

# **Constitution**

## **Cattle Australia Limited**

A Public Company Limited by Guarantee

*Corporations Act 2001 (Cth)*

Adopted on 4 October 2023

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## **1 Nature of Company**

### **Limited by guarantee**

1.1 The Company is a public company limited by guarantee.

### **Winding up**

1.2 The liability of the Members is limited. Every Member undertakes to contribute an amount not exceeding \$2 to the assets of the Company if it is wound up while the person is a Member or within 1 year after the person ceases to be a Member, on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

1.3 Upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities must not be paid to or distributed among the Members or former Members, but must be given or transferred to some other institution or organisation:

- (a) which has objects similar to the objects of the Company; and
- (b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of article 3.1.

## **2 Objects**

2.1 The objects of the Company are:

- (a) to act as a peak body for the grass fed cattle industry in Australia;
- (b) to represent and promote the interests of the Australian cattle sector, including the interests of all Australian cattle producers;
- (c) to unite Grass-Fed Cattle Producers;
- (d) to engage with cattle producers and industry stakeholders;
- (e) to advocate on all matters important to the cattle industry;
- (f) to lead and direct policy development and its implementation;
- (g) to protect the profitability, competitiveness and future of the cattle industry;
- (h) to function as an apolitical specialist cattle industry organisation with concern for the profitability and livelihood of all cattle producers;
- (i) to carry out activities necessary for the betterment and improvement of the cattle industry;
- (j) to collect and disseminate information concerning the cattle industry;

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- (k) to co-operate with appropriate organisations at the State, National and international level;
  - (l) to maintain a high level of liaison and co-operation as may be necessary for the fulfilment of the other objects of the Company with Federal and State Government departments, agencies and authorities, with local government, and with other industry organisations;
  - (m) to promote the development of the agricultural and pastoral industry and resources of Australia;
  - (n) whenever appropriate having regard to each other of these objects, to develop and promote the policies of the Company; and
  - (o) doing all such other things as are incidental or conducive to the operation of the Company and otherwise for the attainment of all or any of the above objects of the Company.

### **3 Not for profit**

#### **No profits for Members**

- 3.1 Subject to article 3.2, all of the assets and income of the Company must be applied solely in the furtherance of the objects of the Company and no portion may be distributed directly or indirectly to any Member.
- 3.2 Nothing in article 3.1 prevents the payment, in good faith, of an amount, calculated on arm's length terms, in respect of:
  - (a) remuneration payable to an employee of the Company who is also a Member, for services actually rendered to the Company;
  - (b) goods or services actually supplied by a Member to the Company in the ordinary and usual course of the Member's business;
  - (c) interest (at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts) on money borrowed from a Member;
  - (d) rent for premises demised or let by a Member to the Company; or
  - (e) payment to a Member in his or her capacity as a Director, under article 8.25 and 8.26.

### **4 Members and Associates**

#### **Membership and Associateship**

- 4.1 The Company has the following classes of Membership:
  - (a) Industry Members described in article 4.3; and
  - (b) Individual Members described in article 4.4.
- 4.2 In addition, the Company has Associates, who are not Members but enjoy certain rights and benefits under this Constitution.

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4.3 The Industry Members comprise:

- (a) as at 4 October 2022, each SFO;
- (b) the organisations that were “Non-Founding Representative Group Members” of the Company immediately prior to 4 October 2022; and
- (c) such other organisations that, at the relevant time, have been admitted to Industry Membership pursuant to article 4.7.

4.4 The Individual Members comprise:

- (a) the persons who were “Direct Members” of the Company and entitled to vote at general meetings of the Company immediately prior to 4 October 2022; and
- (b) such other persons that, at the relevant time, have been admitted to Individual Membership pursuant to article 4.8.

4.5 The Associates (who, for the avoidance of doubt, are not Members) comprise:

- (a) the persons who were “Associates” of the Company immediately prior to 4 October 2022; and
- (b) such other persons that, at the relevant time, have been admitted to Associateship pursuant to article 4.9.

### **Departing SFOs**

4.6 If an SFO:

- (a) resigns as a Member;
- (b) is removed from Membership pursuant to this Constitution;
- (c) otherwise ceases to be a Member; or
- (d) is wound up or dissolved or otherwise ceases to exist,

(**Departing SFO**) the Board may determine in its sole and absolute discretion to admit as an Industry Member in place of the Departing SFO such other State or Territory (as the case requires) peak farmer organisation which admits Levy- Paying Grass-Fed Cattle Producers as members.

### **Applications for Membership and Associateship**

4.7 Industry Membership under article 4.3(c) is open to any organisation which:

- (a) is not already an Industry Member pursuant to article 4.3(a);
- (b) in the opinion of the Board, satisfies the object of operating for the purpose, inter alia, of promoting the development of the cattle industry in either a State or Territory, in part of a State or Territory or in multiple States and/or Territories;
- (c) meets any other Industry Membership eligibility criteria as may be prescribed by the Board from time to time in the By-Laws;

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- (d) completes and lodges an application for Membership:
    - (i) in the form and manner, and providing such supporting information, as may be prescribed by the Board from time to time; and
    - (ii) signed by a duly authorised representative of the applicant;
  - (e) pays any applicable Membership Fee as may be prescribed by the Board from time to time in accordance with article 4.19 when lodging the application for membership; and
  - (f) is accepted to Membership by the Board.

4.8 Individual Membership under article 4.4(b) is open to any person who:

- (a) either:
  - (i) is an Individual Member pursuant to article 4.4(a); or
  - (ii) is able to demonstrate to the satisfaction of the Board (or its duly appointed delegate) that they are a Levy-Paying Grass-Fed Cattle Producer; or
  - (iii) meets another Individual Membership eligibility criteria as may be prescribed by the Board from time to time in the By-Laws; and
- (b) completes and lodges an application for Membership:
  - (i) in the form and manner, and providing such supporting information, as may be prescribed by the Board from time to time; and
  - (ii) signed by the applicant;
- (c) pays any applicable Membership Fee as may be prescribed by the Board from time to time in the By-Laws when lodging the application for Membership; and
- (d) is accepted to Membership by the Board.

4.9 Associateship under article 4.5(b) is open to any person who:

- (a) is not already a Member;
- (b) meets any other Associateship eligibility criteria as may be prescribed by the Board from time to time in the By-Laws;
- (c) completes and lodges an application for Associateship:
  - (i) in the form and manner, and providing such supporting information, as may be prescribed by the Board from time to time; and
  - (ii) signed by the applicant;
- (d) pays any applicable Membership Fee as may be prescribed by the Board from time to time in the By-Laws when lodging the application for Membership; and
- (e) is accepted to Associateship by the Board.

