

Explanatory memorandum
Cattle Australia Limited

10 August 2026

1. Introduction

The Explanatory Memorandum has been prepared for the information of Members in connection with the business to be conducted at the Meeting to be held virtually via Teams, on Tuesday, 1 September 2026 at 10:00 am AEST

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

A Proxy Form has been included with the Notice.

Terms used in this Explanatory Memorandum are defined in the Glossary set out at Schedule 1.

2. Voting and attendance information

Individual Members should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolution.

Voting on the proposed Resolution at the Meeting will be conducted by poll. On a poll, each Individual Member has the number of votes as set out in rule 3 of the Voting Rights By-Laws of the Company.

2.1 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. The vote will be conducted via independent third party, TrueVote Pty Ltd

2.2 Voting by a corporation

An Individual Member that is a corporation must appoint an individual to act as its representative and vote in person at the Meeting in accordance with the requirements set out at rule 7 of the Company's Existing Constitution. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

2.3 Voting by proxy

A Proxy Form has been made available with the Notice. This is to be used by Individual Members if they wish to appoint a representative (a *proxy*) to vote in their place. All Individual Members wishing to do so are encouraged to vote by completing and submitting the Proxy Form to the Company Secretary by email to cosec@cattleaustralia.com.au.

Please note that:

- (a) an Individual Member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy must be a Member of the Company; and
- (c) you may appoint the Company chair as your proxy.

Time for lodging Proxy Forms

Your proxy voting instruction must be received by Sunday, 30 August 2026 at 10:00am AEST, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of the Resolution, unless the Individual Member has expressly indicated a different voting intention.

2.5 Submitting questions

Members will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. To ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. Prior to a Member asking a question the Chair will ask that they identify themselves.

3. Approval of amendments to Constitution

3.1 General

Under section 136(2) of the *Corporations Act 2001* (C'th) and rule 21 of the Existing Constitution, the Company may modify or repeal its Constitution or a provision of its Constitution by special resolution of Individual Members.

At least 75% of the votes cast by Individual Members at the Extraordinary General Meeting will need to be in favour of the Resolution for it to be passed and consequently for the amendments to the Constitution to be adopted.

The Resolution seeks the approval of Individual Members to modify the Company's Existing Constitution.

The proposed modifications to the Existing Constitution have come about as a result of a review mandated by rule 21.2 of the Existing Constitution. In accordance with this rule, the Board established the Subcommittee to undertake the review of the Company's governing document to determine whether the Existing Constitution is meeting the needs of Members and the industry more broadly.

The Subcommittee called for submissions from Members on 4 April 2025. The Subcommittee carefully considered each of the seven submissions it received.

The Subcommittee discussions and considerations resulted in several proposed amendments throughout the Existing Constitution.

- (a) Company objects updated to clearly reflect the purpose of Company, including:
 - i. representation and promotion of the interests of the cattle industry, including the interests of all producers;
 - ii. oversight of Meat and Livestock Australia;
 - iii. advance, protect and promote, inter alia, productivity, sustainability, biosecurity, resources, fair levy utilisation, community wellbeing, market security, farm safety;
 - iv. collect and disseminate accurate information;
 - v. provide oversight of utilisation of the levy; and
 - vi. communicate, cooperate and collaborate with third parties, such as industry stakeholders and government.
- (b) Two membership categories (down from three) - voting members and industry members.
- (c) Industry members and associates rolled into one membership category known as industry members, to include state farming organisations, cattle breed organisations, other peak industry bodies, non-government organisations, not-for-profits, research and development corporations, and other cattle industry stakeholders.
- (d) Member disciplinary process incorporated (moved from Company by-laws).
- (e) Member voting rights incorporated (moved from Company by-laws).
- (f) Direct voting provision to contemplate online voting more effectively.
- (g) Expanded skills for appointed directors to include cattle industry, supply chain or cattle production experience.
- (h) Parameters for replacement of RCC remain the same, but wording around the replacement has moved from alternative RCC to *alternative producer consultation or advisory body*.
- (i) Definitions updated to reflect any changes and overall purpose of the Company.
- (j) Legacy provisions removed.
- (k) A number of other consequential amendments have also been proposed.

Amended Constitution

A table summarising the key changes as set out in the Amended Constitution, and the reasoning behind the amendments, is set out at Schedule 2 of this Explanatory Memorandum. The summary is not a substitute for

reading the Amended Constitution in full and not all changes are noted in the table. The full text of the Amended Constitution (in redline / tracked changes) can be found in annexure A to this Explanatory Memorandum. The full text of the Amended Constitution without redline / tracked changes (clean version) can be found in annexure B to this Explanatory Memorandum.

A copy of the Amended Constitution will also be made available for review by Members by signing in to your Cattle Australia account. A copy of the Amended Constitution can also be sent to Members upon request to the Company Secretary at coesc@cattleaustralia.com.au. Members are invited to contact the Company if they have any queries or concerns.

Date of adoption

Subject to the Resolution being approved, the Company will adopt the Amended Constitution with effect from the date the Resolution is passed.

Consequences if the Resolution is not approved

If the Resolution is not approved, the Company cannot adopt the Amended Constitution and the Existing Constitution will remain in effect.

Board recommendation

The Directors unanimously recommend that all Individual Members vote in favour of the Resolution.

Schedule 1

Glossary

In the Notice, words importing the singular include the plural and vice versa.

Amended Constitution	means the amended constitution of the Company set at out at annexure A including proposed amendments in redline (tracked changes) which is subject to approval by Members in accordance with the Resolution.
By-Laws	means the By-Laws of the Company (adopted on 30 August 2023).
Clean Amended Constitution	means the amended constitution of the Company set at out at annexure B including all proposed amendments incorporated in a clean version of the document.
Company	means Cattle Australia Limited ACN 625 194 096.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Existing Constitution	means the current constitution of the Company (adopted on 4 October 2023) and set out at annexure C.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Individual Member	means a Member who has the right to vote at a properly convened meeting of the Company under rule 4.17 of the Existing Constitution.
Member	means a member of the Company.
Notice	means the notice of Extraordinary General Meeting dated 10 August 2026.
Proxy Form	means the Proxy Form accompanying the Notice.
RCC	means the Company regional consultative committee.
Resolution	means the resolution proposed within the Notice.
Subcommittee	means the subcommittee established by the Board on 5 March 2025, comprising: • Garry Edwards, Company chair and Director - subcommittee chair • Adam Coffey, Director; • Elke Cleverdon, Director; • Dr Chris Parker, former CEO, replaced by Will Evans, CEO; • Trent Radel, RCC member region 14 (Queensland); • Loretta Carroll, RCC member region 4 (Victoria); and • David Connolly, replaced by Michael Johnson, state farming organisation representative, Northern Territory Cattlemen's Association.

Schedule 2

Summary of key proposed amendments to the Company Constitution

Capitalised terms mirror those proposed in rule 24 Definitions. It is suggested that Members familiarise themselves with the proposed suite of defined terms before considering the proposed changes to the Company Constitution.

New rule no.	Proposed change	Explanation reason for change
2	Re-drafted objects clause.	Objects are set out why the Company exists and its purpose. The expansion of the objects clarifies the Company purpose, including: • its important role as representative and promoter of the interests of the Cattle Industry; • Research and Development Corporation (MLA) oversight role; • ability to establish related organisations; and • communication, cooperation and collaboration with third parties, in the best interests of the Cattle Industry, including government agencies and Cattle Industry Stakeholders.
4	Membership structure changed from three classes to two classes: Voting Members and Industry Members.	Simplifies membership structure following consultation feedback and practical limitations. r. 4.2 Voting Members = what are currently known as Individual Members. r. 4.3 Industry Members = all other members, and contemplates: • state farming organisations; • Cattle breed organisations; • non-government organisations; • not-for-profit organisations; • other peak industry bodies; • Research and Development Corporations; and • other Cattle Industry Stakeholders.

New rule no.	Proposed change	Explanation reason for change
4.5(d)	Board may prescribe and modify Sub-region boundaries through the By-laws.	Provides flexibility to realign boundaries in future, eg: to local government areas.
4.6(c)	Industry Member rights retained (no voting rights).	Maintains existing position that only Producer Voting Members have the right to vote.
4.7	Board may prescribe membership fees and payment arrangements.	Provides flexibility for future funding changes. May require further consideration at the conclusion of the Levy review process.
4.8	Membership categories may be established by By-laws.	No substantive change, noting it allows flexibility in membership administration.
4.9(b)	Expanded Membership Register requirements.	Modernises record keeping.
4.9(d)	Limitation to what Member information may be inspected as part of the Member Register (only that prescribed by the Act).	Protection of Member information.
4.10	Updated cessation of membership provisions.	Modernises provisions.
4.11	Member discipline provisions moved into the Constitution.	Provides greater procedural fairness and member protection.
6.1	Voting Member voting rights moved from By-laws to be enshrined in the Constitution.	Protects voting rights and reflects good governance.
6.2	Direct voting provisions revised.	Supports modern electronic voting methods.
7	Expanded Member Representative requirements.	Clarifies requirements of who is the authorised representative of Members who are not natural persons. Allows for more efficient voting processes and good governance.
8.2	Board composition based on Northern, Southern and Western Regions.	Aligns structure with Regions, rather than areas of research councils.
8.3	Maximum three-term limit removed.	Allows continued service beyond three terms.
8.3(a)(ii)	Appointed Directors serve one-year terms.	Allows regular review and reappointment.
8.4(a)(i)D, 8.5(c) & 8.5(f)(i)	Director nomination threshold reduced from five to two proposers. Requirement that names of proposers be published has been removed.	Makes nominating for elected Director more accessible. All nominations are reviewed for compliance, including verifying nominators. There is no need to publish personal details of the nominators.
8.6	Expanded Appointed Director criteria.	Broadens skills and experience considerations.

New rule no.	Proposed change	Explanation reason for change
8.8(a)	Board may remove an Appointed Director.	Strengthens governance accountability.
8.9	Updated vacation of office provisions.	Modernises Director vacancy rules.
11.1(b)	Minimum Board meetings increased from three to four.	Ensures appropriate governance cadence.
11.3	Technology-enabled Board meeting provisions updated.	Reflects contemporary practice.
12 & 13	Committees and Working Groups separated.	Clarifies roles and delegation powers.
14.3	RCC composition and elections governed by By-laws.	No substantive change. Provides flexibility for future election arrangements (eg: may be impacted by the outcome of the Levy review process).
14.4	Subject to consultation between the Board and SFO boards, RCC members, and endorsement by Voting Members, the RCC may be replaced with an alternative Producer consultation or advisory body.	No substantive change. Allows consideration of future consultation models.
16(d)	Director may be appointed interim CEO.	Addresses operational continuity needs.
22	Constitution amendment provisions simplified.	Allows amendment when appropriate.
24	Extensive revision of definitions.	Updated definitions support amendments throughout the Constitution and improve clarity and consistency. Examples: • Cattle, Cattle Industry, Cattle Industry Stakeholders; • Research and Development Corporation; • Producer; • SFO; and • Northern, Southern and Western Regions.
Throughout	Modal verbs (shall, will, must) updated.	Improve drafting clarity and enforceability.
Throughout	Plain English drafting adopted.	Improve readability and interpretation.
Throughout	Legacy provisions removed.	Streamlines and modernises the Constitution.

Constitution

Cattle Australia Limited

A public company limited by guarantee

Corporations Act 2001 (C'th)

Adopted on ~~4 October 2023~~

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1. Nature of Company

1.1 Limited by guarantee

The Company is a public company limited by guarantee.

1.2 Winding up

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 ~~4~~one 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 Excess property on winding up

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:

~~(d)(a)~~ which~~that~~ has objects similar to the objects of the Company; and

~~(e)(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. income, profit or assets to its members.

2. Objects

The objects of the Company are:

(a) to act as ~~a peak body~~the Prescribed Industry Body for the ~~grass fed cattle industry in Australia~~Cattle Industry;

~~(a)~~ to represent and promote the interests of the Australian cattle sectorCattle Industry, including the interests of all ~~Australian cattle producers~~;

(b) ~~to unite Grass-Fed Cattle~~ Producers;

~~(c)~~ to function as an apolitical specialist Cattle Industry Prescribed Industry Body for the benefit of the Cattle Industry and Producers;

~~(d)~~ to unite Producers;

~~(e)(e)~~ to engage with cattle producers and industry stakeholdersProducers and Cattle Industry Stakeholders;

~~(d)(f)~~ to advocate on all matters important to the cattle industryCattle Industry;

~~(e)(g)~~ to lead and direct Cattle Industry policy development and its implementation;

~~(h)~~ to advance, protect the and promote the following elements of the Cattle Industry and Producers:

(i) productivity;

(ii) sustainability;

(iii) biosecurity;

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-
- (iv) agricultural resources;
 - (v) fair Levy utilisation;
 - (vi) research, development and adoption;
 - (vii) profitability;
 - (viii) competitiveness and future of the cattle industry;
- ~~(b) to function as an apolitical specialist cattle industry organisation with concern for the profitability and livelihood of all cattle producers;~~
- (ix) marketing;
 - (x) market access;
 - (xi) animal welfare;
 - (xii) Producer mental and physical health and wellbeing;
 - (xiii) farm safety;
 - (xiv) relief from adverse circumstances encountered by Producers;
 - (xv) wellbeing and prosperity of communities in which the Cattle Industry operates;
 - (xvi) long term market security; and
 - (xvii) supply chain price transparency,
- (collectively Key Elements);
- ~~(f)(i) to carry out activities necessary for the betterment and improvement of the cattle industry to~~
promote and secure the Key Elements;
- ~~(g)(i) to collect and disseminate accurate information concerning the cattle industry~~
Cattle Industry, particularly with regard to the Key Elements;
- (k) on behalf of Producers, to provide oversight of utilisation of the Levy by the Research and Development Corporation;
- (l) on behalf of Producers, to perform services for:
- (i) the Research and Development Corporation; and
 - (ii) other organisations at the State, National and
on a commercial basis;
- (m) to establish other organisations, including not-for-profit, for the furtherance of the objects of the Company;
- (n) to communicate, cooperate and collaborate with third parties, as necessary and in the best interests of the Cattle Industry, for the furtherance of the objects of the Company including:
- (i) Australian and international level Cattle Industry Stakeholders, including supply chain and markets;
 - (ii) 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 Australian Federal and State Government departments, agencies and authorities, with (including the Department);
 - (iii) local government, and with other industry organisations;
-

(iv) ~~to promote foreign legislators, departments, agencies and authorities;~~

(v) ~~not-for-profit and non-government organisations;~~

(vi) ~~the development of the Research and Development Corporation; and~~

~~(iii)(vii) other Australian and international agricultural and pastoral industry and resources of Australia; industries and Peak Bodies,~~

~~(h)(o)~~ whenever appropriate having regard to each other of these objects, to develop and promote the policies of the Company; and

~~(i)(p)~~ doing all such other things as are incidental or conducive to the operation of the Company and otherwise for the ~~attainment~~furtherance of all or any of the ~~above~~ objects of the Company.

