Constitution

Cattle Australia Limited

A public company limited by guarantee

Corporations Act 2001 (C’th)

Adopted on 1 September 2026

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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