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- 4.10 In respect of each application for Membership or Associateship duly made in accordance with this Constitution:
- (a) the Secretary must provide the application to the Board (or its duly authorised delegate) promptly after receipt of the application;
  - (b) the Board (or its duly authorised delegate) must consider the application promptly and, after considering it, determine in the Board's sole and absolute discretion whether to accept or reject the application;
  - (c) if the application is accepted, the applicant must be admitted forthwith as a Member or Associate (as applicable) and the Secretary must:
    - (i) notify the applicant in writing of the admission to Membership or Associateship (as applicable) and the class and category, if any, of that Membership or Associateship (as applicable); and
    - (ii) issue a receipt for any fees paid by the Member or Associate (as applicable); and
    - (iii) cause the required details to be entered in the Membership Register or Associateship Register (as applicable);
  - (d) if the application is rejected:
    - (i) the Secretary must notify the applicant in writing of the rejection of the application;
    - (ii) the Secretary must refund in full the membership fee paid with the application; and
    - (iii) that person may not apply for membership again within 1 year of the rejection; and
  - (e) the Board is not required to give reasons for accepting or rejecting any application.
- 4.11 The Board may at any time undertake any process which it considers prudent or desirable to verify that any Member or representative of a Member satisfies the criteria for the relevant Member or representative under this Constitution, including to confirm any details specified in the Membership Register.

#### **Allocation to a Sub-Region**

- 4.12 Each Individual Member or Associate shall upon admission as a Member or Associate (as relevant) be allocated to:
- (a) in relation to Individual Members, the Sub-Region the Individual Member nominates in their application for Membership which must be the Sub-Region in which their primary grass-fed business is located;
  - (b) in relation to Associates, the Sub-Region the Associate nominates in their application for Associateship, which must be the Sub-Region in which they have their primary interest in or activities that are supportive of the goals and values of the Company; or
  - (c) in relation to Individuals Members or Associates, such Sub-Region as determined by the Board if they form the view that the Sub-Region



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nominated by the Member or Associate is not in accordance with article 4.12(a) or 4.12(b) above (and for the avoidance of doubt Members and Associates may only be allocated to one Sub-Region).

- 4.13 An Individual Member or Associate may change the Sub-Region(s) to which they are allocated, provided that:
- (a) they notify the Secretary of the Sub-Region(s) they wish to change their allocation to;
  - (b) they provide evidence to the Secretary that the Individual Member operates a grass-fed business or the Associate has an interest and activities that supports the goals and values of Cattle Australia in the Sub-Region(s) to which it wishes to change its allocation; and
  - (c) the Board approves the change(s) in allocated Sub-Region(s) in its absolute discretion.

### **Members' and Associates' obligations and rights**

- 4.14 The Members and Associates agree to be bound by the provisions of this Constitution and the By- Laws.
- 4.15 For so long as a Member or Associate abides by the provisions of this Constitution, the Member or Associate will enjoy the rights and privileges of Membership or Associateship (as relevant) under the Act, this Constitution and the By-Laws.
- 4.16 Industry Members have the rights to receive notices of, attend and be heard at any general meeting of Members, but do not have the rights to cast votes (in any manner) at any properly convened general meeting of Members or in any ballot of Members.
- 4.17 Individual Members have the rights to:
- (a) receive notices of, attend and be heard at any general meeting;
  - (b) vote in person or by proxy at any properly convened general meeting of the Company; and
  - (c) vote in any properly held postal or electronic ballot of Individual Members.
- 4.18 Associates have the right to receive "Member Access" to the website of the Company, and have the right to receive notices of, attend and be heard at any general meeting of Members, but do not have the rights to cast votes (in any manner) at any properly convened general meeting of Members or in any ballot of Members

### **Membership fees**

- 4.19 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 or Associateship; and
  - (c) the time and manner of payment of any such Membership Fees.

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- 4.20 If the Board has prescribed that a Membership Fee is payable by Members and/or Associates and a Member's or Associate's Membership Fee (as applicable) or any part of it remains unpaid for 60 days after it becomes payable, the Board may give the Member or Associate a notice of default:
- (a) requiring the Member or Associate (as applicable) to pay the unpaid Membership Fee within the time determined by the Board and specified in the notice; and
  - (b) informing the Member or Associate (as applicable) that their rights as a Member or Associate (as applicable, under this Constitution or otherwise) may be suspended and they may be removed from Membership or Associateship (as applicable) if the Membership Fee remains unpaid within the time specified in the notice.
- 4.21 If any Membership Fee or any part of it payable by a Member or Associate (as applicable) remains unpaid after the time specified in a notice given to the Member or Associate (as applicable) under article 4.20, the Board may, in its absolute discretion and without any further recourse to the Member or Associate (as applicable), suspend the Member's or Associate's (as applicable) rights as a Member (under this Constitution or otherwise) until such time as the Member or Associate has paid all arrears of Membership Fees, or otherwise remove the Member or Associate from Membership or Associateship (as applicable) in accordance with article 4.35.
- 4.22 A Member or Associate (as applicable) who resigns or is removed from Membership or Associateship (as applicable) or otherwise ceases to be a Member or Associate (as applicable) is not entitled to any refund of any Membership Fees.

### **Membership categories**

- 4.23 The Board may make and adopt By-Laws setting out, for each class of Membership and Associateship:
- (a) different categories of Membership and Associateship (if any) within that class;
  - (b) the eligibility criteria for each class or category (if any);
  - (c) the fees payable by Members and Associates in each class or category (if any); and
  - (d) the various rights, if any, of Members and Associates in each class or category (if any) in addition to the rights set out in this Constitution.
- 4.24 For the avoidance of doubt, nothing in article 4.23 affects the rights and obligations of Members or Associates as set out in this Constitution.

### **Membership Register**

- 4.25 A Membership Register must be kept in accordance with the Act.
- 4.26 The following details must be entered and kept current in the Membership Register in respect of each Member:
- (a) the Member's full name, residential address, postal address, telephone number and e-mail address;

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- (b) the date of admission to and cessation of Membership;
  - (c) the class of Membership;
  - (d) if the Member is an Individual Member:
    - (i) the number of cattle owned by the Member (to be kept current on a yearly basis); and
    - (ii) the Sub-Region to which their Membership is allocated pursuant to article 4.12; and
  - (e) such other information as the Board requires.

4.27 The Membership Register must be open for inspection by Members in accordance with the Act.

4.28 Each Member must notify the Secretary in writing of any change in that Member's name, postal address, telephone number or e-mail address within 1 month after the change.

### **Associateship Register**

4.29 An Associateship Register must be kept separately to the Membership Register.

4.30 The following details must be entered and kept current in the Associateship Register in respect of each Associate:

- (a) the Associate's full name, residential address, postal address, telephone number and e-mail address;
- (b) the date of admission to and cessation of Associateship;
- (c) the class of Associateship;
- (d) the Sub-Region to which their Associateship is allocated pursuant to article 4.12; and
- (e) such other information as the Board requires.

4.31 Each Associate must notify the Secretary in writing of any change in that Associate's name, postal address, telephone number or e-mail address within 1 month after the change.

### **Resignation from membership**

4.32 A Member or Associate may resign from Membership or Associateship (as applicable) by giving written notice to the Secretary.