3. Not for profit

3.1 No profits for Members

- (a) Subject to ~~article 3.2, rule 3.1(b)~~, 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.
- (b) Nothing in ~~article 3.4 rule 3.1(a)~~ prevents the payment, in good faith, of an amount, calculated on arm's length terms, in respect of:
- (i) remuneration payable to an employee of the Company who is also a Member, ~~for services actually rendered to under an employment agreement between the Member and~~ the Company;
 - (ii) goods or services actually supplied by a Member to the Company in the ordinary and usual course of the Member's business;
 - (iii) 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;
 - (iv) rent for premises demised or let by a Member to the Company; or
 - (v) payment to a Member in ~~his or her~~their capacity as a Director, ~~under article 8.25 and 8.26~~in accordance with rule 0.

4. ~~Members and Associates~~

4.1 ~~Membership and Associateship~~

The Company has the following classes of ~~Membership~~membership:

(a) Voting Members; and

~~(a)(b)~~ Industry Members ~~described in article 4.3; and,~~

~~1.2 Industry Members comprise:~~

~~4.2 as at 4 October 2022, each~~ Voting Members

~~(a) A person may become SFO;~~

~~(a) the organisations that were "Non-Founding Representative Group Members" of the Company immediately prior to 4 October 2022; and~~

~~(b) such other organisations that, at the relevant time, have been admitted to Industry Membership pursuant to article 4.7.~~

1.3 — 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.

1.4 — 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

1.5 — If an SFO:
resigns as a Voting Member; if:

- (a) — they:
 - (i) — can demonstrate to the satisfaction of the Board ~~(or its duly appointed delegate)~~ that they are a Levy Paying Grass Fed Cattle Producer; or
 - (ii) — meets another Individual Membership Voting Member eligibility criteria ~~as may be~~ prescribed in the By-laws; and
- (b) — they lodge an application to become a Voting Member in the form and manner, including any supporting information, prescribed by the Board ~~from time to time~~;
- ~~(b)~~(c) — they pay the Membership Fee prescribed in the By-Laws ~~laws~~ when lodging the application; and
- (d) — completes and lodges an their application is accepted by the Board.

4.3 Industry Members

An organisation may become an Industry Member if:

- (a) — it:
 - (i) — can demonstrate to the satisfaction of the Board, that it operates for the purpose, inter alia, of promoting the development of the Cattle Industry; or
 - ~~(i)~~(ii) — meets any other Industry Membership; eligibility criteria prescribed in the By-laws,
- (b) — it lodges an application to become an Industry Member:
 - ~~(i)~~(i) — in the form and manner, and providing such including any supporting information, as may be prescribed by the Board ~~from time to time~~; and
 - ~~(iii)~~(ii) — signed by an authorised representative of the applicant;
- (c) — it pays any applicable the Membership Fee ~~as may be~~ prescribed ~~by the Board from time to time~~ in the By-Laws ~~laws~~ when lodging the application; and
- (d) — its application is accepted by the Board.

4.4 Application process

~~(c)~~(a) For each new application for Membership; and:

- (i) the Secretary must promptly provide the application to the Board ~~(or its duly authorised delegate) promptly after receipt of the application;~~
- (ii) 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~~decide whether to accept or reject the application; at its discretion; and

~~(iii)~~(i) 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);

(b) 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
- ~~(iv)~~(iii) the Board is not required to give reasons for accepting or rejecting any application.

(b) If the application is accepted:

(i) the applicant must immediately be admitted as a Member; and

(ii) the Secretary must:

- (A) notify the applicant in writing of their Membership and any relevant category prescribed in the By-laws;
- (B) issue a receipt for the Membership Fee; and
- (C) enter the details in the relevant Membership Register.

(c) If the application is rejected:

(i) the Secretary must:

- (A) notify the applicant in writing of the rejection of their application; and
- (B) refund the Membership Fee paid in full;

(ii) that person may not apply for Membership again within one year of the date of the notice of rejection.

(d) The Board may at any time undertake any process ~~which it considers prudent or desirable~~ to verify that any:-

- (i) Member; or ~~representative of a~~
- (ii) the Member Representative,

satisfies the Membership criteria ~~for the relevant Member or representative~~ under ~~this~~the Constitution, including to confirm any details specified in the Membership Register.

4.24.5 Allocation to a Voting Member Sub-Region

- ~~1.6~~ Each ~~Individual Member or Associate shall upon admission as a Member or Associate (as relevant) Voting Member will~~ 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 region in which the Voting Member undertakes the majority of their Cattle Industry business is located;~~
 - ~~(a) 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~~
 - ~~(b) in relation to Individuals Members or Associates, such Sub-Region as determined by the Board if they form the view that the Sub-Region~~
-

- (b) ~~nominated by the~~A Voting 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)-region.~~
- (c) ~~An Individual~~A Voting Member ~~or Associate~~ may change the Sub-Region(s)region to which they are allocated, provided that:
- (i) they notify the Secretary in writing of the Sub-Region(s)region to which they wish to change their allocation ~~to~~;
 - (ii) they provide evidence to the Secretary that the ~~Individual Member operates a grass-fed Sub-region in which the Voting Member undertakes the majority of their Cattle Industry 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 allocationhas changed~~; and
 - (iii) the Board approves the change ~~(s) in allocated Sub-Region(s) in its absolute discretion.~~
- (d) The Board may prescribe the Sub-region boundaries and configuration in the By-laws.

4.34.6 **Members' ~~and Associates'~~ obligations and rights**

- (a) The Members ~~and Associates~~ agree to be bound by the provisions of this Constitution and the By-Laws~~laws~~.

~~1.7 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.~~

- (b) Industry~~Voting~~ Members have the ~~rights~~right to:-

- (i) nominate for election as an Elected Director;
- (ii) nominate for appointment as an Appointed Director;
- (iii) nominate for election as a member of the Regional Consultative Committee;
- (iv) receive notices of, attend and any general meeting;
- (v) 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.;

~~1.8 Individual Members have the rights to:~~

- ~~(a) receive notices of, attend and be heard at any general meeting;~~
- (vi) vote in person or by proxy at any properly convened general meeting of the Company;
- and

(vii) vote in any properly held postal or electronic ballot election of Individual Members.

- (c) Associates have the right to receive "Member Access" to the website of the Company, and Industry Members:

- (i) have the right to receive notices of any general meeting;
- (ii) have the right to attend and be heard at any general meeting; and
- (iii) do not have the right to cast votes (in any manner);

- (A) 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; or

(B) in any ballot of Members.

4.44.7 Membership fees

- (a) The Board may prescribe ~~from time to time~~ in the By-Laws ~~laws~~:
- (i) the amount of any annual Membership Fees ~~to be~~ payable by Members ~~or Associates~~;
 - (ii) the amount of any initial Membership Fees payable on application for Membership ~~or Associateship~~; and
 - (iii) the time and manner of payment of any ~~such~~ Membership Fees.
-
- (b) ~~_____ 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~~ is outstanding for 60 days ~~after it becomes payable~~, the Board may give the Member ~~or Associate~~ a notice of default:
- (i) 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
 - (ii) informing the Member ~~or Associate (as applicable)~~ that their ~~rights as a Member or Associate (as applicable, under this Constitution or otherwise)~~ rights may be suspended ~~and/or~~ they may be removed from Membership ~~or Associateship (as applicable)~~ if the outstanding Membership Fee ~~remains unpaid~~ is not paid within the time specified in the notice.
- (c) ~~_____ 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, is not paid in accordance with a notice issued under rule 0,~~ the Board may, in its absolute discretion and without any further recourse ~~to by~~ the Member ~~or Associate (as applicable)~~;
- (i) ~~_____ suspend the Member's or Associate's (as applicable) rights as a Member (under this Constitution or otherwise) rights~~ until ~~such time as~~ the Member ~~or Associate~~ has paid all arrears of Membership Fees; ~~or otherwise~~
 - ~~(iii)~~ (ii) ~~_____ remove the Member or Associate from Membership or Associateship (as applicable) in accordance with article 4.35; rule 4.11(a).~~
- ~~(c)(d)~~ (d) ~~_____ 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.~~

4.54.8 Membership categories

- (a) The Board may ~~make and adopt~~ prescribe in the By-Laws ~~setting out, laws~~ for each class of Membership ~~and Associateship~~:
- (i) different categories of Membership ~~and Associateship (if any)~~ within that class;
 - (ii) the eligibility criteria for each class or category ~~(if any)~~;
 - (iii) the fees payable by Members ~~and Associates~~ in each class or category ~~(if any)~~; and
 - (iv) 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.

-
- (b) ~~For the avoidance of doubt, nothing in article 4.23~~Nothing in rule 4.8(a) affects the rights and obligations of Members ~~or Associates as~~ set out in this Constitution.

4.64.9 Membership Register

- (a) A Membership Register must be kept in accordance with the Act.
- (b) The following details must be entered and kept current in the Membership Register in respect of each Voting Member and Industry Member:
- (i) _____ the Member's:-
- (A) _____ full name;₁
- (B) _____ residential or business address;₂
- (C) _____ postal address;₃
- (D) _____ telephone number ~~and e-mail~~;₄
- ~~(A)~~(E) email address; and
-

(F) where relevant:

(1) the name of the Member Representative;

(2) telephone number of the Member Representative; and

(3) email address of the Member Representative,

(Member Details);

(ii) the date of admission to and cessation of Membership;

(iii) the class of Membership;

(iv) if the Member is ~~an Individual~~ a Voting Member:

(A) the number of cattle owned by the Member (to be kept current on a yearly basis);
and

(B) the Sub-~~Region~~region to which their Membership is allocated pursuant to ~~article 4.12;~~rule 1.1; and

(v) ~~such~~any other information ~~as~~required by the Board ~~requires~~.

(c) ~~The~~Subject to rule (d), the Membership Register must be open for inspection by Members in accordance with the Act.

~~(d)~~ Inspection of the Membership Register by Members or other persons must be limited to only that information required by the Act to be included in the Membership Register.

~~(d)(e)~~ Each Member must notify the Secretary in writing of any change in that Member's name, postal address, telephone number or e-mail address of Member Details within 4one month afterof the change.

Associateship Register

~~1.9~~ An Associateship Register must be kept separately to the Membership Register.

~~1.10~~ 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;

4.74.10 the classCessation of Associateship;Membership

~~(c)~~ the Sub-Region to which their Associateship is allocated pursuant to article 4.12; and

~~(d)~~ such other information as the Board requires.

~~1.11~~ 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

~~(a)~~ A Member immediately ceases to be a Member if they:

~~(i)~~ die;

~~(ii)~~ become bankrupt;

(iii) are convicted of an indictable offence;

(iv) are wound up or Associate may otherwise dissolved or deregistered;

(v) resign from Membership or Associateship (as applicable) by giving written notice in writing to the Secretary; or

(vi) are expelled under rule 4.11(a).

~~1.12~~ — 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.

- (b) ~~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~~ cessation of Membership continues until the obligation is discharged by payment.

4.84.11 Member discipline and removal from ~~membership~~Membership

(a) ~~_____~~ If:-

~~1.13~~ — a Member ~~or Associate (as applicable):~~

(i) ~~fails to comply with any of the provisions of~~ has breached this Constitution ~~or the By-laws;~~ or

(a) — a Member's conduct is causing, ~~has unpaid Membership Fees (if any) following expiry of the period set out in a notice~~ caused, or is likely to that Member ~~or Associate (as applicable) under article 4.20;~~

(ii) ~~conducts themselves in a manner considered~~ cause harm to be injurious or prejudicial to the character or interests of the Company; or

(iii) ~~ceases to satisfy the their~~ criteria for their Membership ~~or Associateship (as applicable) as determined by~~ under this Constitution or the By-laws (or both) is no longer met; or

(iv) ~~rule 4.7(c)(ii) applies,~~

~~(iii)~~(v) subject to compliance with the By-laws, the Board ~~under article 4.11,~~ may resolve to:

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

(A) ~~A~~ expel the Member; or

(B) ~~suspend the Membership of the Member or Associate otherwise ceases to be~~ for a set period; or

(C) ~~warn the Member or Associate (as applicable).~~

(b) ~~Before the Board meets to consider a resolution contemplated by rule 4.11(a) (Disciplinary Meeting) it must deliver a notice to the Member at least 14 days prior to the Disciplinary Meeting:~~

(i) ~~setting out the resolution it proposes to make and the basis for making it;~~

(ii) ~~stating the date, place and time of the Disciplinary Meeting (including appropriate technology information);~~

(iii) ~~informing the Member that they may:~~

(A) ~~address the Board at the meeting (in person or using appropriate technology); and / or~~

(B) ~~no less than 24 hours prior to the meeting, provide the Board with written submissions in response to the proposed resolution,~~

(Disciplinary Notice).

(c) ~~The Board must meet within 28 days of delivery of the Disciplinary Notice.~~

(d) ~~At the Disciplinary Meeting the Board:~~

~~(iv)~~(i) must, if the Member or Associate (as applicable):elects to do so, allow the Member to make oral submissions;

(b) — 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.

-
- ~~(c) becomes insolvent, is dissolved or deregistered or otherwise ceases to exist.~~
- ~~(ii) must consider any written submissions provided by the Member in accordance with the Disciplinary Notice;~~
 - ~~(iii) may hear from any other person on the matters alleged in the Disciplinary Notice;~~
 - ~~(iv) may consider any material arising from its own inquiry;~~
 - ~~(v) may make the proposed resolution, or a variation of it so long as the outcome is no more harsh than that contemplated by the Disciplinary Notice; or~~
 - ~~(vi) may take no further action; or~~
 - ~~(vii) may refer the matter to an independent person or Committee on conditions the Board considers appropriate to make a decision that the Board may have made under this rule; and~~
 - ~~(viii) has the right to proceed with the Disciplinary Meeting in the absence of the Member.~~
- ~~(e) The Secretary must promptly deliver a notice to the Member setting out the decision of the Board at the Disciplinary Meeting.~~
- ~~(f) The decision of the Board at the Disciplinary Meeting is binding on the Member.~~
- ~~(g) The Board may not fine a Member.~~
- ~~(h) The Company and the Directors will not be liable for any loss or damage suffered by the Member as a result of the decision of the Board at the Disciplinary Meeting.~~
-

5. General meetings of Members

5.1 Calling of general meetings

- (a) 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~~including:
 - (i) at one or more physical venues;
 - (ii) at one or more physical venues and as a Virtual Meeting; or
 - (iii) as a Virtual Meeting only.
- (b) The Company must provide reasonable means by which ~~members~~Members have an adequate opportunity to raise with the Board concerns about the governance of the Company.
- (c) Voting Members may only call or requisition a general meeting in accordance with the Act.

