarterly); and
 - (b) if reasonably required, meet informally at other times as may be required by the Chairperson.
- 4.2 The quorum for a meeting of the Regional Consultative Committee shall be more than 50% of Committee Members in office as at the date of the relevant meeting.
- 4.3 At least 14 days notice of a meeting of the Regional Consultative Committee must be given to all Committee Members, the Company and other persons entitled to attend in accordance with these Terms of Reference or the By-Laws of the Company.
- 4.4 A Committee Member's attendance at Regional Consultative Committee meetings will be purely in an advisory capacity and the Committee Member will not have any voting power or other control or influence over any of the activities of the board of directors of any Company entity.
- 4.5 The Chairperson will, at his discretion, provide the Regional Consultative Committee with access to relevant reports, documents and discussion papers prior to each meeting they are requested to attend.
- 4.6 Meetings of the Regional Consultative Committee may be held using any technology that allows members entitled to attend a meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present at the meeting.

5. Liability

- 5.1 Committee Members are not officers of the Company and have no obligations under the *Corporations Act 2001* (Cth), and accordingly no professional indemnity insurance will be required.

6. Conflicts of interest

- 6.1 Committee Members must promptly declare any actual or potential conflicts of interest with the Company which arise in the course of their appointment.

7. Consent to be named as a Committee Member

- 7.1 Each Committee Member agrees to be named in his or her capacity as a Committee Member in any document or information relating to the Company, including on its website and in any report, financial document, promotional material or other collateral.

8. Confidentiality

- 8.1 Both during and after their period of appointment, Committee Members must not disclose or use any confidential information of or relating to the Company except in the performance of their role as Committee Members or as required by law. 'Confidential information' includes deliberations of the Regional Consultative Committee, all reports and papers made available to Committee Members, financial information of the Company and internal reports and details of transactions and prospective transactions involving the Company, but does not include any information available in the public domain.

9. Revision of Terms of Reference

- 9.1 The Company has the sole authority to approve revisions to these Terms of Reference which shall be binding on Committee Members.

End

Annexure B - Terms of Reference – Working Groups

1. Purpose

- 1.1 The role of a Working Group established by the Board of Cattle Australia Limited (the **Company**) is to investigate and report back to the Board and the Regional Consultative Committee on technical issues affecting the grass-fed cattle industry.
- 1.2 The role of a Working Group is advisory only. Working Groups do not have decision-making power and their advice and recommendations can be accepted or rejected at the sole discretion of the Board.
- 1.3 These Terms of Reference for Working Groups form part of the By-Laws and are binding on Members and Associates.

2. Objectives

- 2.1 The objectives of each Working Group will be determined by the Board with reference to any recommendations from the Regional Consultative Committee.

3. Functions

- 3.1 In fulfilling its role, each Working Group will:
 - (a) report regularly to the Board and the Regional Consultative Committee on the matters the Board has directed shall be the objective of that Working Group, and at least at every Regional Consultative Committee meeting;
 - (b) use their technical expertise and experience to consider issues in detail;
 - (c) report to the Board and the Regional Consultative Committee on the perceived risks and benefits of any recommended actions;
 - (d) make recommendations to the Board in relation to technical issues;

4. Composition

- 4.1 Each Working Group shall be composed of three to seven members (or such other number as determined by the Board) comprising:
 - (a) at least one member of the Regional Consultative Committee as elected by that Regional Consultative Committee;
 - (b) at least one technical or subject matter expert appointed by the Board;
 - (c) one member of the Board, if required by the Board; and
 - (d) such other members as appointed by the Board.
- 4.2 The Board will appoint the chairperson of the Working Group.
- 4.3 The Board may appoint employees as observers on any Working Group.

5. Operation

- 5.1 Each Working Group will:
 - (a) attend meetings at a time and place determined by the chairperson of the Working Group; and

(b) if reasonably required, meet informally at other times as may be required by the Board or chairperson of the Working Group.

5.2 There is no minimum quorum for a Working Group.

5.3 A members of a Working Group will be acting purely in an advisory capacity and will not have any voting power or other control or influence over any of the activities of the board of directors of the Company.

5.4 The Board will, at its discretion, provide the Working Group with access to relevant reports, documents and discussion papers prior to each meeting they are requested to attend.

5.5 Meetings of Working Groups may be held using any technology that allows members entitled to attend a meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present at the meeting.

6. Liability

6.1 Working Group members are not officers of the Company and have no obligations under the *Corporations Act 2001* (Cth), and accordingly no professional indemnity insurance will be required.

7. Conflicts of interest

7.1 Working Group members must promptly declare any actual or potential conflicts of interest with the Company which arise in the course of their appointment.

8. Consent to be named as a Committee Member

8.1 Each Committee Member agrees to be named in his or her capacity as a Working Group members in any document or information relating to the Company, including on its website and in any report, financial document, promotional material or other collateral.