4.33 A Member's or Associate's resignation (as applicable) takes effect at the time the notice is given to the Secretary or such later date as may be specified in the notice.

4.34 A Member's or Associate's liability (as applicable) for any fees (including Membership Fees) or other moneys in arrears at the date of resignation continues until discharged by payment.

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## **Member discipline and removal from membership**

4.35 If a Member or Associate (as applicable):

- (a) fails to comply with any of the provisions of this Constitution; or
- (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 determined by the Board under article 4.11,

the Member or Associate (as applicable) may be removed from Membership or Associateship (as applicable) by resolution of the Board, provided that the Board shall abide by the By-Laws addressing "Members Discipline" as may exist and be amended from time to time.

## **Other cessation of membership**

4.36 A Member or Associate otherwise ceases to be a Member or Associate (as applicable) if the Member or Associate (as applicable):

- (a) in the case of a natural person, dies, becomes bankrupt, becomes of unsound mind or a person whose property is liable to be dealt with under a law regarding mental health, or is convicted of an indictable offence.
- (b) becomes insolvent, is dissolved or deregistered or otherwise ceases to exist.

## **5 General meetings**

### **Calling of general meetings**

5.1 General meetings of Members may be called and held at the times and places and in the manner determined by the Board, and the Board may determine that the meeting be held:

- (a) at one or more physical venues;
- (b) at one or more physical venues and as a Virtual Meeting; or
- (c) as a Virtual Meeting only.

5.2 The Company must provide reasonable means by which members have an adequate opportunity to raise with the Board concerns about the governance of the Company.

5.3 Members may only call or requisition a general meeting in accordance with the Act.

### **Notice of general meetings**

5.4 Notice of every general meeting must be given to every Member, Associate, Director and the auditor, if any, for the time being of the Company. No other person is entitled to receive notices of general meetings.

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- 5.5 Notice of a general meeting of Members:
- (a) subject to the provisions of the Act permitting short notice, must be given not less than 21 days prior to the meeting;
  - (b) may be given by any form of communication permitted by the Act; and
  - (c) must specify:
    - (i) the place (if any), the date and the time of the meeting;
    - (ii) if Virtual Meeting Technology is to be used to hold the general meeting, sufficient information to allow the Members to participate in the meeting by means of the technology;
    - (iii) the general nature of the business to be transacted;
    - (iv) if it is proposed to move a special resolution at the meeting, the intention to propose the special resolution and the resolution; and
    - (v) any other matters required by the Act.
- 5.6 The accidental omission to give notice of any general meeting to, or the non- receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

#### **Adjournment of general meetings**

- 5.7 The Chairperson of any general meeting of Members at which a quorum is present may adjourn the meeting to another time and to another place, and must do so if so directed by the meeting.
- 5.8 The only business that may be transacted at any adjourned general meeting of Members is the business left unfinished at the meeting from which the adjournment took place.
- 5.9 When a general meeting of Members is adjourned under article 5.7 for 14 days or more notice of the adjourned meeting must be given in the same manner as in the case of an original meeting.
- 5.10 When a general meeting of Members is adjourned under article 5.7 for less than 14 days, it is not necessary to give a further notice of the adjourned meeting.

#### **Cancellation of general meetings**

- 5.11 The Board may cancel or postpone any general meeting of Members (other than a meeting which has been called or requisitioned by Members) at any time prior to the date on which it is to be held.
- 5.12 If a general meeting of Members has been cancelled or postponed, notice of the cancellation or postponement must be given in the same manner as in the case of the original meeting.

#### **Attendance at general meetings**

- 5.13 A person, whether or not a Member, Associate, Director or auditor of the Company, who is invited or requested by the Board to attend a general meeting of Members is entitled to attend that general meeting.

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### **Quorum at general meetings**

- 5.14 No business may be transacted at a general meeting of Members unless a quorum of Members is present, whether in person or by proxy, when the meeting proceeds to business.
- 5.15 A quorum for the purposes of a general meeting is 20 Members.
- 5.16 If a quorum is not present within 30 minutes from the time appointed for the general meeting of Members or a longer period allowed by the Chairperson:
- (a) if the meeting was called or requisitioned by Members, it must be dissolved; or
  - (b) in any other case, it must be adjourned to the same day in the next week at the same time and place, or to another day, time and place determined by the Board.
- 5.17 Notwithstanding any other provision of this Constitution, if a general meeting of Members is adjourned under sub-article 5.16(b):
- (a) a quorum for the purpose of the adjourned meeting is three; and
  - (b) if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting must be dissolved.
- 5.18 A Member, proxy, attorney or representative who attends a general meeting of Members (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending and for the purposes of articles 5 and 6, any reference to "present" is taken to be read subject to this article 5.18.

### **Chairperson of general meetings**

- 5.19 The Chairperson or, in his or her absence, the Deputy Chairperson, if any, is entitled to chair every general meeting of Members.
- 5.20 The Directors present at a general meeting of Members must elect 1 of the Directors present to chair the meeting if any of the following apply:
- (a) there is not then a Chairperson or Deputy Chairperson;
  - (b) neither the Chairperson nor the Deputy Chairperson is present within 15 minutes after the time appointed for the holding of the meeting; or
  - (c) neither the Chairperson nor the Deputy Chairperson is willing to act.
- 5.21 The Members present at a general meeting of Members must elect 1 of the Members present to chair the meeting if either of the following applies:
- (a) there are no Directors present within 15 minutes after the time appointed for the holding of the meeting; or
  - (b) all Directors present decline to chair the meeting.
- 5.22 Except as provided by the Act, the general conduct of each general meeting of Members and the procedures to be adopted at the meeting are as determined by the Chairperson.

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- 5.23 The Chairperson of a general meeting of Members may, in his or her discretion, refuse admission to, or expel from, the meeting any person:
- (a) using a recording device;
  - (b) in possession of a placard or banner;
  - (c) in possession of an object considered by the Chairperson to be dangerous, offensive or liable to cause disruption;
  - (d) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
  - (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner;
  - (f) whose conduct, in the reasonable opinion of the Chairperson, is inappropriate; or
  - (g) who is not a Member, Associate, Director or auditor (or representative of any of them) of the Company.

## **6 Voting at general meetings**

- 6.1 At a general meeting of Members, a resolution put to the vote of the meeting must be decided by a majority vote of the Members present or represented and entitled to vote at the meeting. If the votes are equal, the question is decided in the negative.
- 6.2 The Board may determine that a resolution submitted by it for consideration by the members before a general meeting shall require a majority of 75% to be considered "passed", even where such a resolution would not normally be required to be a "special resolution", whether under this Constitution, the Act or the By-laws.
- 6.3 The Chairperson of a general meeting of Members is not entitled to a second or casting vote on any resolution.
- 6.4 An Individual Member whose Membership Fees (if any) are more than 60 days in arrears at the date of a general meeting of Members is not entitled to vote at that meeting.