5.2 Notice of general meetings

- (a) 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.

- (b) Notice of a general meeting ~~of Members~~:
 - (i) subject to the provisions of the Act permitting short notice, must be given not less than 21 days prior to the meeting;
 - (ii) may be given by any form of communication permitted by the Act; and
 - (iii) must specify:
 - (A) the place (if any), the date and the time of the meeting;
 - (B) 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;
 - (C) the general nature of the business ~~to be transacted~~of the meeting;
 - (D) if it is proposed to move a special resolution at the meeting, the intention to propose ~~the~~a special resolution and the resolution; and
 - (E) any other matters required by the Act.
- (c) 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.

5.3 Adjournment of general meetings

- (a) 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.
- (b) The only business that may be ~~transacted~~dacted upon at any adjourned general meeting ~~of Members~~ is the business left unfinished at the meeting from which the adjournment took place.
- (c) ~~When~~Only when a general meeting ~~of Members~~ is adjourned under ~~article 5.7~~rule 5.3(a) for 14 days or more must notice of the adjourned meeting ~~must~~ be given in the same manner as in the case of an original meeting.

~~1.14 — 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.~~

5.4 Cancellation of general meetings

- (a) 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.
- (b) 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.

5.5 Attendance at general meetings

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.

5.6 Quorum at general meetings

- (a) No business may be ~~transacted/undertaken~~ at a general meeting ~~of Members~~ unless a quorum of Voting Members is present, ~~whether in person or by proxy~~, when the meeting proceeds to business.
- (b) A quorum for the purposes of a general meeting is 20 Voting Members.
- (c) 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:
 - (i) if the meeting was called or requisitioned by Voting Members, it must be dissolved; or
 - (ii) 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.
- (d) Notwithstanding any other provision of this Constitution, if a general meeting ~~of Members~~ is adjourned under sub-~~article 5.16(b)~~rule 5.6(c)(ii):
 - (i) a quorum for the purpose of the adjourned meeting is three Voting Members; and
 - (ii) if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting must be dissolved.
- (e) ~~_____~~ A Voting Member, proxy, attorney or ~~representative~~Member 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 s/he is~~ attending except that:
 - (i) _____ where a Voting Member has appointed more than one proxy, attorney or Member Representative, only one is to be counted; and for
 - (ii) _____ where an individual is attending both as a Voting Member and as a proxy, attorney or Member Representative of another Voting Member, that individual is to be counted only once.
- (e)(f) ~~For~~ the purposes of ~~articles 5 and 6~~rules 5 and 6, any reference to “present” ~~is taken to~~ must be read subject to ~~this article 5.18.~~rule 5.6(e).

5.7 Chairperson of general meetings

- (a) The Chairperson or, in ~~his or her~~their absence, the Deputy Chairperson, ~~if any~~, is entitled to chair every general meeting ~~of Members~~.
- (b) The Directors present at a general meeting ~~of Members~~ must elect 1one of the Directors present to chair the meeting if any of the following apply:
 - (i) there is not then a Chairperson or Deputy Chairperson;
 - (ii) neither the Chairperson nor the Deputy Chairperson is present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) neither the Chairperson nor the Deputy Chairperson is willing to act.
- (c) The Voting Members present at a general meeting ~~of Members~~ must elect 1one of the Voting Members present to chair the meeting if either of the following applies:
 - (i) there are no Directors present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) all Directors present decline to chair the meeting.

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

6. Voting at general meetings of Members

- (a) At a general meeting ~~of Members~~, a resolution put to the vote of the meeting must be decided by a majority ~~vote~~ of ~~the~~votes cast by Voting Members present ~~or represented~~ and entitled to vote at the meeting. If the votes are equal, the question is decided in the negative.
- (b) The Board may determine that a resolution submitted by it for consideration by the ~~members~~Voting Members before a general meeting ~~shall~~will require a majority of 75% of votes cast to be considered "passed",¹² even where such a resolution would not normally be required to be a "special resolution",¹² whether under this Constitution, the Act or the By-laws.
- (c) The Chairperson of a general meeting ~~of Members~~ is not entitled to a second or casting vote on any resolution.
- (d) ~~An Individual~~A Voting 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.

6.1 Poll

- (a) 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.
- (b) Every Individual Voting Member present in person or by proxy at a general meeting has at the number of votes in the poll on each resolution as prescribed in the By-Laws promulgated from time to time by the Board follows:
- (i) Tier 1 Member – one vote;
 - (ii) Tier 2 Member - two votes;
 - (iii) Tier 3 Member – three votes;
 - (iv) Tier 4 Member - four votes;
 - (v) Tier 5 Member - five votes;
 - (vi) Tier 6 Member – six votes; and
 - (+)(vii) Corporate Member – 12 votes.

~~(b)(c)~~ A poll must be taken in the manner directed by the Chairperson.

~~(c)~~(d) 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.

~~(d)~~(e) The result of the poll is the resolution of the general meeting ~~of Members~~ at which the poll is taken.

Postal or electronic ballot

- 1.15 — 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.
- 1.16 — 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.
- 1.17 — 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.

6.2 Direct voting

- (a) The Directors may determine that at any general meeting or class meeting, a Voting Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A *direct vote* includes a vote delivered to the Company (or its third party service provider) by post, fax, email or other electronic means approved by Directors. The Directors may prescribe rules to govern direct voting including specifications as to the form, method and timing of giving the direct vote in order for the vote to be valid, and the treatment of direct votes.
- (b) A direct vote cast on a resolution at a meeting in accordance with rule 6.2(a) is of no effect and will be disregarded:
- (i) if, at the time of the resolution, the person who cast the direct vote:
- (A) is not entitled to vote on the resolution; or
- (B) would not be entitled to vote on the resolution if the person were present at the meeting at which the resolution is considered; or
- (ii) if the direct vote was cast otherwise than in accordance with any regulations, rules and procedures prescribed by the Directors under rule 6.2(a).

6.26.3 Proxies

- (a) ~~An Individual~~ A Voting Member entitled to vote at a general meeting ~~of Members~~ may appoint ~~4one~~ one Member as their proxy, to attend and vote in their place at a general meeting.
- (b) The proxy must be appointed in writing, in the form required by the Board ~~from time to time~~.
- (c) A person attending a general meeting as proxy has all the rights and powers of the relevant Voting Member, except where expressly stated to the contrary in:
- (i) the document appointing the proxy;
- (ii) this Constitution; or
- (iii) the Act.
- (d) 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.
- (e) A document appointing a proxy is valid at any adjournment of a meeting to which the proxy relates, unless otherwise specified in the document.
- (f) A document appointing a proxy may appoint the proxy for a period of up to ~~4one~~ one year, for all or stipulated general meetings during that period.

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- (g) A document appointing a proxy is invalid unless the document appointing the proxy is received by the Company:
- (i) 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
 - (ii) 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.
- (h) 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 to be cast:
- (i) the Voting Member has died;
-
- (ii) the Voting Member ~~has become mentally unfit~~ lacks the legal capacity to vote; or
 - (iii) the proxy or authority under which the proxy was signed has been revoked.
- (i) A proxy is not revoked by the ~~principal~~ Voting Member attending and taking part in the meeting, unless the ~~principal~~ Voting Member actually votes at the meeting on the resolution for which the proxy is proposed to be used.
-

7. Members' Representatives

- (a) Each Voting Member and Industry Member that is not a natural person ~~shall~~ must:
- (i) appoint a natural person as a ~~representative~~ Member 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; and~~
 - (ii) advise the Board in writing ~~from time to time the name of the representative and of:~~
 - (A) the details required by rule 0;
- (a) ~~any restrictions on the powers of the representative as contemplated by the following sub-articles of this article 7.~~
- (B) ~~The of the appointment may be a standing one;~~
 - (C) ~~Any representative appointed in respect of a Member in accordance with this article 7 must be at the term of the appointment; and~~
 - (D) whether the appointment attaches to a position (eg: director, chief executive officer).
- (b) Any Member Representative must be one or more of a:
- (i) director;
 - (ii) officer;
 - (iii) employee of the Member, or a;
 - (iv) shareholder; or
 - (v) unitholder of the Member, or otherwise be a bona fide active participant in a grass-fed business operated by the,

~~1.18~~ of the Voting Member.

~~If a representative appointed in respect of a or Industry Member in accordance with this article 7.~~

~~(c)~~ If a Member Representative ceases to satisfy the requirements of ~~article 7.3, the representative~~ rule 7(b), the individual will immediately cease to be the ~~representative of that Member, and Representative.~~

~~(b)~~(d) If rule 7(c) applies, the Member must advise the Board in writing of the ~~Member's new representative~~ replacement Member Representative as soon as reasonably practicable and ~~in any event prior to no later than~~ the next general meeting ~~of the Company.~~

~~(e)~~(e) The Membership Register must record ~~any representatives appointed in respect of a Member in accordance with this article 7.~~ the name of any Member Representative.

1.19 — ~~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.~~

~~(d)~~(f) ~~A Member Voting Members and Industry Members~~ may appoint more than ~~1 representative~~ one Member Representative, but only ~~1 representative~~ one Member Representative may exercise the ~~body's respective Member's~~ rights at any one time.

~~(e)~~(g) Unless otherwise specified in the appointment, ~~the representative of~~ a Member Representative may exercise, on the Voting Member's or Industry Member's behalf, all of the rights ~~that of~~ the respective Member ~~could exercise at a meeting or in voting on a resolution.~~

8. Board of Directors

8.1 Duties owed by Directors

The Directors are subject to and must comply with duties owed under the Act and at law.

8.2 Composition of Board — ~~up to conclusion of 2022 AGM~~

1.20 — ~~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~~

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

Composition of ~~The~~ Board — ~~on and from conclusion of 2022 AGM~~

- (a) ~~On and from the conclusion of the 2022 annual general meeting of Members, the Board shall~~must comprise at least ~~7~~seven and not more than ~~9~~nine Directors being:
- (i) 3 directors from ~~NABR~~the Northern Region;
 - (ii) 3 directors from ~~SALR~~Southern Region;
 - (iii) 1 director from ~~WALR~~the Western Region; and
 - (iv) 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.~~

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

8.3 Term of office of Directors

~~1.21 — Subject to articles 8.13 to 8.22, the term of office of:~~

~~(a) — the~~Subject to rules 8.7(a), 8.8(a), 8.8(d), and 8.9:

~~(i) — Elected Directors in office as at 4 October 2022 shall end:~~

~~(a) — will begin their term~~ 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 which they are elected or 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:~~

(A) ~~(aa) — for one Elected Director from NABR is declared; 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~~

~~(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, must retire at the conclusion of the third annual general meeting of Members held after AGM following the annual general meeting at which the Director was last elected or re-elected or at which their term of office commenced, provided that election or re-election was declared; and~~

~~(B)(C) will in the case of~~ any retiring Director ~~shall~~, be eligible for re-election subject to satisfying the Minimum Eligibility Criteria.

(ii) Appointed Directors ~~shall~~:

(A) ~~will begin their term~~ at the time the Elected Directors resolve to appoint ~~the Appointed Directors~~ them in accordance with ~~article 8.11; rule 8.6(a);~~

~~(iii) — 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), must retire at the conclusion of the 2023 annual general next AGM following the 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 which the Director was last elected or re-elected or at any other time, at the conclusion of the third annual general meeting of Members held after their appointment, provided that which their election or re-election was declared; and~~

~~(B) — in the case of~~ any retiring Appointed Director ~~shall~~, will be eligible for re-appointment ~~subject to satisfying the Minimum Eligibility Criteria.~~

~~(B)(C) — 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; the Board.~~

(b) — 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~~ one year from the date they ceased to ~~be a Director~~ hold office.

~~(c) The retirement of a Director from office and the re-election of a Director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.~~

8.4 Director Eligibility

(a) ~~Subject to articles 8.6 and 8.7, Subject to rules 8.3(a)(i)(C), 8.3(b) and 16(d),~~ a person is only eligible for election or appointment as a Director:

(i) in the case of a candidate for election as an Elected Director, if that candidate is a natural person who is:

~~(iv) — is a natural person who is either:~~

(A) ~~an Individual Voting Member who is a natural person; or~~

the Member Representative of 36

- (B) ~~the representative of an Individual~~ a Voting Member noted in the Membership Register ~~pursuant to article 7.1(b);~~; and
 - (C) ~~where the Individual Member referred to in article 8.8(a)(i) is~~ allocated to a Sub-Region ~~within~~ region forming part of the Region in respect of which they are seeking election; and
 - (D) is nominated by at least two Voting Members from that Region,
- (ii) if that Director is not an employee of the Company or of any SFO;
 - (iii) if they have given their consent to act as a Director to the Company;
 - (iv) 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;~~
 - (A) a Voting Member; or
 - (B) the Member Representative of a Voting Member noted in the Membership Register,
 - (v) if they are not otherwise prohibited by law from being a director of a company.
- (b) A Director must notify the Board if any circumstance arises ~~which~~ that has the potential to impact upon their eligibility to continue as a ~~director~~ Director.

8.5 Elected Directors

~~The~~ Elected Directors ~~shall~~ must be elected as follows:

- (a) ~~the election by Voting Members for each~~ shall Elected Director ~~position shall be held by postal or electronic ballot positions in accordance with this Constitution amongst all Regions, regardless of the allocated Sub-region of the Individual Members in the Membership Register~~ Voting Member;
- (b) the Board must call for nominations for each Elected Director position which is due ~~to expire, and so become vacant for election~~ at ~~the conclusion of~~ the next annual general meeting of Members, no earlier than ~~4~~ four months before that annual general meeting;
- (c) any ~~five Individual~~ two Voting Members ordinarily resident in a Region may nominate ~~an Individual~~ a Voting 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 as Director signed by the nominee;
 - (iii) signed by the nominee and each ~~proposer~~ nominator; 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~~ must 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~~ at the relevant time;

- (f) ~~if, in respect of an Elected Director position, if~~ 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 those~~ 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 to all Voting Members at least 28 days before the relevant annual general meeting ~~of Members to all Individual Members;~~
- (v) ~~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;~~
- (vi) ~~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;~~
- (ii) ~~in an election for Elected Directors each Individual Member has a every Voting Member who participates in the vote for the candidates has the number of votes specified in rule 6.1(b); and~~
- (vii) ~~the candidate who receives the highest number of votes on each Elected Director position shall be deemed elected as prescribed in the By Laws promulgated from time to time by the Board;~~
- ~~(ii)(iii)~~ for the avoidance of doubt, Individual Members may vote for Elected Directors nominated for any Director for that Region, irrespective of the Region in which an Individual Member is ordinarily resident; and
- (g) the results of each ~~such~~ election ~~shall~~must be declared at the relevant annual general meeting.