9. Confidentiality

9.1 Both during and after their period of appointment, Working Group members must not disclose or use any confidential information of or relating to the Company except in the performance of their role as Working Group members or as required by law. 'Confidential information' includes deliberations of the Working Group, all reports and papers made available to Working Group members, financial information of the Company and internal reports and details of transactions and prospective transactions involving the Company, but does not include any information available in the public domain.

10. Revision of Terms of Reference

10.1 The Company has the sole authority to approve revisions to these Terms of Reference which shall be binding on Working Group members.

End

August 2023

Cattle Australia

By-laws: Voting rights



CATTLE
AUSTRALIA 27

By-Laws – Voting Rights

Cattle Australia Limited

Current as at 30 August 2023

1. Purpose

- 1.1 The Company is the peak producer organisation representing Australia's Levy-Paying Grass-Fed Cattle Producers.
- 1.2 Under article 16 of the Constitution, the Board may make, adopt, amend and repeal By-Laws with respect to any matter or thing for the purposes of giving effect to any provision of the Constitution or generally for the purposes of carrying out the objects of the Company, which By-Laws are binding on the Members.
- 1.3 In particular:
- (a) article 6.6 of the Constitution provides that the By-Laws may prescribe from time to time the number of votes each Individual Member present in person or by proxy has in a poll at a general meeting of Members;
 - (b) article 8.10(f)(iv) of the Constitution provides that the By-Laws may prescribe from time to time the number of votes each Individual Member has in respect of each Elected Director position in an election for Elected Directors; and
 - (c) rule 2.3(h) of the Regional Consultative Committee By-Law provides that the By-Laws may prescribe from time to time the number of votes each Individual Member has in respect of each Sub-Regional Representative that that Individual Member is entitled to vote for in accordance with rule 2.3 of the Regional Consultative Committee By-Law in an election for Sub-Regional Representatives.
- 1.4 The Board has resolved to adopt these By-Laws which set out the number of votes Individual Members have in voting on resolutions at general meetings of Members, in voting on elections of the Board and in elections for Sub-Regional Representatives.

2. Interpretation

Terms of Constitution apply

- 2.1 Articles 22.1, 22.2 and 22.3 of the Constitution each apply to these By-Laws.

Definitions

- 2.2 Unless the contrary intention appears, terms used in these By-Laws and not otherwise defined have the meaning given in the Constitution.
- 2.3 Unless the contrary intention appears, a reference to "By-Laws" is a reference to these Voting Rights By-Laws.
- 2.4 In these By-Laws, unless the context requires otherwise:
- (a) **Constitution** means the constitution of the Company;
 - (b) **Elected Director** means a Director appointed in accordance with article 8.3(a) – (c) and article 8.10 of the Constitution; and
 - (b) **PIC** means Property Identification Code allocated by the Department of Primary Industries (DPI) or an equivalent authority in each state or territory to identify a livestock-producing property.
- 2.5 References to "articles" are a reference to the provisions of the Constitution and "rules" are a reference to the rules in this By-Law.

3. Number of votes

Votes on resolutions at general meetings of Members

3.1 The following table sets out the number of votes Individual Members will have on resolutions at general meetings of Members:

Number of cattle owned by Individual Member	Number of votes
Less than 250	1
250 or more but less than 750	2
750 or more but less than 1,500	3
1,500 or more but less than 5,000	4
5,000 or more but less than 10,000	5
10,000 or more	6
Corporate Individual Member	12

- (a) Any Individual Member not nominating in their Application Form, renewal of Membership or otherwise formally notifying the Company of the number of cattle owned by them shall be allocated to the minimum bracket and shall receive an entitlement of one (1) vote, even if it is later discovered that more head of cattle are owned than the category, provided that if such a Member updates its membership details nominating the number of cattle owned by them not less than 7 days prior to the date any ballot is posted or sent electronically to members or the holding of a general meeting of members for which notice has been given, then the votes provided for in table above shall apply to them in respect of the relevant ballot or meeting.
- (b) Any person holding multiple PICs should but is not obligated to aggregate their cattle numbers.
- (c) Where an Individual Member has applied to be registered a "joint member" i.e. two or more members joining under a common PIC (and not registered as separate Individual Members), the joint members will be treated as one Individual Member casting one bundle of votes. Each joint member shall be eligible to attend general meetings, but only one such person shall be entitled to vote and any dispute between the joint members as to that entitlement must be resolved by the joint members before voting.

Votes on elections of Elected Directors

3.2 The following table sets out the number of votes Individual Members will have in elections of Elected Directors on each Elected Director position:

Number of cattle owned by Individual Member	Number of votes
Less than 250	1
250 or more but less than 750	2
750 or more but less than 1,500	3
1,500 or more but less than 5,000	4
5,000 or more but less than 10,000	5
10,000 or more	6
Corporate Individual Member	12

Votes on elections of Sub-Regional Representatives

3.3 In an election for Sub-Regional Representatives, each Individual Member will have one vote on each Sub-Regional Representative position that that Individual Member is entitled to vote for in accordance with rule 4.6 of the Regional Consultative Committee By-Law.

End