### **Poll**

- 6.5 At a general meeting of Members (including where Virtual Meeting Technology is used to hold a general meeting of Members), a resolution put to the vote of the meeting, must be decided on a poll and not by a show of hands.
- 6.6 Every Individual Member present in person or by proxy has a number of votes in the poll as prescribed in the By-Laws promulgated from time to time by the Board.
- 6.7 A poll must be taken in the manner directed by the Chairperson.
- 6.8 In the case of any dispute as to the admission or rejection of a vote, the Chairperson's determination in respect of the dispute is final.
- 6.9 The result of the poll is the resolution of the general meeting of Members at which the poll is taken.

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### **Postal or electronic ballot**

- 6.10 Notwithstanding any other provision of this Constitution, to the extent permitted by law, a resolution of the Members decided by postal or electronic ballot conducted in accordance with this Constitution is as valid and effective as if it had been passed at a general meeting of Members duly called and constituted.
- 6.11 Without limiting the purposes for which the Board may conduct a postal or electronic ballot amongst the Members, a postal or electronic ballot must be held for the election of Elected Directors under article 8.10(f) and the results must be declared at the following annual general meeting of Members.
- 6.12 All postal or electronic ballots must be decided by poll and held in such a manner as to provide a reasonable opportunity for the Members to cast a vote and otherwise in the manner prescribed from time to time by the Board.

### **Proxies**

- 6.13 An Individual Member entitled to vote at a general meeting of Members may appoint 1 Member as their proxy, to attend and vote in their place at a general meeting.
- 6.14 The proxy must be appointed in writing, in the form required by the Board from time to time.
- 6.15 A person attending a general meeting as proxy has all the rights and powers of the relevant Member, except where expressly stated to the contrary in:
- (a) the document appointing the proxy;
  - (b) this Constitution; or
  - (c) the Act.
- 6.16 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.
- 6.17 A document appointing a proxy is valid at any adjournment of a meeting to which the proxy relates, unless otherwise specified in the document.
- 6.18 A document appointing a proxy may appoint the proxy for a period of up to 1 year, for all or stipulated general meetings during that period.
- 6.19 A document appointing a proxy is invalid unless the document appointing the proxy is received by the Company:
- (a) at the Company's registered office (or other address, facsimile number or electronic address specified for that purpose in the notice convening the meeting); and
  - (b) at least 48 hours (or lesser period specified in the notice convening the meeting) before the time for holding the meeting or adjourned meeting at which the proxy is proposed to vote.
- 6.20 A vote made under a proxy is valid despite any of the following facts, unless the Company receives written notice of the fact before the commencement of the meeting at which the vote is cast:
- (a) the Member has died;



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- (b) the Member has become mentally unfit to vote;
  - (c) the proxy or authority under which the proxy was signed has been revoked.

6.21 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

## **7 Members' Representatives**

7.1 Each Member that is not a natural person shall:

- (a) appoint a natural person as a representative to exercise all or any of the powers of the Member under this Constitution, the By-Laws, the Act or otherwise by law; or
- (b) advise the Board in writing from time to time the name of the representative and of any restrictions on the powers of the representative as contemplated by the following sub-articles of this article 7.

7.2 The appointment may be a standing one.

7.3 Any representative appointed in respect of a Member in accordance with this article 7 must be a director, officer or employee of the Member, or a shareholder or unitholder of the Member, or otherwise be a bona fide active participant in a grass-fed business operated by the Member.

7.4 If a representative appointed in respect of a Member in accordance with this article 7 ceases to satisfy the requirements of article 7.3, the representative will immediately cease to be the representative of that Member, and the Member must advise the Board in writing of the Member's new representative as soon as reasonably practicable and in any event prior to the next general meeting of the Company.

7.5 The Membership Register must record any representatives appointed in respect of a Member in accordance with this article 7.

7.6 The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

7.7 A Member may appoint more than 1 representative, but only 1 representative may exercise the body's rights at any one time.

7.8 Unless otherwise specified in the appointment, the representative of a Member may exercise, on the Member's behalf, all of the rights that the Member could exercise at a meeting or in voting on a resolution.

## **8 Board of Directors**

### **Duties owed by Directors**

8.1 The Directors are subject to and must comply with duties owed at law.

### **Composition of Board – up to conclusion of 2022 AGM**

8.2 On and from 4 October 2022, all persons who are Directors at that time will continue to hold the office of Director until the conclusion of the 2022 annual general meeting

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of Members, at which time they will automatically cease to hold the office of Director.

### **Composition of Board – on and from conclusion of 2022 AGM**

8.3 On and from the conclusion of the 2022 annual general meeting of Members, the Board shall comprise at least 7 and not more than 9 Directors being:

- (a) 3 directors from NABR;
- (b) 3 directors from SALR;
- (c) 1 director from WALR; and
- (d) 2 Appointed Directors.

The Board must conduct a ballot for the election of the Board members set out in this article 8.3(a) to (c) in accordance with article 8.10 as soon as reasonably practicable after 4 October 2022 and in any event prior to the 2022 annual general meeting of Members.

8.4 If the number of Directors is reduced below the minimum number prescribed by this Constitution or the Act, the continuing Director or Directors may act only to:

- (a) appoint additional Directors to the minimum number prescribed by this Constitution; or
- (b) convene a general meeting of Members.

### **Term of office of Directors**

8.5 Subject to articles 8.13 to 8.22, the term of office of:

- (a) the Directors in office as at 4 October 2022 shall end at the conclusion of the 2022 annual general meeting of Members;
- (b) Elected Directors shall:
  - (i) begin at the conclusion of the annual general meeting of Members in the year of their election; and
  - (ii) end:
    - (A) in the case of Elected Directors whose term of office commences at the conclusion of the 2022 annual general meeting of Members:
      - (aa) for one Elected Director from NABR and one Elected Director from SALR, in each case being the Director elected from their respective Region with the least number of votes, at the conclusion of the 2023 annual general meeting of Members;
      - (ab) for one Elected Director from NABR and one Elected Director from SALR, in each case being the Director elected from their respective Region with the second least number of votes, at the conclusion of the 2024 annual general meeting of Members; and

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- (ac) for all other Elected Directors, at the conclusion of the 2025 annual general meeting of Members; and
  - (B) in the case of Elected Directors whose term of office commences at the conclusion of any other annual general meeting of Members, at the conclusion of the third annual general meeting of Members held after the annual general meeting at which their term of office commenced, provided that any retiring Director shall be eligible for re-election subject to satisfying the Minimum Eligibility Criteria.
- (c) Appointed Directors shall:
- (i) begin at the time the Elected Directors resolve to appoint the Appointed Directors in accordance with article 8.11;
  - (ii) end:
    - (A) in the case of Appointed Directors appointed after the 2022 annual general meeting of Members and before the 2023 annual general meeting of Members:
      - (aa) for one Appointed Director (decided in the Elected Directors' absolute discretion), at the conclusion of the 2023 annual general meeting of Members; and
      - (ab) for one Appointed Director (decided in the Elected Directors' absolute discretion), at the conclusion of the 2024 annual general meeting of Members; and
    - (B) in the case of Appointed Directors appointed at any other time, at the conclusion of the third annual general meeting of Members held after their appointment, provided that any retiring Appointed Director shall be eligible for re-appointment subject to satisfying the Minimum Eligibility Criteria.