8.6 Appointed Directors

~~1.22~~ 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.

- (a) Appointed Directors will be appointed by and at the discretion of the Board.
- (b) The Board may at any time appoint any eligible person to be an Appointed Director, either following retirement of an Appointed Director at an annual general meeting, to fill a casual vacancy or, subject to rule 8.2(a)(iv), as an additional Appointed Director.
- (c) In considering whether to appoint a person as an Appointed Director in accordance with article 8.11, the Board must have regard to any the:
- (i) skills of the relevant person individual; or
- (ii) specific Cattle Industry, supply chain or Cattle production region experience of the individual,

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:

- (A) furtherance of the objects of the Company;

(B) the Board makeup; and

(A)(C) the role.

8.7 Resignation from office

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

8.8 Removal from office

- (a) ~~The Members~~Elected Directors may remove an Appointed Director from office by resolution.
- (b) At any Board meeting at which it is proposed to remove an Appointed Director under rule 8.8(a), the Appointed Director must be given the opportunity to present their case, orally or in writing, or both.
- (c) An Appointed Director who is removed under rule 8.8(a) retains office until the dissolution or adjournment of the Company~~Board meeting at which the Appointed Director is removed.~~
- ~~(a)~~(d) The Voting Members may, by ordinary resolution, remove any Director from office.
- ~~(b)~~(e) At any general meeting at which it is proposed to remove a Director under article 8.15, rule 8.8(d), the Director must be given the opportunity to present his or her~~their~~ case, orally or in writing, or by both of these means.
- ~~(c)~~(f) A Director who is removed under article 8.15~~rule 8.8(d)~~ retains office until the ~~dissolution~~closure or adjournment of the general meeting at which the Director is removed.
- ~~(d)~~(g) If a Director removed under article 8.15~~rule 8.8(d)~~ was an Elected Director, the Company may, by ordinary resolution, appoint a person to take that Elected Director's place.
- ~~(e)~~(h) The term of appointment of an Elected Director appointed under article 8.18~~rule 8.8(g)~~ 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.~~

8.9 Vacation of office

Without limiting any other provision, the office of a Director becomes vacant if ~~required by the Act or if the Director~~they:

- ~~(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;~~
- (a) becomes~~die~~;
- (b) become bankrupt;
- (c) are convicted of an indictable offence;
- (d) stop being a Voting Member, or Member Representative of a Voting Member;
- (e) resign in writing to the Secretary;
- (f) are removed under this Constitution;
- ~~(a)~~(g) become an employee of the Company or ~~of~~ any SFO; or
- ~~(b)~~(h) the Company resolves that the office of that ~~become ineligible to be a~~ Director ~~be vacated under the Act.~~

8.10 Casual vacancies

- (a) — 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~~relevant Region as Director to fill the casual vacancy until the next annual general meeting.

- (b) 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~~rule 8.10(a) is eligible as a candidate in that election, if not then disqualified by this Constitution or the Act.
 - (c) The term of appointment of an Elected Director elected under ~~article 8.22~~rule 8.10(b) 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.~~
 - (d) ~~For the avoidance of doubt, any~~Any period served by a Director appointed in accordance with ~~article 8.21~~rule 8.10(a) will not count as a term served for the purposes of ~~article 8.6~~rule 8.3(a).
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8.11 Directors' remuneration

- (a) ~~_____~~ 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~~Committees or general meetings ~~of Members~~ or otherwise in the execution of their duties as Directors, provided ~~that such~~the expenses have first been approved by the Board ~~in its discretion~~.
- (b) ~~In addition to expenses under article 8.25, the~~The Directors may be remunerated for their role as ~~Directors provided that:~~Director as determined by the Board.
- (c) The Chairperson ~~and~~, Deputy Chairperson and chairs of any ~~committees or councils of the Board~~Committees may be paid an additional amount on account of any additional duties arising ~~as a result of~~from their ~~additional~~ responsibilities~~:~~.
- (d) ~~All such fees are remuneration must be:~~
 - (i) ~~_____~~ approved annually in advance by the Board~~:~~, and
 - ~~(+)(ii)~~(ii) ~~_____~~ advised annually in arrears to the Members in the Company's annual report.

9. Chairperson and Deputy Chairperson

~~1.23~~ ~~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.~~
- (a) ~~If there is no Deputy Chairperson, the~~The Board may elect a Director as either Chairperson or as Deputy Chairperson at any time.
- (b) 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.
- (c) A Director elected ~~by the Board~~ as Chairperson or Deputy Chairperson holds that office until the earlier of:
 - (i) the expiration of that Director's current term of office as Director;
 - (ii) the Director ceases to be a Director in accordance with this Constitution; or
 - (iii) the Director resigns from the office of Chairperson or Deputy Chairperson ~~(as the case may be)~~ by written notice to the Secretary.
- (d) The Chairperson or, in ~~his or her~~their absence, the Deputy Chairperson ~~(if any)~~ is entitled to preside as Chairperson at every Board meeting.
- (e) The Directors present at a Board meeting must elect 4one of the Directors present to chair the meeting if any of the following apply:
 - (i) there is not then a Chairperson or Deputy Chairperson;
 - (ii) neither the Chairperson nor the Deputy Chairperson is present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) neither the Chairperson nor the Deputy Chairperson is willing to act.

10. Powers of the Board

- (a) The governance of the Company is the responsibility of the Board ~~of Directors duly appointed under and in accordance with this Constitution.~~
- (b) 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.
- (c) 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

11.1 Convening of Board meetings

- (a) 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.
- (b) The Board must meet at least ~~3~~four times in each ~~financial year~~Calendar Year.
- (c) Any Director may request the Secretary to convene a Board meeting at any time ~~and the Secretary must comply with such request.~~

11.2 Notice of Board meetings

- (a) 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.
- (b) 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~~rule 11.3.
- (c) A notice of Board meeting may be given to a Director by:
 - (i) mail or delivery to the usual place of residence or business of the Director; or
 - (ii) mail, delivery, ~~facsimile transmission~~ or ~~e-mail~~email to any other address, ~~facsimile number~~ or ~~e-mail~~email 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).~~

11.3 Mode of Board meetings

- (a) A Board meeting may be called or held using any ~~technology consented to by all~~ Virtual Meeting Technology
- (b) A meeting of Directors ~~The consent~~ may be ~~a standing~~ held:
 - (i) at one ~~A Director may~~ or more physical venues; or
 - (ii) at one or more physical venues and using Virtual Meeting Technology; or
 - (iii) using Virtual Meeting Technology only ~~withdraw his or her consent within a reasonable time before.~~
- (c) Where the ~~meeting~~ Directors are not all in attendance at one place and are holding a meeting using Virtual Meeting Technology and each Director can communicate with the other Directors:

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- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting;
 - (ii) the meeting is taken to be held at the place determined by the Chairperson provided that at least one of the Directors present at the meeting was at the place for the duration of the meeting; and
 - ~~(+)~~(iii) all proceedings of the Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of the participating Directors were physically present in the one location.

11.4 Quorum at Board meetings

- (a) 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~~elected or appointed at the relevant time.
 - (b) The quorum must be present at all times during the meeting.
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- (c) 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:
 - (i) 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
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting lapses.
 - (d) Subject to this Constitution, the Board may act notwithstanding any vacancy on the Board.

11.5 Voting at Board meetings

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

11.6 Resolution in writing

- (a) A resolution in writing signed by all Directors or approved by ~~electronic mail~~email 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.
- (b) A resolution in writing may consist of:
 - (i) several documents in like form, each signed by ~~4~~one or more Directors ~~and if so signed it~~ , which takes effect ~~on when~~ the ~~latest date on which a last~~ Director signs ~~4~~one of the documents; or
 - (ii) the printed record of several ~~electronic mail~~email 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 which~~ takes effect ~~on the date on which when~~ the last Director sends ~~such a~~their email message.
- (c) In relation to a resolution in writing:
 - (i) a document generated by electronic means which purports to be a ~~facsimile~~copy of a resolution of Directors is to be treated as a resolution in writing; and
 - (ii) a resolution bearing an electronic copy of a signature is to be treated as signed.

11.7 Validity of acts

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~~Committee or that they ~~or any of them~~ were disqualified or were not entitled to vote.

11.8 Conflicts of Interest

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

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- (b) Each Director must:
- (i) disclose to the Board any actual-~~or~~, potential, or perceived 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 they become aware of the issue; and
 - (ii) comply with the provisions of the Act on disclosing interests and restrictions on voting.
- (c) If a conflict or potential conflict situation exists, the conflicted Director ~~shall~~must 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.
- (d) If there are not enough Directors to form a quorum as a result of ~~4~~one or more Directors having an interest which disqualifies them from voting, then ~~4~~one 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.
- (e) A Director may only be engaged to provide goods or services to or on behalf of the Company if:
- (i) that Director is for bona fide reasons considered by Board, agreed to be a suitable person to provide, such goods or services;
 - (ii) bona fide attempts have been made to identify others who provide the goods or services and to compare those rates and service levels ~~of such others compared~~ with the Director's rates and service levels;
 - (iii) the goods or services are provided on arm's-length terms;
 - (iv) the provision of the goods and services is disclosed clearly and expressly to the Members in the Company's annual report; and
 - (v) the Board agrees, by ordinary resolution excluding the interested Director, to the provision of the goods or services by the Director.
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12. Committees ~~and Working Groups~~

- (a) The Board may appoint (and dissolve):
- (i) one or more Committees ~~or Working Groups~~ consisting of ~~such~~ Directors or other persons ~~as the Board thinks fit; and~~
 - (ii) ~~The Board may appoint~~ any member of a Committee ~~or Working Group~~ as Chairperson of that Committee ~~or Working Committee.~~
- (b) In the exercise of any powers delegated to it, a Committee ~~or Working Group~~ must:
- (i) conform to the delegations and directions of the Board;
 - (ii) report to the Board; and
 - (iii) 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.
- (c) The Board may delegate any of its powers, except this power to delegate, to a Committee.

13. Working Groups

- (a) The Board may appoint (and dissolve):
 - (i) one or more Working Groups consisting of Directors, Members or other persons; and
 - (ii) any member of a Working Group as Chairperson of that Working Group.
- (b) The composition and powers of Working Groups will be set out in the By-laws.
- (c) In the exercise of any powers delegated to it, a Working Group must:
 - (i) conform to the delegations and directions of the Board;
 - (ii) report to the Board; and
 - (iii) 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~~ in the By-laws.

~~1.24(a) The Board may delegate any of its powers, except this power to delegate, to a Committee.~~

13.14. Regional Consultative Committee

Establishment

14.1 Board responsibility for policy

- (a) The formulation and adoption of industry policy positions for the Company ~~shall be~~ the responsibility of the Board, ~~and~~.
- (b) In carrying out its obligations under rule 14.1, the Board may have regard to the advice of a Regional Consultative Committee and any Working Groups, ~~each as established and constituted~~.

14.2 Composition

~~The composition and powers of the Regional Consultative Committee will be set out in accordance with this Constitution and the By-Laws.~~

14.3 Election

~~Elections regarding the membership of the Regional Consultative Committee must be conducted as prescribed in the By-laws.~~

14.4 Replacement

The Board may, subject to first consulting with:

- (a) the ~~chief executives~~ board of directors of each of the SFOs that are Industry Members at the time; and
- (b) the members of the Regional Consultative Committee at the time,

~~(a) — replace the Regional Consultative Committee with such an alternative regional Producer consultation committee as or advisory body approved by a resolution of Voting Members at a duly convened meeting of the Company.~~

~~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.~~

14.15. Secretary

- (a) The Board may appoint (on the terms and conditions it sees fit) and terminate the appointment of the secretary of the Company.
- (b) 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.

15.16. Chief Executive Officer

- (a) 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.
- (b) 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~~ may exercise.
- (c) The Board may at any time revoke or vary an appointment of, or any of the powers conferred on, the CEO.

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- (d) If the CEO ~~position~~ becomes ~~incapable of acting in that capacity~~ vacant, the Directors may appoint any other person ~~other than, including~~ a Director, to act temporarily as CEO until such time as the position can be filled permanently.
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16.17. By-Laws

- (a) 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.~~
- ~~(b)~~ By-laws are binding on the Members.
- ~~(b)(c)~~ To the extent of any inconsistency, this Constitution prevails over the By-Laws.
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17.18. Indemnities and insurance

17.18.1 Officers' liabilities to third parties

- (a) Every officer and past officer of the Company is indemnified against a liability incurred by that person as an officer, other than a liability:
- (i) to the Company or a related body corporate;
 - (ii) ~~for a pecuniary penalty incurred under section 1317G of the Act or (for compensation example under section 1317H chapter 9 part 9.4B of the Act);~~ or
 - (iii) which arises from conduct that involves a lack of good faith.

Officers' costs and expenses

- (b) 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:
- (i) 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; rule 18.1(a);
 - (ii) in defending or resisting proceedings in which ~~judgement~~ judgment is made against the person or the person is found guilty;
 - (iii) in defending or resisting successful 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 (but not in relation~~ 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
 - (iv) in connection with any application in relation to those proceedings in which the Court denies relief to the person.

Insurance premiums

-
- (c) The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company against:
 - (i) 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,~~ regardless of the outcome; and
 - (ii) 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 (the Act relating to a~~ misuse of ~~position)~~ power or ~~183 (misuse of information) of the Act.~~
-

18.19. Seal and execution of documents

- (a) The Company may have a Seal.
 - (b) If the Company has a Seal:
 - (i) the Board must provide for its safe custody; and
 - (ii) it may only be used by authority of the Board.
-
- (c) The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
 - (i) 2two Directors;
 - (ii) a Director and the Secretary; or
 - (iii) a Director and some other person appointed by the Board for the purpose.
 - (d) The Company may execute a document, including a deed, without use of the Seal if the document is signed by:
 - (i) 2two Directors; or
 - (ii) a Director and the Secretary.
 - (e) ~~Notwithstanding articles 18.3 and 18.4, Notwithstanding rules 19.0 and 19(d),~~ 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.
-

19.20. Accounts, audit and records

19.120.1 Financial year

Each financial year of the Company commences on the 1stfirst day of July and ends on the 30ththirtieth day of June in the following calendar year.