8.6 Commencing from the 2022 annual general meeting of Members, a Director may serve a maximum of 3 terms. Any period served as a Director before the 2022 annual general meeting of Members shall not count as a term served by that Director for the purposes of this article 8.6.

8.7 If a Director ceases to hold office and is not immediately re-elected or reappointed they will not be eligible to serve as a Director for two years from the date they ceased to be a Director.

### **Director Eligibility**

8.8 Subject to articles 8.6 and 8.7, a person is only eligible for election or appointment as a Director:

- (a) in the case of a candidate for election as an Elected Director, if that candidate:
  - (i) is a natural person who is either:
    - (A) an Individual Member who is a natural person; or

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- (B) the representative of an Individual Member noted in the Membership Register pursuant to article 7.1(b); and
  - (ii) where the Individual Member referred to in article 8.8(a)(i) is allocated to a Sub-Region within the Region in respect of which they are seeking election;
- (b) if that Director is not an employee of the Company or of any SFO;
  - (c) if they have given their consent to act as a Director to the Company;
  - (d) in the case of a candidate for appointment as an Appointed Director, that candidate is either an Individual Member or Associate (or representative thereof noted in the Membership Register or Associateship Register); and
  - (e) if they are not otherwise prohibited by law from being a director of a company.

8.9 A Director must notify the Board if any circumstance arises which has the potential to impact upon their eligibility to continue as a director.

### **Elected Directors**

8.10 The Elected Directors shall be elected as follows:

- (a) the election for each Elected Director position shall be held by postal or electronic ballot in accordance with this Constitution amongst the Individual Members in the Membership Register;
- (b) the Board must call for nominations for each Elected Director position which is due to expire, and so become vacant at, the conclusion of the next annual general meeting of Members, no earlier than 4 months before that annual general meeting;
- (c) any five Individual Members ordinarily resident in a Region may nominate an Individual Member for election as an Elected Director for that 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 may be nominated for election as an Elected Director);
- (d) the nomination must be:
  - (i) in the form prescribed by the Board;
  - (ii) contain a consent to act signed by the nominee;
  - (iii) signed by the nominee and each proposer; and
  - (iv) given to the Board in the manner and within the time prescribed by the Board;
- (e) if, in respect of an Elected Director position, there is only one eligible candidate for election for a particular Region who has been nominated in accordance with this article 8.10, the candidate will be automatically appointed as an Elected Director on and from the conclusion of the annual general meeting of Members at which the position became vacant;

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- (f) if, in respect of an Elected Director position, there is more than one eligible candidate for election for a particular Region who has been nominated in accordance with this article 8.10, then:
    - (i) a list of the names of all candidates who are eligible for election who have been nominated in accordance with this article 8.10, including the names of the Individual Members who nominated the candidate, must be provided at least 28 days before the relevant annual general meeting of Members to all Individual Members;
    - (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;
    - (iii) in an election for an Elected Director each Individual Member is eligible to vote whether in person, by proxy or by postal or electronic ballot in relation to all Elected Director positions which are being voted on;
    - (iv) in an election for Elected Directors each Individual Member has a number of votes on each Elected Director position as prescribed in the By-Laws promulgated from time to time by the Board;
    - (v) for the avoidance of doubt, Individual Members may vote for Elected Directors nominated for any Region, irrespective of the Region in which an Individual Member is ordinarily resident; and
    - (vi) the results of each such election shall be declared at the relevant annual general meeting.

### **Appointed Directors**

- 8.11 Subject to receiving consents to act as Directors from the relevant Individual Member(s) or Associate(s), as soon as reasonably practicable following the conclusion of an annual general meeting of Members, the Board must resolve to appoint a number of Appointed Directors to the Board equal to the number of Appointed Directors whose term of office ended at the conclusion of that annual general meeting of Members.
- 8.12 In considering whether to appoint a person as an Appointed Director in accordance with article 8.11, the Board must have regard to any skills of the relevant person as it may consider relevant to the decision to appoint that person as an Appointed Director, and be of the opinion that the skills of the person to be appointed as an Appointed Directors are relevant and appropriate to the role.

### **Resignation from office**

- 8.13 A Director may resign from office by giving written notice to the Secretary.
- 8.14 A Director's resignation takes effect at the time the notice is given to the Secretary or such later date as may be specified in the notice.

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### **Removal from office**

- 8.15 The Members of the Company may, by ordinary resolution, remove any Director from office.
- 8.16 At any general meeting at which it is proposed to remove a Director under article 8.15, the Director must be given the opportunity to present his or her case, orally or in writing or by both of those means.
- 8.17 A Director who is removed under article 8.15 retains office until the dissolution or adjournment of the general meeting at which the Director is removed.
- 8.18 If a Director removed under article 8.15 was an Elected Director, the Company may, by ordinary resolution, appoint a person to take that Director's place.
- 8.19 The term of appointment of a Director appointed under article 8.18 continues until the annual general meeting at which the person who was removed from office would have been required to retire pursuant to this Constitution if he or she had not been removed.

### **Vacation of office**

- 8.20 Without limiting any other provision, the office of a Director becomes vacant if required by the Act or if the Director:
- (a) becomes prohibited from being a director of a company by reason of the Act, any order made under the Act or otherwise at law;
  - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) ceases to be an Individual Member or a representative of an Individual Member pursuant to article 7;
  - (e) becomes an employee of the Company or of any SFO; or
  - (f) the Company resolves that the office of that Director be vacated.

### **Casual vacancies**

- 8.21 If a casual vacancy arises in relation to an Elected Director, the Board may appoint a person who satisfies the Minimum Eligibility Criteria and who is allocated to the Region in respect of which the Elected Director casual vacancy arose as Director to fill the casual vacancy until the next annual general meeting.
- 8.22 The next annual general meeting of Members must include an election of a person to fill the casual vacancy. Any person appointed under article 8.21 is eligible as a candidate in that election if not then disqualified by this Constitution or the Act.
- 8.23 The term of appointment of an Elected Director elected under article 8.22 continues until the annual general meeting at which the person who vacated office early would have been required to retire pursuant to this Constitution if he or she had not vacated office early.
- 8.24 For the avoidance of doubt, any period served by a Director appointed in accordance with article 8.21 will not count as a term served for the purposes of article 8.6.

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## **Directors' remuneration**

- 8.25 Directors may be reimbursed for all reasonable travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the Board or any of its committees or general meetings of Members or otherwise in the execution of their duties as Directors, provided that such expenses have first been approved by the Board in its discretion.
- 8.26 In addition to expenses under article 8.25, the Directors may be remunerated for their role as Directors provided that:
- (a) The Chairperson and Deputy Chairperson and chairs of any committees or councils of the Board may be paid an additional amount on account of any additional duties arising as a result of their additional responsibilities;
  - (b) All such fees are approved annually in advance by the Board and advised annually in arrears to the Members in the Company's annual report.

## **9 Chairperson and Deputy Chairperson**

- 9.1 At the first Board meeting held after:
- (a) the date of adoption of this Constitution; and
  - (b) thereafter, the vacation of office of the Chairperson under article 9.4, the Board must elect a Director as Chairperson.
- 9.2 If there is no Deputy Chairperson, the Board may elect a Director as Deputy Chairperson at any time.
- 9.3 The election of the Chairperson and Deputy Chairperson (if any) may be held by any means determined by the Board, but in the event of an equality of votes, the matter must be determined by the drawing of lots.
- 9.4 A Director elected by the Board as Chairperson or Deputy Chairperson holds that office until:
- (a) the expiration of that Director's current term of office as Director;
  - (b) the Director ceases to be a Director in accordance with this Constitution;
  - (c) the Director resigns from the office of Chairperson or Deputy Chairperson (as the case may be) by written notice to the Secretary.
- 9.5 The Chairperson or, in his or her absence, the Deputy Chairperson (if any) is entitled to preside as Chairperson at every Board meeting.
- 9.6 The Directors present at a Board meeting must elect 1 of the Directors present to chair the meeting if any of the following apply:
- (a) there is not then a Chairperson or Deputy Chairperson;
  - (b) neither the Chairperson nor the Deputy Chairperson is present within 15 minutes after the time appointed for the holding of the meeting; or
  - (c) neither the Chairperson nor the Deputy Chairperson is willing to act.

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## **10 Powers of the Board**

- 10.1 The governance of the Company is the responsibility of the Board of Directors duly appointed under and in accordance with this Constitution.
- 10.2 The Board may exercise all the powers of the Company which are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.
- 10.3 If the Company holds or owns membership, shares or other interests in another body corporate, trust or other entity, the Board may exercise any and all voting rights conferred by the membership, shares or interests in any manner it considers fit.

## **11 Board meetings**

### **Convening of Board meetings**

- 11.1 Subject to the provisions of the Act and this Constitution, the Board may meet for the dispatch of business and regulate its meetings as it thinks fit.
- 11.2 The Board must meet at least 3 times in each financial year.
- 11.3 Any Director may request the Secretary to convene a Board meeting at any time and the Secretary must comply with such request.

### **Notice of Board meetings**

- 11.4 Notice of each Board meeting must be given to each Director at least 48 hours before the meeting or otherwise as determined by the Board, except all Directors may waive in writing the required period of notice for a particular meeting.
- 11.5 Notices of each Board meeting must specify the place, time and date of the meeting, the general nature of items to be discussed, and any details required to operate technology to be used to hold the meeting in accordance with article 11.7.
- 11.6 A notice of Board meeting may be given to a Director by:
  - (a) mail or delivery to the usual place of residence of the Director; or
  - (b) mail, delivery, facsimile transmission or e-mail to any other address, facsimile number or e-mail address given by the Director to the Secretary for that purpose (unless and until the Director informs the Secretary that he or she may not be contacted at that other address, facsimile number or e-mail address).

### **Mode of Board meetings**

- 11.7 A Board meeting may be called or held using any technology consented to by all Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable time before the meeting.

### **Quorum at Board meetings**

- 11.8 A quorum for the purposes of a Board meeting is a simple majority comprising greater than 50% of the number of Directors of the Company at the relevant time.
- 11.9 The quorum must be present at all times during the meeting.



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- 11.10 If a quorum is not present within 30 minutes from the time appointed for a Board meeting or a longer period allowed by the Chairperson:
- (a) the meeting must be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chairperson may determine; and
  - (b) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting lapses.
- 11.11 Subject to this Constitution, the Board may act notwithstanding any vacancy on the Board.

### **Voting at Board meetings**

- 11.12 Questions arising at a Board meeting must be decided by a majority vote of Directors present and voting. If the votes are equal, the question is decided in the negative.
- 11.13 Each Director has a single vote on all matters decided and, for the avoidance of doubt, the Chairperson does not have a second or casting vote at Board meetings.

### **Resolution in writing**

- 11.14 A resolution in writing signed by all Directors or approved by electronic mail by all Directors (other than any Director on a leave of absence or otherwise disqualified from voting) is as valid and effectual as if it had been passed at a Board meeting duly convened and held.
- 11.15 A resolution in writing may consist of:
- (a) several documents in like form, each signed by 1 or more Directors and if so signed it takes effect on the latest date on which a Director signs 1 of the documents; or
  - (b) the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Director sends such a message.
- 11.16 In relation to a resolution in writing:
- (a) a document generated by electronic means which purports to be a facsimile of a resolution of Directors is to be treated as a resolution in writing; and
  - (b) a resolution bearing an electronic copy of a signature is to be treated as signed.

### **Validity of acts**

- 11.17 All acts done in good faith by the Board or a Committee or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person as a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

### **Conflicts of Interest**

- 11.18 The Board must agree from time to time in writing on its policy for the regulation of conflicts of interest.

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11.19 Each Director must:

- (a) disclose to the Board any actual or potential conflicts of interest which may exist, or be thought to exist in relation to the affairs of the Company, as soon as he or she becomes aware of the issue; and
- (b) comply with the provisions of the Act on disclosing interests and restrictions on voting.

If a conflict or potential conflict situation exists, the conflicted Director shall be absent from the meeting while the Board discusses the conflict and decides on the level of involvement of the Director in the subsequent decision-making process.

11.20 If there are not enough Directors to form a quorum as a result of 1 or more Directors having an interest which disqualifies them from voting, then 1 or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting and the Company in general meeting may pass a resolution to deal with the matter.

11.21 A Director may only be engaged to provide goods or services to or on behalf of the Company if:

- (a) that Director is for bona fide reasons considered by Board, agreed to be a suitable person to provide, such goods or services;
- (b) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Director's rates and service levels;
- (c) the goods or services are provided on arm's-length terms;
- (d) the provision of the goods and services is disclosed clearly and expressly to the Members in the Company's annual report; and
- (e) the Board agrees, by ordinary resolution excluding the interested Director, to the provision of the goods or services by the Director.

## **12 Committees and Working Groups**

12.1 The Board may appoint one or more Committees or Working Groups consisting of such Directors or other persons as the Board thinks fit.

12.2 The Board may appoint any member of a Committee or Working Group as Chairperson of that Committee or Working Committee.

12.3 In the exercise of any powers delegated to it, a Committee or Working Group must:

- (a) conform to the directions of the Board;
- (b) report to the Board; and
- (c) otherwise conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board, unless otherwise determined by the Board upon establishment of such Committee or Working Group.