19.220.2 Accounts, records and reports

- (a) The Company must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
 - (b) The Company must also keep written records that correctly record its operations.
-

-
- (c) The Board must provide for the safe custody of the books, records, documents, instruments of title and securities of the Company.

19.320.3 Audit

- (a) A registered company auditor must be appointed to the Company.
- (b) The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.
- (c) The auditor or ~~his or her~~their 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~~their representative, if present at the meeting, may be questioned by the Members about the audit.

19.420.4 Rights of inspection

- (a) 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.
-

- (b) 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.
-

20.21. Notices

20.21.1 Persons authorised to give notices

- (a) A notice given under this Constitution may be given:
- (i) on behalf of the Company by a solicitor for the Company, the Secretary or a Director; or
 - (ii) on behalf of a Member by a solicitor, secretary ~~or~~ director or Member Representative of, or a representative appointed by, the Member.
- (b) The signature of a person on a notice given by the Company or a Member may be written, printed or stamped.

20.21.2 Method of giving notices

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~~ email to the ~~facsimile number or e-mail~~ email address of the addressee.

20.21.3 Address for notices

For the purposes of ~~article 20.3~~ rule 21.2:

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

20.21.4 Time notice is given

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 ~~5th~~ fifth business day after posting; or

-
- (d) if sent by ~~facsimile or e-mail~~email, at the time transmission is completed.

20.521.5 Proof of giving notices

~~1.25~~ — The sending of a notice by ~~facsimile or e-mail~~email 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~~

~~a print-out of~~ an acknowledgement of receipt of the ~~e-mail~~email or equivalent proof that the email was successfully transmitted.

21.22. Amendment of Constitution

- (a) The Constitution may be amended by a resolution passed at a properly constituted general meeting of ~~the~~ Members by at least 75% of the votes cast by the Voting Members present in person, by ~~representative~~Member Representative, or by proxy and entitled to vote on the resolution.

~~1.26 — 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.~~

22.23. Interpretation

- (a) In this Constitution, unless the context requires otherwise:
- (i) the word ~~“law”~~ includes common law, principles of equity and legislation;
 - (ii) 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;
 - (iii) a reference to this Constitution, where amended, means this Constitution as so amended;
 - (iv) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
 - (v) a reference to a ~~particular~~ person includes the person’s executors, administrators, successors, substitutes and permitted assigns;
 - (vi) the meaning of general words is not limited by specific examples introduced by “including”, “for example” or “such as” or similar expressions;
 - (vii) the word “present” in the context of a person being present at a meeting includes participating using Virtual Meeting Technology;

(viii) a reference to an ~~article~~rule, sub-~~article~~rule or schedule is a reference to an ~~article~~rule, sub-~~article~~rule or schedule of this Constitution;

(ix) a word which denotes:

(A) the singular denotes the plural and vice versa;

(B) any gender denotes the other genders; and

(C) a person denotes an individual and a body corporate;

(x) 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;

(xi) an expression used but not defined in this Constitution has the same meaning as given in the Act;

(xii) writing includes any mode of representing or reproducing words in a visible form; and

(xiii) a reference to 'dollars' or '\$' means Australian dollars.

(b) Headings and any table of contents must be ignored in the interpretation of this Constitution.

22-223.2 Calculation of time

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

~~(i) 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;~~

~~(ii) a calendar month is equivalent to the meaning of that term set out in the *Acts Interpretation Act 1901* (C'th),~~

(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 other than in relation to rule 6.3(g)(ii), if performance of this Constitution, except an obligation falls on a day 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~~ may be done performed on ~~or by~~ the next business day.

22.323.3 Replaceable rules

- (a) ~~Each of the provisions of the Act which would but for this article apply to the Company as a~~ The replaceable rule within the meaning of rules set out in the Act ~~are displaced and~~ do not apply to the Company.

- (b) This Constitution is subject to the Corporations Act and to the extent there is any inconsistency between a clause of this Constitution and the Corporations Act, the Corporations Act prevails to the extent of the inconsistency.

23.24. Definitions

In this Constitution, unless the context requires otherwise:

Act means the *Corporations Act 2001* ~~(Cth); C'th).~~

Appointed Director means a Director appointed in accordance with ~~article 8.11;~~ rule 8.6(a).

- (b) ~~Associate~~ means a person who is an associate contemplated by article 4.5, and ~~Associateship~~ has the corresponding meaning;

- (c) ~~Associateship Register~~ means the Register of Associates kept by the Company in accordance with article 4.29 of this Constitution;

Board means the Board of Directors at the relevant time, of the Company ~~constituted pursuant to article 8 of~~ appointed under and in accordance with this Constitution;

By-Laws ~~laws~~ means by-laws made or adopted under ~~article 16;~~ rule 17.

Cattle means grassfed cattle born, raised and farmed in Australia.

Cattle Industry means the Australian Cattle production industry, including breeding, growing and fattening Australian Cattle for food and fibre.

Cattle Industry Stakeholders means individuals and organisations involved directly or indirectly with the Cattle Industry, including all participants in the supply chain.

Calendar Year means a one-year period beginning on 1 January and ending on December 31;

- (d) ~~Cattle Levy~~ means a cattle or livestock transaction levy payable pursuant to the *Primary Industries (Excise) Levies Act 1999* (Cth);

CEO means the chief executive officer of the Company, appointed under ~~article 15.1;~~ rule 16(a).

Chairperson means the person elected from time to time under ~~article 9.1 and entitled to preside as chair at a particular~~ rule 9(a).

~~(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;~~

Committee means a committee appointed by the Board under ~~article 12.1; rule 12(a).~~

Company means Cattle Australia Limited (ACN 625 194 096);.

~~(e) — Departing SFO has the meaning given in article 4.6;~~

Corporate Member means a Voting Member entered in the register of members as a corporate Member.

Department means the Commonwealth Department of Agriculture, Fisheries and Forestry (or an iteration thereof).

Deputy Chairperson means the person elected from time to time under rule 9(a).

Director means a person appointed in accordance with this Constitution to perform the duties of a director of the Company;.

~~(f) — Deputy Chairperson means the Deputy Chairperson of the Board, if any, elected from time to time under article 9.2;~~

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; rule 8.5.~~

~~(g) — Individual Member means a Member contemplated by article 4.4;~~

The term **general meeting** is a reference to a general meeting of Members and includes an annual general meeting of Members as the context requires.

Industry Member means a ~~Member contemplated by article 4.3;~~ member that is not a Voting Member entered in the register of members as an Industry Member, and may include:

(a) SFO;

~~(h) — 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;~~

(b) cattle breed organisations;

(c) other Peak Bodies;

(d) non-government organisations;

(e) not-for-profit organisations;

(f) research and development corporations; and

(g) other Cattle Industry Stakeholders.

Levy means the cattle and livestock transaction levy payable pursuant to the *Primary Industries (Excise) Levies Act 1999 (C'th)*.

Member means a person who, at the relevant time, is a member of the Company in accordance with this Constitution (whether ~~an a Voting Member or~~ Industry Member ~~or Individual Member~~, unless the context otherwise ~~specified requires~~), and **Membership** has the corresponding meaning;.

Member Representative means an authorised representative of a Member appointed pursuant to rule 7.

Membership Fee means a fee payable by Members ~~or Associates~~ as contemplated by ~~articles 4.19 to 4.22~~; rule 4.7(a).

Membership Register means the Register of Members kept by the Company under the Act in accordance with ~~article 4.25 of this Constitution~~; rule 4.9(a).

Minimum Eligibility Criteria means the criteria set out in ~~article 8.8~~ rule 8.4(a) in relation to eligibility of persons for election or appointment to the Board;

(i) ~~NABR Northern Region~~ means ~~the catchment for the North Queensland, Northern Territory and northern West Australia Beef Research Council, as defined as Sub-Regions 9 to 15 inclusive indicated in the map in Schedule 1~~ Schedule 1, at the time of this Constitution depicting that Region as at 1 July 2022;

~~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; ~~comprising Sub-regions 9-15.~~

Peak Body means a representative organisation that acts as a collective voice and provides certain benefits to its members and the industry in which it operates broadly, including 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~~, and includes Prescribed Industry Bodies.

Prescribed Industry Body means a body ~~prescribed body within the Red Meat Industry MOU for the purposes of under the Australian Meat and Livestock Industry Regulations 2023 (C'th), the broad policies formulated by which must be given regard by the Minister for Agriculture, Fisheries and Forestry pursuant to the Australian Meat and Livestock Industry Act 1997 (C'th); C'th).~~

(aa) ~~Producer~~ means a Levy paying producer of Cattle.

Region means each of the regions constituting the Northern Region, Southern Region and Western Region.

Regional Consultative Committee means the Regional Consultative Committee established and constituted in accordance with ~~article 13~~; rule 0.

(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) ~~Research and Development Corporation~~ means the research and development corporation established by statute as the Cattle Industry marketing and research body for the time being (the operations of which may not be limited to the Cattle Industry).

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~~; rule 15(a).

(ff) ~~_____ SFO means State and Territory or region peak farmer organisations which admit Levy Paying Grass Fed Cattle organisation the membership of which includes Producers as members and are Industry Members from time to time, which as at 4 October 2022 consist.~~

Schedule 1 means schedule 1 to this Constitution comprising a map of the following organisations: Australia.

(i) ~~_____ AgForce Cattle Limited;~~

(ii) ~~_____ Livestock SA;~~

(iii) ~~_____ NSW Farmers Association;~~

(iv) ~~_____ Northern~~**Southern Region** means New South Wales, Australian Capital Territory Cattlemen's Association;

(v) ~~_____ Cattle, Tasmania, Victoria and South Australia Limited as indicated in Schedule 1, at the time of adoption of this Constitution Pastoralists and Graziers Association of Western Australia;~~

(vi) ~~_____ Western Australian Farmers Federation;~~

(vii) ~~_____ Tasmania Farmers and Graziers Association;~~

(viii) ~~_____ Victorian Farmers' Federation;~~

(gg) ~~_____ comprising Sub-Region means regions 1-7.~~

Sub-region means at the time of adoption of this Constitution each of the sub-regions specified in the map of Australia shown 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) ~~_____~~, or as otherwise set out in the By-laws.

Tier 1 Member means a Voting Member entered in the register of members as a tier 1 Member.

Tier 2 Member means a Voting Member entered in the register of members as a tier 2 Member.

Tier 3 Member means a Voting Member entered in the register of members as a tier 3 Member.

Tier 4 Member means a Voting Member entered in the register of members as a tier 4 Member.

Tier 5 Member means a Voting Member entered in the register of members as a tier 5 Member.

Tier 6 Member means a Voting Member entered in the register of members as a tier 6 Member.

Virtual Meeting means a meeting of Members conducted using Virtual Meeting Technology;

(ii) ~~_____~~**Virtual Meeting Technology** means any technology that allows Members (where used in relation to a general meeting) or Directors (where used in relation to a Board meeting) 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 Voting Member** means a person entered in the register of members as a Voting Member.

Western Australian Livestock Research Council, defined as **Sub-Region 8** in the map means southern West Australia as indicated in ~~Schedule 1 to~~ Schedule 1, at the time of adoption of this Constitution ~~depicting that Region as at 1 July 2022; and~~ comprising Sub-region 8.

~~(kk)~~ — **Working Group** means a working group appointed by the Board under ~~article 12.1.~~ rule 13(a).

Schedule 1 Sub-region map



—



Constitution

Cattle Australia Limited

A public company limited by guarantee

Corporations Act 2001 (C'th)

Adopted on

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1. Nature of Company

1.1 Limited by guarantee

The Company is a public company limited by guarantee.

1.2 Winding up

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 one 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 Excess property on winding up

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) that has objects similar to the objects of the Company; and
- (b) whose constituent documents prohibit the distribution of income, profit or assets to its members.

2. Objects

The objects of the Company are:

- (a) to act as the Prescribed Industry Body for the Cattle Industry;
- (b) to represent and promote the interests of the Cattle Industry, including the interests of all Producers;
- (c) to function as an apolitical specialist Cattle Industry Prescribed Industry Body for the benefit of the Cattle Industry and Producers;
- (d) to unite Producers;
- (e) to engage with Producers and Cattle Industry Stakeholders;
- (f) to advocate on all matters important to the Cattle Industry;
- (g) to lead and direct Cattle Industry policy development and its implementation;
- (h) to advance, protect and promote the following elements of the Cattle Industry and Producers:
 - (i) productivity;
 - (ii) sustainability;

- (iii) biosecurity;
 - (iv) agricultural resources;
 - (v) fair Levy utilisation;
 - (vi) research, development and adoption;
 - (vii) profitability;
 - (viii) competitiveness;
 - (ix) marketing;
 - (x) market access;
 - (xi) animal welfare;
 - (xii) Producer mental and physical health and wellbeing;
 - (xiii) farm safety;
 - (xiv) relief from adverse circumstances encountered by Producers;
 - (xv) wellbeing and prosperity of communities in which the Cattle Industry operates;
 - (xvi) long term market security; and
 - (xvii) supply chain price transparency,
- (collectively **Key Elements**);
- (i) to carry out activities necessary to promote and secure the Key Elements;
 - (j) to collect and disseminate accurate information concerning the Cattle Industry, particularly with regard to the Key Elements;
 - (k) on behalf of Producers, to provide oversight of utilisation of the Levy by the Research and Development Corporation;
 - (l) on behalf of Producers, to perform services for:
 - (i) the Research and Development Corporation; and
 - (ii) other organisations,

on a commercial basis;
 - (m) to establish other organisations, including not-for-profit, for the furtherance of the objects of the Company;
 - (n) to communicate, cooperate and collaborate with third parties, as necessary and in the best interests of the Cattle Industry, for the furtherance of the objects of the Company including:
 - (i) Australian and international Cattle Industry Stakeholders, including supply chain and markets;
 - (ii) Australian Federal and State Government departments, agencies and authorities (including the Department);

- (iii) local government;
 - (iv) foreign legislators, departments, agencies and authorities;
 - (v) not-for-profit and non-government organisations;
 - (vi) the Research and Development Corporation; and
 - (vii) other Australian and international agricultural industries and Peak Bodies,
 - (o) whenever appropriate having regard to each other of these objects, to develop and promote the policies of the Company; and
 - (p) doing all such other things as are incidental or conducive to the operation of the Company and otherwise for the furtherance of all or any of the objects of the Company.
-

3. Not for profit

3.1 No profits for Members

- (a) Subject to rule 3.1(b), 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.
 - (b) Nothing in rule 3.1(a) prevents the payment, in good faith, of an amount, calculated on arm's length terms, in respect of:
 - (i) remuneration payable to an employee of the Company who is also a Member, under an employment agreement between the Member and the Company;
 - (ii) goods or services actually supplied by a Member to the Company in the ordinary and usual course of the Member's business;
 - (iii) 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;
 - (iv) rent for premises demised or let by a Member to the Company; or
 - (v) payment to a Member in their capacity as a Director, in accordance with rule 8.11.
-

4. Members

4.1 Membership

The Company has the following classes of membership:

- (a) Voting Members; and
- (b) Industry Members.