12.4 The Board may delegate any of its powers, except this power to delegate, to a Committee.

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## **13 Regional Consultative Committee**

### **Establishment**

- 13.1 The formulation and adoption of industry policy positions for the Company shall be the responsibility of the Board, and the Board may have regard to the advice of a Regional Consultative Committee and any Working Groups, each as established and constituted in accordance with this Constitution and the By-Laws.
- 13.2 The Board may, subject to first consulting with:
- (a) the chief executives of each of the SFOs; and
  - (b) the members of the Regional Consultative Committee at the time,
- replace the Regional Consultative Committee with such alternative regional consultation committee as approved by a resolution of Members at a duly convened meeting of the Company.
- 13.3 The initial Regional Consultative Committee election will be held prior to the 2023 annual general meeting and must function in accordance with this Constitution and the By-Laws.

## **14 Secretary**

- 14.1 The Board may appoint (on the terms and conditions it sees fit) and terminate the appointment of the secretary of the Company.
- 14.2 The Secretary is responsible for carrying out all acts and deeds required by this Constitution or the Act to be carried out by the secretary of the Company.

## **15 Chief Executive Officer**

- 15.1 The Board may appoint any person to the position of chief executive officer for the period and on the terms and conditions (including as to remuneration) the Board sees fit.
- 15.2 The Board may, upon terms and conditions and with any restrictions it sees fit, confer on the CEO any of the powers that the Board can exercise.
- 15.3 The Board may at any time revoke or vary an appointment of, or any of the powers conferred on the CEO.
- 15.4 If the CEO becomes incapable of acting in that capacity, the Directors may appoint any other person other than a Director to act temporarily as CEO until such time as the position can be filled permanently.

## **16 By-Laws**

- 16.1 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 this Constitution or generally for the purposes of carrying out the objects of the Company, which By-Laws are binding on the Members.
- 16.2 To the extent of any inconsistency, this Constitution prevails over the By-Laws.

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## **17 Indemnities and insurance**

### **Officers' liabilities to third parties**

- 17.1 Every officer and past officer of the Company is indemnified against a liability incurred by that person as an officer, other than a liability:
- (a) to the Company or a related body corporate;
  - (b) for a pecuniary penalty under section 1317G of the Act or for compensation under section 1317H of the Act; or
  - (c) which arises from conduct that involves a lack of good faith.

### **Officers' costs and expenses**

- 17.2 Every officer and past officer of the Company is indemnified by the Company against a liability for costs and expenses incurred by that person as an officer, other than legal costs incurred:
- (a) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under article 17.1;
  - (b) in defending or resisting proceedings in which judgement is made against the person or the person is found guilty;
  - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this sub-article does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order); or
  - (d) in connection with any application in relation to those proceedings in which the Court denies relief to the person.

### **Insurance premiums**

- 17.3 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company against:
- (a) a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or criminal and whatever their outcome; and
  - (b) any other liability incurred by the person as an officer of the Company, except a liability which arises from conduct that involves a wilful breach of duty in relation to the Company or a contravention of sections 182 (misuse of position) or 183 (misuse of information) of the Act.

## **18 Seal and execution of documents**

- 18.1 The Company may have a Seal.
- 18.2 If the Company has a Seal:
- (a) the Board must provide for its safe custody; and
  - (b) it may only be used by authority of the Board.

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- 18.3 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
- (a) 2 Directors;
  - (b) a Director and the Secretary; or
  - (c) a Director and some other person appointed by the Board for the purpose.
- 18.4 The Company may execute a document, including a deed, without use of the Seal if the document is signed by:
- (a) 2 Directors; or
  - (b) a Director and the Secretary.
- 18.5 Notwithstanding articles 18.3 and 18.4, any document, including a deed, may be executed by the Company in any other manner permitted by law, including as set out in the Act.

## **19 Accounts, audit and records**

### **Financial year**

- 19.1 Each financial year of the Company commences on the 1<sup>st</sup> day of July and ends on the 30<sup>th</sup> day of June in the following calendar year.

### **Accounts, records and reports**

- 19.2 The Company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 19.3 The Company must also keep written records that correctly record its operations.
- 19.4 The Board must provide for the safe custody of the books, records, documents, instruments of title and securities of the Company.

### **Audit**

- 19.5 A registered company auditor must be appointed to the Company.
- 19.6 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.
- 19.7 The auditor or his or her representative is entitled to attend any general meeting and be heard on any part of the business of the meeting which concerns the auditor. The auditor or his or her representative, if present at the meeting, may be questioned by the Members about the audit.

### **Rights of inspection**

- 19.8 Subject to the Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members.

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A Member does not have the right to inspect any document of the Company except as provided by the Act or authorised by the Board.

## **20 Notices**

### **Persons authorised to give notices**

20.1 A notice given under this Constitution may be given:

- (a) on behalf of the Company by a solicitor for the Company, the Secretary or a Director; or
- (b) on behalf of a Member by a solicitor, secretary or director of, or a representative appointed by, the Member.

20.2 The signature of a person on a notice given by the Company or a Member may be written, printed or stamped.

### **Method of giving notices**

20.3 A notice by the Company or a Member may be given under this Constitution by any of the following means:

- (a) by delivering it to the street address of the addressee;
- (b) by sending it by prepaid post (or by airmail if outside Australia) to the street or postal address of the addressee; or
- (c) by sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

### **Address for notices**

20.4 For the purposes of article 20.3:

- (a) the street and postal address of the Company is the registered office of the Company, or such other address as was last formally notified by the Company to the Member;
- (b) the facsimile number and e-mail address of the Company are the details last formally notified by the Company to the Member;
- (c) the street and postal addresses, facsimile number and e-mail address of a Member are the details last formally notified by the Member to the Secretary.

### **Time notice is given**

20.5 A notice given in accordance with this Constitution is deemed to be given, served and received at the following times:

- (a) if delivered to the street address of the addressee, at the time of delivery;
- (b) if sent by express post to the street or postal address of the addressee in Australia, on the next business day after posting;
- (c) if sent by post other than express post to the street or postal address of the addressee, on the 5<sup>th</sup> business day after posting; or
- (d) if sent by facsimile or e-mail, at the time transmission is completed.

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## **Proof of giving notices**

- 20.6 The sending of a notice by facsimile or e-mail and the time of completion of transmission may be proved conclusively by production of:
- (a) a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee; or
  - (b) a print out of an acknowledgement of receipt of the e-mail or equivalent proof that the email was successfully transmitted.

## **21 Amendment of Constitution**

- 21.1 The Constitution may be amended by a resolution passed at a properly constituted meeting of the Members by at least 75% of the votes cast by the Members present in person, by representative, or by proxy and entitled to vote on the resolution.
- 21.2 On or before the second anniversary of the adoption of this Constitution, the Board will establish a subcommittee to review this Constitution to determine whether it is meeting the needs of the Members and industry broadly. The subcommittee must consult with Members in this process.

## **22 Interpretation**

- 22.1 In this Constitution, unless the context requires otherwise:
- (a) the word "law" includes common law, principles of equity and legislation;
  - (b) a reference to any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation and a reference to a specific provision of such legislation is a reference to the equivalent provision in any later amended, re-enacted or replacement legislation;
  - (c) a reference to this Constitution, where amended, means this Constitution as so amended;
  - (d) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
  - (e) a reference to a particular person includes the person's executors, administrators, successors, substitutes and permitted assigns;
  - (f) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
  - (g) the word "present" in the context of a person being present at a meeting includes participating using Virtual Meeting Technology;
  - (h) a reference to an article, sub-article or schedule is a reference to an article, sub-article or schedule of this Constitution;
  - (i) a word which denotes:
    - (i) the singular denotes the plural and vice versa;
    - (ii) any gender denotes the other genders; and

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- (iii) a person denotes an individual and a body corporate;
  - (j) where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;
  - (k) an expression used but not defined in this Constitution has the same meaning as given in the Act;
  - (l) writing includes any mode of representing or reproducing words in a visible form; and
  - (m) a reference to 'dollars' or '\$' means Australian dollars.

22.2 Headings and any table of contents must be ignored in the interpretation of this Constitution.

### **Calculation of time**

22.3 In this Constitution, unless the context requires otherwise:

- (a) a reference to a time of day means that time of day in the state or territory in which the Company's registered office is located;
- (b) a reference to a business day means a day during which banks are open for general banking business in the state or territory in which the Company's registered office is located;
- (c) for the purposes of determining the length of a period (but not its commencement) a reference to:
  - (i) a day means a period of time commencing at midnight and ending 24 hours later; and
  - (ii) a month means a calendar month which is a period commencing at the beginning of a day of 1 of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month;
- (d) where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event; and
- (e) a provision of this Constitution, except that specifying the time for deposit of proxies with the Company, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

### **Replaceable rules**

22.4 Each of the provisions of the Act which would but for this article apply to the Company as a replaceable rule within the meaning of the Act are displaced and do not apply to the Company.



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## 23 Definitions

23.1 In this Constitution, unless the context requires otherwise:

- (a) **Act** means the *Corporations Act 2001* (Cth);
- (b) **Appointed Director** means a Director appointed in accordance with article 8.11;
- (c) **Associate** means a person who is an associate contemplated by article 4.5, and **Associateship** has the corresponding meaning;
- (d) **Associateship Register** means the Register of Associates kept by the Company in accordance with article 4.29 of this Constitution;
- (e) **Board** means the Board of Directors at the relevant time, of the Company constituted pursuant to article 8 of this Constitution;
- (f) **By-Laws** means by-laws made or adopted under article 16;
- (g) **Calendar Year** means a one-year period beginning on 1 January and ending on December 31;
- (h) **Cattle Levy** means a cattle or livestock transaction levy payable pursuant to the *Primary Industries (Excise) Levies Act 1999* (Cth);
- (i) **CEO** means the chief executive officer of the Company, appointed under article 15.1;
- (j) **Chairperson** means the person elected from time to time under article 9.1 and entitled to preside as chair at a particular:
  - (i) Board meeting, as determined under articles 9.5 and 9.6; or
  - (ii) general meeting, as determined under articles 5.20 to 5.22;
- (k) **Committee** means a committee appointed by the Board under article 12.1;
- (l) **Company** means Cattle Australia Limited (ACN 625 194 096);
- (m) **Departing SFO** has the meaning given in article 4.6;
- (n) **Director** means a person appointed in accordance with this Constitution to perform the duties of a director of the Company;
- (o) **Deputy Chairperson** means the Deputy Chairperson of the Board, if any, elected from time to time under article 9.2;
- (p) **Elected Director** means a Director who is elected or appointed from one of NABR, SALR or WALR in accordance with article 8 of this Constitution;
- (q) **Individual Member** means a Member contemplated by article 4.4;
- (r) **Industry Member** means a Member contemplated by article 4.3;
- (s) **Levy-Paying Grass-Fed Cattle Producer** means a producer of cattle that attract the Cattle Levy and who has paid the Cattle Levy within the previous 24 months of a given time;

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- (t) **Member** means a person who, at the relevant time, is a member of the Company in accordance with this Constitution (whether an Industry Member or Individual Member, unless otherwise specified), and **Membership** has the corresponding meaning;
- (u) **Membership Fee** means a fee payable by Members or Associates as contemplated by articles 4.19 to 4.22;
- (v) **Membership Register** means the Register of Members kept by the Company under the Act in accordance with article 4.25 of this Constitution;
- (w) **Minimum Eligibility Criteria** means the criteria set out in article 8.8 in relation to eligibility of persons for election or appointment to the Board;
- (x) **NABR** means the catchment for the North Australia Beef Research Council, as defined as Sub-Regions 9 to 15 inclusive in the map in Schedule 1 of this Constitution depicting that Region as at 1 July 2022;
- (y) **Non-Founding Representative Group Member** means the organisations which were eligible to be recognised as a Member of the Company as a 'Non-Founding Representative Group Member' under the iteration of the Company's Constitution immediately before the adoption of this Constitution;
- (z) **Peak Body** means a representative organisation that provides information dissemination services, membership support, co-ordination, advocacy and representation, and research and policy development services for its members and the industry in which it operates broadly; more specifically for the Company it is a prescribed body within the Red Meat Industry MOU for the purposes of the *Australian Meat and Livestock Industry Act 1997* (Cth);
- (aa) **Regional Consultative Committee** means the Regional Consultative Committee established and constituted in accordance with article 13;
- (bb) **Region** means each of the regions constituting the NABR, the SALR and the WALR;
- (cc) **SALR** means the region for the Southern Australia Livestock Research Council, defined as Sub-Regions 1 to 7 inclusive in the map in Schedule 1 to this Constitution depicting that Region as at 1 July 2022;
- (dd) **Seal** means the common seal of the Company (if any);
- (ee) **Secretary** means the person appointed as secretary of the Company under article 14.1;
- (ff) **SFO** means State and Territory peak farmer organisations which admit Levy-Paying Grass-Fed Cattle Producers as members and are Industry Members from time to time, which as at 4 October 2022 consist of the following organisations:
- (i) AgForce Cattle Limited;
  - (ii) Livestock SA;
  - (iii) NSW Farmers Association;
  - (iv) Northern Territory Cattlemen's Association;

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- (v) Pastoralists and Graziers Association of Western Australia;
  - (vi) Western Australian Farmers Federation;
  - (vii) Tasmania Farmers and Graziers Association;
  - (viii) Victorian Farmers' Federation;
  - (gg) **Sub-Region** means each of the sub-regions specified in the map of Australia in Schedule 1 to this Constitution and as may be particularised in greater detail by the Company in the By-Laws or by publishing further particulars on the Company website from time to time;
  - (hh) **Virtual Meeting** means a meeting of Members conducted using Virtual Meeting Technology;
  - (ii) **Virtual Meeting Technology** means 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;
  - (jj) **WALR** means the catchment for the Western Australian Livestock Research Council, defined as Sub-Region 8 in the map in Schedule 1 to this Constitution depicting that Region as at 1 July 2022; and
  - (kk) **Working Group** means a working group appointed by the Board under article 12.1.

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**Schedule 1 – Sub-Region Map**