4.2 Voting Members

A person may become a Voting Member if:

- (a) they:

- (i) can demonstrate to the satisfaction of the Board that they are a Producer; or
- (ii) meet another Voting Member eligibility criteria prescribed in the By-laws; and
- (b) they lodge an application to become a Voting Member in the form and manner, including any supporting information, prescribed by the Board;
- (c) they pay the Membership Fee prescribed in the By-laws when lodging the application; and
- (d) their application is accepted by the Board.

4.3 Industry Members

An organisation may become an Industry Member if:

- (a) it:
 - (i) can demonstrate to the satisfaction of the Board, that it operates for the purpose, inter alia, of promoting the development of the Cattle Industry; or
 - (ii) meets any other Industry Membership eligibility criteria prescribed in the By-laws,
- (b) it lodges an application to become an Industry Member:
 - (i) in the form and manner, including any supporting information, prescribed by the Board; and
 - (ii) signed by an authorised representative of the applicant,
- (c) it pays the Membership Fee prescribed in the By-laws when lodging the application; and
- (d) its application is accepted by the Board.

4.4 Application process

- (a) For each new application for Membership:
 - (i) the Secretary must promptly provide the application to the Board;
 - (ii) the Board must promptly decide whether to accept or reject the application at its discretion; and
 - (iii) the Board is not required to give reasons for accepting or rejecting an application.
- (b) If the application is accepted:
 - (i) the applicant must immediately be admitted as a Member; and
 - (ii) the Secretary must:
 - (A) notify the applicant in writing of their Membership and any relevant category prescribed in the By-laws;
 - (B) issue a receipt for the Membership Fee; and
 - (C) enter the details in the relevant Membership Register.

- (c) If the application is rejected:
 - (i) the Secretary must:
 - (A) notify the applicant in writing of the rejection of their application; and
 - (B) refund the Membership Fee paid in full;
 - (ii) that person may not apply for Membership again within one year of the date of the notice of rejection.
- (d) The Board may at any time undertake a process to verify that any:
 - (i) Member; or
 - (ii) the Member Representative,

satisfies the Membership criteria under the Constitution, including to confirm any details specified in the Membership Register.

4.5 Voting Member Sub-region

- (a) Each Voting Member will be allocated to the Sub-region in which the Voting Member undertakes the majority of their Cattle Industry business.
- (b) A Voting Member may only be allocated to one Sub-region.
- (c) A Voting Member may change the Sub-region to which they are allocated, provided that:
 - (i) they notify the Secretary in writing of the Sub-region to which they wish to change their allocation;
 - (ii) they provide evidence to the Secretary that the Sub-region in which the Voting Member undertakes the majority of their Cattle Industry business has changed; and
 - (iii) the Board approves the change.
- (d) The Board may prescribe the Sub-region boundaries and configuration in the By-laws.

4.6 Members' obligations and rights

- (a) The Members agree to be bound by the provisions of this Constitution and the By-laws.
- (b) Voting Members have the right to:
 - (i) nominate for election as an Elected Director;
 - (ii) nominate for appointment as an Appointed Director;
 - (iii) nominate for election as a member of the Regional Consultative Committee;
 - (iv) receive notices of any general meeting;
 - (v) be heard at any general meeting;
 - (vi) vote in person or by proxy at any general meeting; and
 - (vii) vote in any election of Members.

- (c) Industry Members:
 - (i) have the right to receive notices of any general meeting;
 - (ii) have the right to attend and be heard at any general meeting; and
 - (iii) do not have the right to cast votes (in any manner):
 - (A) at any general meeting; or
 - (B) in any ballot of Members.

4.7 Membership fees

- (a) The Board may prescribe in the By-laws:
 - (i) the amount of any annual Membership Fees payable by Members;
 - (ii) the amount of any initial Membership Fees payable on application for Membership; and
 - (iii) the time and manner of payment of any Membership Fees.
- (b) If a Membership Fee or any part of it is outstanding for 60 days, the Board may give the Member a notice of default:
 - (i) requiring the Member to pay the unpaid Membership Fee within the time specified in the notice; and
 - (ii) informing the Member that their Member rights may be suspended or they may be removed from Membership if the outstanding Membership Fee is not paid within the time specified in the notice.
- (c) If any Membership Fee is not paid in accordance with a notice issued under-rule 4.7(b), the Board may, in its absolute discretion and without any further recourse by the Member:
 - (i) suspend the Member's rights until the Member has paid all arrears of Membership Fees; or
 - (ii) remove the Member from Membership in accordance with rule 4.11(a).
- (d) A Member who resigns or is removed from Membership or otherwise ceases to be a Member is not entitled to any refund of Membership Fees.

4.8 Membership categories

- (a) The Board may prescribe in the By-laws for each class of Membership:
 - (i) different categories of Membership within that class;
 - (ii) the eligibility criteria for each class or category;
 - (iii) the fees payable by Members in each class or category; and
 - (iv) the various rights of Members in each class or category in addition to the rights set out in this Constitution.

- (b) Nothing in rule 4.8(a) affects the rights and obligations of Members set out in this Constitution.

4.9 Membership Register

- (a) A Membership Register must be kept in accordance with the Act.
- (b) The following details must be entered and kept current in the Membership Register in respect of each Voting Member and Industry Member:
 - (i) the Member's:
 - (A) full name;
 - (B) residential or business address;
 - (C) postal address;
 - (D) telephone number;
 - (E) email address; and
 - (F) where relevant:
 - (1) the name of the Member Representative;
 - (2) telephone number of the Member Representative; and
 - (3) email address of the Member Representative,
 - (Member Details);**
 - (ii) the date of admission to and cessation of Membership;
 - (iii) the class of Membership;
 - (iv) if the Member is a Voting Member:
 - (A) the number of cattle owned by the Member (to be kept current on a yearly basis); and
 - (B) the Sub-region to which their Membership is allocated pursuant to rule 4.5(a); and
 - (v) any other information required by the Board.
- (c) Subject to rule (d), the Membership Register must be open for inspection by Members in accordance with the Act.
- (d) Inspection of the Membership Register by Members or other persons must be limited to only that information required by the Act to be included in the Membership Register.
- (e) Each Member must notify the Secretary in writing of any change of Member Details within one month of the change.

4.10 Cessation of Membership

- (a) A Member immediately ceases to be a Member if they:
 - (i) die;
 - (ii) become bankrupt;
 - (iii) are convicted of an indictable offence;
 - (iv) are wound up or otherwise dissolved or deregistered;
 - (v) resign in writing to the Secretary; or
 - (vi) are expelled under rule 4.11(a).
- (b) A Member's liability for any fees (including Membership Fees) or other arrears at the date of cessation of Membership continues until the obligation is discharged.

4.11 Member discipline and removal from Membership

- (a) If:
 - (i) a Member has breached this Constitution or the By-laws; or
 - (ii) a Member's conduct is causing, has caused, or is likely to cause harm to the Company; or
 - (iii) their criteria for Membership under this Constitution or the By-laws (or both) is no longer met; or
 - (iv) rule 4.7(c)(ii) applies,
 - (v) subject to compliance with the By-laws, the Board may resolve to:
 - (A) expel the Member; or
 - (B) suspend the Membership of the Member for a set period; or
 - (C) warn the Member.
- (b) Before the Board meets to consider a resolution contemplated by rule 4.11(a) (**Disciplinary Meeting**) it must deliver a notice to the Member at least 14 days prior to the Disciplinary Meeting:
 - (i) setting out the resolution it proposes to make and the basis for making it;
 - (ii) stating the date, place and time of the Disciplinary Meeting (including appropriate technology information);
 - (iii) informing the Member that they may:
 - (A) address the Board at the meeting (in person or using appropriate technology); and / or
 - (B) no less than 24 hours prior to the meeting, provide the Board with written submissions in response to the proposed resolution,

(Disciplinary Notice).

- (c) The Board must meet within 28 days of delivery of the Disciplinary Notice.
 - (d) At the Disciplinary Meeting the Board:
 - (i) must, if the Member elects to do so, allow the Member to make oral submissions;
 - (ii) must consider any written submissions provided by the Member in accordance with the Disciplinary Notice;
 - (iii) may hear from any other person on the matters alleged in the Disciplinary Notice;
 - (iv) may consider any material arising from its own inquiry;
 - (v) may make the proposed resolution, or a variation of it so long as the outcome is no more harsh than that contemplated by the Disciplinary Notice; or
 - (vi) may take no further action; or
 - (vii) may refer the matter to an independent person or Committee on conditions the Board considers appropriate to make a decision that the Board may have made under this rule; and
 - (viii) has the right to proceed with the Disciplinary Meeting in the absence of the Member.
 - (e) The Secretary must promptly deliver a notice to the Member setting out the decision of the Board at the Disciplinary Meeting.
 - (f) The decision of the Board at the Disciplinary Meeting is binding on the Member.
 - (g) The Board may not fine a Member.
 - (h) The Company and the Directors will not be liable for any loss or damage suffered by the Member as a result of the decision of the Board at the Disciplinary Meeting.
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5. General meetings of Members

5.1 Calling of general meetings

- (a) General meetings may be called and held at the times and places and in the manner determined by the Board, including:
 - (i) at one or more physical venues;
 - (ii) at one or more physical venues and as a Virtual Meeting; or
 - (iii) as a Virtual Meeting only.
- (b) 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.
- (c) Voting Members may only call or requisition a general meeting in accordance with the Act.

5.2 Notice of general meetings

- (a) Notice of every general meeting must be given to every Member, Director and the auditor, if any, for the time being of the Company. No other person is entitled to receive notices of general meetings.
- (b) Notice of a general meeting:
 - (i) subject to the provisions of the Act permitting short notice, must be given not less than 21 days prior to the meeting;
 - (ii) may be given by any form of communication permitted by the Act; and
 - (iii) must specify:
 - (A) the place (if any), the date and the time of the meeting;
 - (B) 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;
 - (C) the general nature of the business of the meeting;
 - (D) if it is proposed to move a special resolution at the meeting, the intention to propose a special resolution and the resolution; and
 - (E) any other matters required by the Act.
- (c) 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.

5.3 Adjournment of general meetings

- (a) The Chairperson of any general meeting 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.
- (b) The only business that may be acted upon at any adjourned general meeting is the business left unfinished at the meeting from which the adjournment took place.
- (c) Only when a general meeting is adjourned under rule 5.3(a) for 14 days or more must notice of the adjourned meeting be given in the same manner as in the case of an original meeting.

5.4 Cancellation of general meetings

- (a) The Board may cancel or postpone any general meeting (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.
- (b) If a general meeting 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.

5.5 Attendance at general meetings

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

5.6 Quorum at general meetings

- (a) No business may be undertaken at a general meeting unless a quorum of Voting Members is present when the meeting proceeds to business.
- (b) A quorum for the purposes of a general meeting is 20 Voting Members.
- (c) If a quorum is not present within 30 minutes from the time appointed for the general meeting or a longer period allowed by the Chairperson:
 - (i) if the meeting was called or requisitioned by Voting Members, it must be dissolved; or
 - (ii) 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.
- (d) Notwithstanding any other provision of this Constitution, if a general meeting is adjourned under sub-rule 5.6(c)(ii):
 - (i) a quorum for the purpose of the adjourned meeting is three Voting Members; and
 - (ii) if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting must be dissolved.
- (e) A Voting Member, proxy, attorney or Member Representative who attends a general meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken to be present in person at the meeting whilst attending except that:
 - (i) where a Voting Member has appointed more than one proxy, attorney or Member Representative, only one is to be counted; and
 - (ii) where an individual is attending both as a Voting Member and as a proxy, attorney or Member Representative of another Voting Member, that individual is to be counted only once.
- (f) For the purposes of rules 5 and 6, any reference to *present* must be read subject to rule 5.6(e).

5.7 Chairperson of general meetings

- (a) The Chairperson or, in their absence, the Deputy Chairperson is entitled to chair every general meeting.
- (b) The Directors present at a general meeting must elect one of the Directors present to chair the meeting if any of the following apply:
 - (i) there is not then a Chairperson or Deputy Chairperson;
 - (ii) neither the Chairperson nor the Deputy Chairperson is present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) neither the Chairperson nor the Deputy Chairperson is willing to act.

- (c) The Voting Members present at a general meeting must elect one of the Voting Members present to chair the meeting if either of the following applies:
 - (i) there are no Directors present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) all Directors present decline to chair the meeting.
 - (d) Except as provided by the Act, the general conduct of each general meeting and the procedures to be adopted at the meeting are as determined by the Chairperson.
 - (e) The Chairperson of a general meeting may, in their discretion, refuse admission to, or expel from, the meeting any person:
 - (i) using a recording device;
 - (ii) in possession of a placard or banner;
 - (iii) in possession of an object considered by the Chairperson to be dangerous, offensive or liable to cause disruption;
 - (iv) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive manner;
 - (vi) whose conduct, in the reasonable opinion of the Chairperson, is inappropriate; or
 - (vii) who is not a Member, Director or auditor (or representative of any of them) of the Company.
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6. Voting at general meetings of Members

- (a) At a general meeting, a resolution put to the vote of the meeting must be decided by a majority of votes cast by Voting Members present and entitled to vote at the meeting. If the votes are equal, the question is decided in the negative.
- (b) The Board may determine that a resolution submitted by it for consideration by the Voting Members before a general meeting will require a majority of 75% of votes cast 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.
- (c) The Chairperson of a general meeting is not entitled to a second or casting vote on any resolution.
- (d) A Voting Member whose Membership Fees are more than 60 days in arrears at the date of a general meeting is not entitled to vote at that meeting.

6.1 Poll

- (a) At a general meeting (including where Virtual Meeting Technology is used), a resolution put to the vote of the meeting, must be decided on a poll and not by a show of hands.
- (b) Every Voting Member present at a general meeting has the number of votes on each resolution as follows:

- (i) Tier 1 Member – one vote;
 - (ii) Tier 2 Member - two votes;
 - (iii) Tier 3 Member – three votes;
 - (iv) Tier 4 Member - four votes;
 - (v) Tier 5 Member - five votes;
 - (vi) Tier 6 Member – six votes; and
 - (vii) Corporate Member – 12 votes.
- (c) A poll must be taken in the manner directed by the Chairperson.
 - (d) 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.
 - (e) The result of the poll is the resolution of the general meeting at which the poll is taken.

6.2 Direct voting

- (a) The Directors may determine that at any general meeting or class meeting, a Voting Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A *direct vote* includes a vote delivered to the Company (or its third party service provider) by post, fax, email or other electronic means approved by Directors. The Directors may prescribe rules to govern direct voting including specifications as to the form, method and timing of giving the direct vote in order for the vote to be valid, and the treatment of direct votes.
- (b) A direct vote cast on a resolution at a meeting in accordance with rule 6.2(a) is of no effect and will be disregarded:
 - (i) if, at the time of the resolution, the person who cast the direct vote:
 - (A) is not entitled to vote on the resolution; or
 - (B) would not be entitled to vote on the resolution if the person were present at the meeting at which the resolution is considered; or
 - (ii) if the direct vote was cast otherwise than in accordance with any regulations, rules and procedures prescribed by the Directors under rule 6.2(a).

6.3 Proxies

- (a) A Voting Member entitled to vote at a general meeting may appoint one Member as their proxy, to attend and vote in their place at a general meeting.
- (b) The proxy must be appointed in writing, in the form required by the Board.
- (c) A person attending a general meeting as proxy has all the rights and powers of the relevant Voting Member, except where expressly stated to the contrary in:
 - (i) the document appointing the proxy;
 - (ii) this Constitution; or

- (iii) the Act.
- (d) 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.
- (e) A document appointing a proxy is valid at any adjournment of a meeting to which the proxy relates, unless otherwise specified in the document.
- (f) A document appointing a proxy may appoint the proxy for a period of up to one year, for all or stipulated general meetings during that period.
- (g) A document appointing a proxy is invalid unless the document appointing the proxy is received by the Company:
 - (i) at the Company's registered office (or other address or electronic address specified in the notice convening the meeting); and
 - (ii) 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.
- (h) 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 to be cast:
 - (i) the Voting Member has died;
 - (ii) the Voting Member lacks the legal capacity to vote; or
 - (iii) the proxy or authority under which the proxy was signed has been revoked.
- (i) A proxy is not revoked by the Voting Member attending and taking part in the meeting, unless the Voting Member actually votes at the meeting on the resolution for which the proxy is proposed to be used.

7. Members' Representatives

- (a) Each Voting Member and Industry Member that is not a natural person must:
 - (i) appoint a natural person as a Member Representative to exercise all or any of the powers of the Member; and
 - (ii) advise the Board in writing:
 - (A) the details required by rule 4.9(b)(i)(F);
 - (B) any restrictions of the appointment;
 - (C) the term of the appointment; and
 - (D) whether the appointment attaches to a position (eg: director, chief executive officer).
- (b) Any Member Representative must be one or more of a:
 - (i) director;

- (ii) officer;
 - (iii) employee;
 - (iv) shareholder; or
 - (v) unitholder,
- of the Voting Member or Industry Member.
- (c) If a Member Representative ceases to satisfy the requirements of-rule 7(b), the individual will immediately cease to be the Member Representative.
 - (d) If rule 7(c) applies, the Member must advise the Board in writing of the replacement Member Representative as soon as reasonably practicable and no later than the next general meeting.
 - (e) The Membership Register must record the name of any Member Representative.
 - (f) Voting Members and Industry Members may appoint more than one Member Representative, but only one Member Representative may exercise the respective Member's rights at any one time.
 - (g) Unless otherwise specified in the appointment, a Member Representative may exercise, on the Voting Member's or Industry Member's behalf, all of the rights of the respective Member.
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8. Board of Directors

8.1 Duties owed by Directors

The Directors are subject to and must comply with duties owed under the Act and at law.

8.2 Composition of Board

- (a) The Board must comprise at least seven and not more than nine Directors being:
 - (i) 3 directors from the Northern Region;
 - (ii) 3 directors from Southern Region;
 - (iii) 1 director from the Western Region; and
 - (iv) 2 Appointed Directors.
- (b) 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:
 - (i) appoint additional Directors to the minimum number prescribed by this Constitution; or
 - (ii) convene a general meeting.

8.3 Term of office of Directors

- (a) Subject to rules 8.7(a), 8.8(a), 8.8(d), and 8.9:
 - (i) Elected Directors:
 - (A) will begin their term at the conclusion of the annual general meeting at which they are elected or their election is declared; and
 - (B) must retire at the conclusion of the third AGM following the meeting at which the Director was last elected or re-elected or at which their election or re-election was declared; and
 - (C) will in the case of any retiring Director, be eligible for re-election subject to satisfying the Minimum Eligibility Criteria.
 - (ii) Appointed Directors:
 - (A) will begin their term at the time the Elected Directors resolve to appoint them in accordance with rule 8.6(a);
 - (B) must retire at the conclusion of the next AGM following the meeting at which the Director was last elected or re-elected or at which their election or re-election was declared; and
 - (C) in the case of any retiring Appointed Director, will be eligible for re-appointment by the Board.
- (b) 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 one year from the date they ceased to hold office.
- (c) The retirement of a Director from office and the re-election of a Director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occurs.

8.4 Director Eligibility

- (a) Subject to rules 8.3(a)(i)(C), 8.3(b) and 16(d), a person is only eligible for election or appointment as a Director:
 - (i) in the case of a candidate for election as an Elected Director, if that candidate is a natural person who is:
 - (A) a Voting Member; or
 - (B) the Member Representative of a Voting Member noted in the Membership Register; and
 - (C) allocated to a Sub-region forming part of the Region in respect of which they are seeking election; and
 - (D) is nominated by at least two Voting Members from that Region,
 - (ii) if that Director is not an employee of the Company or of any SFO;
 - (iii) if they have given their consent to act as a Director to the Company;

- (iv) in the case of a candidate for appointment as an Appointed Director, that candidate is:
 - (A) a Voting Member; or
 - (B) the Member Representative of a Voting Member noted in the Membership Register,
- (v) if they are not otherwise prohibited by law from being a director of a company.
- (b) A Director must notify the Board if any circumstance arises that has the potential to impact upon their eligibility to continue as a Director.

8.5 Elected Directors

Elected Directors must be elected as follows:

- (a) by Voting Members for all Elected Director positions in all Regions, regardless of the allocated Sub-region of the Voting Member;
- (b) the Board must call for nominations for each Elected Director position which is due for election at the next annual general meeting of Members, no earlier than four months before that annual general meeting;
- (c) any two Voting Members ordinarily resident in a Region may nominate a Voting Member for election as an Elected Director for that Region;
- (d) the nomination must be:
 - (i) in the form prescribed by the Board;
 - (ii) contain a consent to act as Director signed by the nominee;
 - (iii) signed by the nominee and each nominator; and
 - (iv) given to the Board in the manner and within the time prescribed by the Board,
- (e) if there is only one eligible candidate for election for a Region, the candidate must be automatically appointed as an Elected Director at the relevant time;
- (f) if there is more than one eligible candidate for election for a Region:
 - (i) a list of the names of those candidates must be provided to all Voting Members at least 28 days before the relevant annual general meeting;
 - (ii) every Voting Member who participates in the vote for the candidates has the number of votes specified in rule 6.1(b); and
 - (iii) the candidate who receives the highest number of votes shall be deemed elected as Director for that Region,
- (g) the results of each election must be declared at the relevant annual general meeting.

8.6 Appointed Directors

- (a) Appointed Directors will be appointed-by and at the discretion of the Board.
- (b) The Board may at any time appoint any eligible person to be an Appointed Director, either following retirement of an Appointed Director at an annual general meeting, to fill a casual vacancy or, subject to rule 8.2(a)(iv), as an additional Appointed Director.
- (c) In considering whether to appoint a person as an Appointed Director the Board must have regard to the:
 - (i) skills of the individual; or
 - (ii) specific Cattle Industry, supply chain or Cattle production region experience of the individual,as it may consider relevant and appropriate to the:
 - (A) furtherance of the objects of the Company;
 - (B) the Board makeup; and
 - (C) the role.

8.7 Resignation from office

- (a) A Director may resign from office by giving written notice to the Secretary.
- (b) A Director's resignation takes effect at the time the notice is received by the Secretary or a later date specified in the notice.

8.8 Removal from office

- (a) The Elected Directors may remove an Appointed Director from office by resolution.
- (b) At any Board meeting at which it is proposed to remove an Appointed Director under rule 8.8(a), the Appointed Director must be given the opportunity to present their case, orally or in writing, or both.
- (c) An Appointed Director who is removed under rule 8.8(a) retains office until the dissolution or adjournment of the Board meeting at which the Appointed Director is removed.
- (d) The Voting Members may, by ordinary resolution, remove any Director from office.
- (e) At any general meeting at which it is proposed to remove a Director under rule 8.8(d), the Director must be given the opportunity to present their case, orally or in writing, or both.
- (f) A Director who is removed under rule 8.8(d) retains office until the closure or adjournment of the general meeting at which the Director is removed.
- (g) If a Director removed under rule 8.8(d) was an Elected Director, the Company may, by ordinary resolution, appoint a person to take that Elected Director's place.
- (h) The term of appointment of an Elected Director appointed under rule 8.8(g) continues until the annual general meeting at which the person who was removed from office would have been required to retire.

8.9 Vacation of office

Without limiting any other provision, the office of a Director becomes vacant if they:

- (a) die;
- (b) become bankrupt;
- (c) are convicted of an indictable offence;
- (d) stop being a Voting Member, or Member Representative of a Voting Member;
- (e) resign in writing to the Secretary;
- (f) are removed under this Constitution;
- (g) become an employee of the Company or any SFO; or
- (h) become ineligible to be a Director under the Act.

8.10 Casual vacancies

- (a) 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 relevant Region as Director to fill the casual vacancy until the next annual general meeting.
- (b) The next annual general meeting must include an election of a person to fill the casual vacancy. Any person appointed under rule 8.10(a) is eligible as a candidate in that election, if not then disqualified by this Constitution or the Act.
- (c) The term of appointment of an Elected Director elected under rule 8.10(b) continues until the annual general meeting at which the person who vacated office early would have been required to retire.
- (d) Any period served by a Director appointed in accordance with rule 8.10(a) will not count as a term served for the purposes of rule 8.3(a).

8.11 Directors' remuneration

- (a) 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 or otherwise in the execution of their duties as Directors, provided the expenses have first been approved by the Board.
- (b) The Directors may be remunerated for their role as Director as determined by the Board.
- (c) The Chairperson, Deputy Chairperson and chairs of any Committees may be paid an additional amount on account of any additional duties arising from their responsibilities.
- (d) All remuneration must be:
 - (i) approved annually in advance by the Board; and
 - (ii) advised annually in arrears to the Members in the Company's annual report.

9. Chairperson and Deputy Chairperson

- (a) The Board may elect a Director as either Chairperson or as Deputy Chairperson at any time.
- (b) The election of the Chairperson and Deputy Chairperson 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.
- (c) A Director elected as Chairperson or Deputy Chairperson holds that office until the earlier of:
 - (i) the expiration of that Director's current term of office as Director;
 - (ii) the Director ceases to be a Director in accordance with this Constitution; or
 - (iii) the Director resigns from the office of Chairperson or Deputy Chairperson -by written notice to the Secretary.
- (d) The Chairperson or, in their absence, the Deputy Chairperson is entitled to preside as Chairperson at every Board meeting.
- (e) The Directors present at a Board meeting must elect one of the Directors present to chair the meeting if any of the following apply:
 - (i) there is not then a Chairperson or Deputy Chairperson;
 - (ii) neither the Chairperson nor the Deputy Chairperson is present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) neither the Chairperson nor the Deputy Chairperson is willing to act.

10. Powers of the Board

- (a) The governance of the Company is the responsibility of the Board.
- (b) 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.
- (c) 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

11.1 Convening of Board meetings

- (a) 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.
- (b) The Board must meet at least four times in each Calendar Year.
- (c) Any Director may request the Secretary to convene a Board meeting at any time.

11.2 Notice of Board meetings

- (a) 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.
- (b) 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 rule 11.3.
- (c) A notice of Board meeting may be given to a Director by:
 - (i) mail or delivery to the usual place of residence or business of the Director; or
 - (ii) mail, delivery, or email to any other address, or email address given by the Director to the Secretary for that purpose.

11.3 Mode of Board meetings

- (a) A Board meeting may be called or held using any Virtual Meeting Technology
- (b) A meeting of Directors may be held:
 - (i) at one or more physical venues; or
 - (ii) at one or more physical venues and using Virtual Meeting Technology; or
 - (iii) using Virtual Meeting Technology only.
- (c) Where the Directors are not all in attendance at one place and are holding a meeting using Virtual Meeting Technology and each Director can communicate with the other Directors:
 - (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting;
 - (ii) the meeting is taken to be held at the place determined by the Chairperson provided that at least one of the Directors present at the meeting was at the place for the duration of the meeting; and
 - (iii) all proceedings of the Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of the participating Directors were physically present in the one location.

11.4 Quorum at Board meetings

- (a) A quorum for the purposes of a Board meeting is a simple majority comprising greater than 50% of the number of Directors elected or appointed at the relevant time.
- (b) The quorum must be present at all times during the meeting.
- (c) 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:
 - (i) 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 time and place as the Chairperson may determine; and

- (ii) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting lapses.
- (d) Subject to this Constitution, the Board may act notwithstanding any vacancy on the Board.

11.5 Voting at Board meetings

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

11.6 Resolution in writing

- (a) A resolution in writing signed by all Directors or approved by email 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.
- (b) A resolution in writing may consist of:
 - (i) several documents in like form, each signed by one or more Directors, which takes effect when the last Director signs one of the documents; or
 - (ii) the printed record of several email messages each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, which takes effect when the last Director sends their email message.
- (c) In relation to a resolution in writing:
 - (i) a document generated by electronic means which purports to be a copy of a resolution of Directors is to be treated as a resolution in writing; and
 - (ii) a resolution bearing an electronic copy of a signature is to be treated as signed.

11.7 Validity of acts

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 were disqualified or were not entitled to vote.

11.8 Conflicts of Interest

- (a) The Board must agree in writing on its policy for the regulation of conflicts of interest.
- (b) Each Director must:
 - (i) disclose to the Board any actual, potential, or perceived conflicts of interest which may exist, or be thought to exist in relation to the affairs of the Company, as soon as they become aware of the issue; and
 - (ii) comply with the provisions of the Act on disclosing interests and restrictions on voting.
- (c) If a conflict or potential conflict situation exists, the conflicted Director must 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.

- (d) If there are not enough Directors to form a quorum as a result of one or more Directors having an interest which disqualifies them from voting, then one 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.
 - (e) A Director may only be engaged to provide goods or services to or on behalf of the Company if:
 - (i) that Director is for bona fide reasons considered by Board, agreed to be a suitable person to provide, such goods or services;
 - (ii) bona fide attempts have been made to identify others who provide the goods or services and to compare those rates and service levels with the Director's rates and service levels;
 - (iii) the goods or services are provided on arm's-length terms;
 - (iv) the provision of the goods and services is disclosed clearly and expressly to the Members in the Company's annual report; and
 - (v) the Board agrees, by ordinary resolution excluding the interested Director, to the provision of the goods or services by the Director.
-

12. Committees

- (a) The Board may appoint (and dissolve):
 - (i) one or more Committees consisting of Directors or other persons; and
 - (ii) any member of a Committee as Chairperson of that Committee.
 - (b) In the exercise of any powers delegated to it, a Committee must:
 - (i) conform to the delegations and directions of the Board;
 - (ii) report to the Board; and
 - (iii) 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.
 - (c) The Board may delegate any of its powers, except this power to delegate, to a Committee.
-

13. Working Groups

- (a) The Board may appoint (and dissolve):
 - (i) one or more Working Groups consisting of Directors, Members or other persons; and
 - (ii) any member of a Working Group as Chairperson of that Working Group.
- (b) The composition and powers of Working Groups will be set out in the By-laws.

- (c) In the exercise of any powers delegated to it, a Working Group must:
 - (i) conform to the delegations and directions of the Board;
 - (ii) report to the Board; and
 - (iii) 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 in the By-laws.
-

14. Regional Consultative Committee

14.1 Board responsibility for policy

- (a) The formulation and adoption of industry policy positions for the Company is the responsibility of the Board.
- (b) In carrying out its obligations under rule 14.1, the Board may have regard to the advice of a Regional Consultative Committee and any Working Groups.

14.2 Composition

The composition and powers of the Regional Consultative Committee will be set out in the By-laws.

14.3 Election

Elections regarding the membership of the Regional Consultative Committee must be conducted as prescribed in the By-laws.

14.4 Replacement

The Board may, subject to first consulting with:

- (a) the board of directors of each of the SFOs that are Industry Members at the time; and
- (b) the members of the Regional Consultative Committee at the time,

replace the Regional Consultative Committee with an alternative Producer consultation or advisory body approved by a resolution of Voting Members.

15. Secretary

- (a) The Board may appoint (on the terms and conditions it sees fit) and terminate the appointment of the secretary of the Company.
 - (b) 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.
-

16. Chief Executive Officer

- (a) The Board may appoint any person to the position of chief executive officer for the period and on the terms and conditions the Board sees fit.
- (b) 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 may exercise.

- (c) The Board may at any time revoke or vary an appointment of, or any of the powers conferred on, the CEO.
 - (d) If the CEO position becomes vacant, the Directors may appoint any other person, including a Director, to act temporarily as CEO until such time as the position can be filled permanently.
-

17. By-laws

- (a) 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.
 - (b) By-laws are binding on the Members.
 - (c) To the extent of any inconsistency, this Constitution prevails over the By-laws.
-

18. Indemnities and insurance

18.1 Officers' liabilities to third parties

- (a) Every officer and past officer of the Company is indemnified against a liability incurred by that person as an officer, other than a liability:
 - (i) to the Company or a related body corporate;
 - (ii) incurred under the Act (for example under chapter 9 part 9.4B of the Act); or
 - (iii) which arises from conduct that involves a lack of good faith.

Officers' costs and expenses

- (b) 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:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under rule 18.1(a);
 - (ii) in defending or resisting proceedings in which judgment is made against the person or the person is found guilty;
 - (iii) in defending or resisting successful proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order (but not in relation 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
 - (iv) in connection with any application in relation to those proceedings in which the Court denies relief to the person.

Insurance premiums

- (c) The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company against:
 - (i) 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, regardless of the outcome; and
 - (ii) 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 the Act relating to a misuse of power or information.
-

19. Seal and execution of documents

- (a) The Company may have a Seal.
 - (b) If the Company has a Seal:
 - (i) the Board must provide for its safe custody; and
 - (ii) it may only be used by authority of the Board.
 - (c) The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
 - (i) two Directors;
 - (ii) a Director and the Secretary; or
 - (iii) a Director and some other person appointed by the Board for the purpose.
 - (d) The Company may execute a document, including a deed, without use of the Seal if the document is signed by:
 - (i) two Directors; or
 - (ii) a Director and the Secretary.
 - (e) Notwithstanding rules 19 (c) and 19(d), 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.
-

20. Accounts, audit and records

20.1 Financial year

Each financial year of the Company commences on the first day of July and ends on the thirtieth day of June in the following year.

20.2 Accounts, records and reports

- (a) The Company must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.

- (b) The Company must also keep written records that correctly record its operations.
- (c) The Board must provide for the safe custody of the books, records, documents, instruments of title and securities of the Company.

20.3 Audit

- (a) A registered company auditor must be appointed to the Company.
- (b) The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.
- (c) The auditor or their 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 their representative, if present at the meeting, may be questioned by the Members about the audit.

20.4 Rights of inspection

- (a) 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.
- (b) 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.

21. Notices

21.1 Persons authorised to give notices

- (a) A notice given under this Constitution may be given:
 - (i) on behalf of the Company by a solicitor for the Company, the Secretary or a Director; or
 - (ii) on behalf of a Member by a solicitor, secretary, director or Member Representative of, or a representative appointed by, the Member.
- (b) The signature of a person on a notice given by the Company or a Member may be written, printed or stamped.

21.2 Method of giving notices

A notice by the Company or a Member may be given 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 email to the email address of the addressee.

21.3 Address for notices

For the purposes of rule 21.2:

- (a) the street and postal address of the Company is the registered office of the Company, or that last formally notified by the Company to the Member;
- (b) the email address of the Company is that last formally notified by the Company to the Member; and
- (c) the street and postal addresses, and email address of a Member are the those last formally notified by the Member to the Secretary.

21.4 Time notice is given

A notice 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 fifth business day after posting; or
- (d) if sent by email, at the time transmission is completed.

21.5 Proof of giving notices

The sending of a notice by email and the time of completion of transmission may be proved conclusively by production of an acknowledgement of receipt of the email or equivalent proof that the email was successfully transmitted.

22. Amendment of Constitution

- (a) The Constitution may be amended by a resolution passed at a properly constituted general meeting of Members by at least 75% of the votes cast by the Voting Members present in person, by Member Representative, or by proxy and entitled to vote on the resolution.

23. Interpretation

- (a) In this Constitution, unless the context requires otherwise:
 - (i) the word **law** includes common law, principles of equity and legislation;
 - (ii) 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;
 - (iii) a reference to this Constitution, where amended, means this Constitution as so amended;

- (iv) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
 - (v) a reference to a person includes the person's executors, administrators, successors, substitutes and permitted assigns;
 - (vi) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
 - (vii) the word "present" in the context of a person being present at a meeting includes participating using Virtual Meeting Technology;
 - (viii) a reference to an rule, sub-rule or schedule is a reference to an rule, sub--rule or schedule of this Constitution;
 - (ix) a word which denotes:
 - (A) the singular denotes the plural and vice versa;
 - (B) any gender denotes the other genders; and
 - (C) a person denotes an individual and a body corporate;
 - (x) 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;
 - (xi) an expression used but not defined in this Constitution has the same meaning as given in the Act;
 - (xii) writing includes any mode of representing or reproducing words in a visible form; and
 - (xiii) a reference to 'dollars' or '\$' means Australian dollars.
- (b) Headings and any table of contents must be ignored in the interpretation of this Constitution.

23.2 Calculation of time

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 a reference to:
 - (i) a day means a period of time commencing at midnight and ending 24 hours later; and
 - (ii) a calendar month is equivalent to the meaning of that term set out in the *Acts Interpretation Act 1901* (C'th),
- (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) other than in relation to rule 6.3(g)(ii), if performance of an obligation falls on a day that is not a business day, it may be performed on the next business day.

23.3 Replaceable rules

- (a) The replaceable rules set out in the Act do not apply to the Company.
- (b) This Constitution is subject to the Corporations Act and to the extent there is any inconsistency between a clause of this Constitution and the Corporations Act, the Corporations Act prevails to the extent of the inconsistency.

24. Definitions

In this Constitution, unless the context requires otherwise:

Act means the *Corporations Act 2001* (C'th).

Appointed Director means a Director appointed in accordance with rule 8.6(a).

Board means the Board of Directors at the relevant time, of the Company appointed under and in accordance with this Constitution.

By-laws means by-laws made or adopted under rule 17.

Cattle means grassfed cattle born, raised and farmed in Australia.

Cattle Industry means the Australian Cattle production industry, including breeding, growing and fattening Australian Cattle for food and fibre.

Cattle Industry Stakeholders means individuals and organisations involved directly or indirectly with the Cattle Industry, including all participants in the supply chain.

Calendar Year means a one-year period beginning on 1 January and ending on December 31.

CEO means the chief executive officer of the Company, appointed under rule 16(a).

Chairperson means the person elected from time to time under rule 9(a).

Committee means a committee appointed by the Board under rule 12(a).

Company means Cattle Australia Limited (ACN 625 194 096).

Corporate Member means a Voting Member entered in the register of members as a corporate Member.

Department means the Commonwealth Department of Agriculture, Fisheries and Forestry (or an iteration thereof).

Deputy Chairperson means the person elected from time to time under rule 9(a).

Director means a person appointed in accordance with this Constitution to perform the duties of a director of the Company.

Elected Director means a Director who is elected in accordance with rule 8.5.

The term **general meeting** is a reference to a general meeting of Members and includes an annual general meeting of Members as the context requires.

Industry Member means a member that is not a Voting Member entered in the register of members as an Industry Member, and may include:

- (a) SFO;
- (b) cattle breed organisations;
- (c) other Peak Bodies;
- (d) non-government organisations;
- (e) not-for-profit organisations;
- (f) research and development corporations; and
- (g) other Cattle Industry Stakeholders.

Levy means the cattle and livestock transaction levy payable pursuant to the *Primary Industries (Excise) Levies Act 1999* (C'th).

Member means a person who, at the relevant time, is a member of the Company in accordance with this Constitution (whether a Voting Member or Industry Member, unless the context otherwise requires), and **Membership** has the corresponding meaning.

Member Representative means an authorised representative of a Member appointed pursuant to rule 7.

Membership Fee means a fee payable by Members as contemplated by rule 4.7(a).

Membership Register means the Register of Members kept by the Company under the Act in accordance with rule 4.9(a).

Minimum Eligibility Criteria means the criteria set out in rule 8.4(a) in relation to eligibility of persons for election or appointment to the Board.

Northern Region means Queensland, Northern Territory and northern West Australia as indicated in Schedule 1, at the time of adoption of this Constitution comprising Sub-regions 9-15.

Peak Body means a representative organisation that acts as a collective voice and provides certain benefits to its members and the industry in which it operates broadly, including information dissemination services, support, co-ordination, advocacy and representation, and research and policy development services, and includes Prescribed Industry Bodies.

Prescribed Industry Body means a body prescribed under the *Australian Meat and Livestock Industry Regulations 2023* (C'th), the broad policies formulated by which must be given regard by the Minister for Agriculture, Fisheries and Forestry pursuant to the *Australian Meat and Livestock Industry Act 1997* (C'th).

Producer means a Levy paying producer of Cattle.

Region means each of the regions constituting the Northern Region, Southern Region and Western Region.

Regional Consultative Committee means the Regional Consultative Committee established and constituted in accordance with rule 14.

Research and Development Corporation means the research and development corporation established by statute as the Cattle Industry marketing and research body for the time being (the operations of which may not be limited to the Cattle Industry).

Seal means the common seal of the Company (if any).

Secretary means the person appointed as secretary of the Company under rule 15(a).

SFO means State, Territory or region peak farmer organisation the membership of which includes Producers.

Schedule 1 means schedule 1 to this Constitution comprising a map of Australia.

Southern Region means New South Wales, Australian Capital Territory, Tasmania, Victoria and South Australia as indicated in Schedule 1, at the time of adoption of this Constitution comprising Sub-regions 1-7.

Sub-region means at the time of adoption of this Constitution each of the sub-regions shown in Schedule 1, or as otherwise set out in the By-laws.

Tier 1 Member means a Voting Member entered in the register of members as a tier 1 Member.

Tier 2 Member means a Voting Member entered in the register of members as a tier 2 Member.

Tier 3 Member means a Voting Member entered in the register of members as a tier 3 Member.

Tier 4 Member means a Voting Member entered in the register of members as a tier 4 Member.

Tier 5 Member means a Voting Member entered in the register of members as a tier 5 Member.

Tier 6 Member means a Voting Member entered in the register of members as a tier 6 Member.

Virtual Meeting means a meeting of Members conducted using Virtual Meeting Technology.

Virtual Meeting Technology means any technology that allows Members (where used in relation to a general meeting) or Directors (where used in relation to a Board meeting) entitled to attend a meeting a reasonable opportunity to participate in the meeting without being physically present at the meeting.

Voting Member means a person entered in the register of members as a Voting Member.

Western Region means southern West Australia as indicated in Schedule 1, at the time of adoption of this Constitution comprising Sub-region 8.

Working Group means a working group appointed by the Board under rule 13(a).

Schedule 1 Sub-region map



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;

-
- (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.

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

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.

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.

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.

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.

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

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.

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.

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.

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.

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.

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.

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 1st day of July and ends on the 30th 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.

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 5th business day after posting; or
- (d) if sent by facsimile or e-mail, at the time transmission is completed.

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.

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.

Schedule 1 – Sub-Region Map

