

Constitution

Cattle Producers Australia Limited
ACN 623 967 948

A
Company Limited by Guarantee
Not
Having Share Capital

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Table of Contents

1.	Definitions and Interpretations	5
1.1	Definitions	5
1.2	Interpretations.....	8
1.3	Illegality in Other Jurisdictions	9
1.4	Inconsistency with Corporations Act.....	9
2.	Name and Nature of Company.....	9
2.1	Name of Company.....	9
2.2	Nature of the Company.....	9
2.1	Replaceable Rules	9
3.	Objects	9
3.1	Objects	9
3.2	Independence of Objects.....	10
4.	Corporate governance	10
4.1	ASX Corporate Governance Principles	10
4.2	Board	10
5.	Powers	10
5.1	Modifications.....	10
5.2	Powers.....	11
5.3	Condition on Exercise.....	11
6.	Application of Income and Property	11
7.	Liability of Members.....	11
8.	Winding Up	11
8.1	Limit of Member's Contribution on Winding Up	11
8.2	Transfer of Surplus Property on Winding Up.....	11
8.3	Amalgamation.....	11
9.	Membership	12
9.1	Application	12
9.2	Members Application Requirements and Process.....	12
9.3	Member Email Address and Privacy.....	13
9.4	Associate Members	13
9.5	Associate Members Applications.....	13
9.6	Non-Voting Rights of Associate Members.....	13
9.7	Associate Members Rights.....	14
9.8	Associate Member Email Address and Privacy.....	14
9.9	Member and Associate Member Rights Not Transferable.....	14
10.	Registers	14
10.1	Registers	14
10.2	Specific voting entitlements	14
11.	Ceasing Membership and Associate Membership.....	15
11.1	Ceasing to be Member	15
11.2	Resignation as a Member.....	16
11.3	Expelling a Member.....	16
11.4	Ceasing to be an Associate Member.....	16
12.	Member Services.....	16
12.1	Member Services Entitlement.....	16
12.2	Member Services Fee Amount	17
13.	Additional Contributions	17
14.	Dispute Resolution.....	17
14.1	Disputes Between Members.....	17
14.2	Dispute Committee	17
14.3	Complaints Committee	17
15.	General Meetings of Members	17

15.1	Annual General Meeting	17
15.2	Who Can Call Meetings of Members	17
15.3	How to Call Meetings of Members.....	17
16.	Proceedings at General Meetings of Members	18
16.1	Right to Attend Meetings	18
16.2	Meeting at More than One Place.....	18
16.3	Quorum.....	19
16.4	Chairperson	19
16.5	Adjourning a Meeting of Members.....	19
16.6	Resolutions of Members	20
16.7	Entitlement to Vote	20
16.8	Casting Vote	20
16.9	Proxies, Attorneys and Representatives	20
16.10	Objections to Qualification to Vote	21
17.	Policy And Advisory Council	22
17.1	Composition and Number.....	22
17.2	Eligibility for Election.....	22
17.3	Election.....	22
17.4	Policy Advisory Councilor's Term	23
17.5	Initial Policy Advisory Councilor Term of Office	23
17.6	Interim Policy Advisory Council Role	23
17.7	Policy Advisory Councilor Role.....	23
17.8	Policy Advisory Council Role.....	23
17.9	Policy Advisory Councilors not Directors	24
18.	Board of Directors	24
18.1	Composition and Number.....	24
18.2	Appointment of Special Qualification Directors	24
18.3	Election of Elected Directors	25
18.4	Office-bearers.....	25
18.5	Vacation of Office of Director.....	25
18.6	Chairperson of the Board	26
19.	Powers and Duties of the Board	26
19.1	General Powers	26
19.2	Specific Powers	26
19.3	Regulations.....	27
19.4	Attorneys	27
19.5	Director Remuneration	27
19.6	Policy Advisory Councilor remuneration.....	27
19.7	Execution of Documents.....	28
19.8	Declaration of Interests.....	28
19.9	Absence.....	28
19.10	Divisions.....	28
20.	Alternate Directors	29
21.	Proceedings of the Board.....	29
21.1	Meetings of Directors.....	29
21.2	Observers	29
21.3	Quorum.....	29
21.4	Resolutions of Directors	29
21.5	Chairperson	30
21.6	Who Can Call a Meeting of Directors	30
21.7	Notice of Meetings of Directors	30
21.8	Competence	30
21.9	Delegation of Power	30
21.10	Written Resolutions of Directors	30
21.11	Minutes of Meetings of Directors	31
22.	Secretary	31

22.1	Appointment	31
22.2	Role	31
23.	Chief Executive Officer	31
23.1	Appointment and Removal	31
23.2	Remuneration	31
23.3	Delegation of Powers	31
24.	Records of Dealings with Funds and Books of Accounts	32
24.1	Books of Account.....	32
24.2	Inspection	32
25.	Audit	32
26.	Seal	32
27.	Notices	32
27.1	Member address details	32
27.2	Notice to Members	32
27.3	Notice to Directors	33
27.4	Notice to the Company	33
27.5	Time of service	33
27.6	Signatures	34
28.	Indemnity and Insurance	34
29.	Schedule 1 Regulations for Director Elections..	35
30	Schedule 2 The 15 Representative Regions.....	42
31	Schedule 3 Election and Resignation Table	45

Constitution

1. Definitions and Interpretation

1.1 Definitions

In this Constitution, unless the context otherwise requires:

Alternate Director means a person for the time being holding office as an alternate director of the Company under Article 20.

AMLI Act means the Australian Meat and Live-stock Industry Act 1997 (Cth).

Application Form means the form approved by the Board from time to time pursuant to which a Grass Fed Cattle Producer may make application for membership of the Company.

Associate Member means a person or entity admitted as an Associate Member under Article 9.4.

Associate Membership means membership of the Company as an Associate Member.

ASX Corporate Governance Principles means the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 3rd Edition, and any updates to those principles and recommendations, as published by ASX Limited (ACN 008 624 691).

AUS-MEAT means AUS_MEAT Limited ABN 44 082 528 881.

Beef Cattle Feedlot has the same meaning as the Beef Cattle Feedlot definition in section 1.1 of the National Guidelines for Beef Cattle Feedlots 3rd Edition ISBN 9781741919219 published by Meat & Livestock Australia in June 2012.

Board or **Board of Directors** means the Directors comprising the Interim Board and the Elected Directors and any Special Qualification Directors appointed to the Second Board or subsequent boards for the time being acting as a board, as the context requires.

Board Councilors means the seven Policy Advisory Councilors who are elected as Elected Directors during their term as Policy Advisory Councilors.

Business Day means a day except a Saturday, Sunday or public holiday in New South Wales.

Business Partner means a person or entity who is a partner in a business that sells Grass Fed Cattle and pays Statutory Levies utilizing a PIC held by a joint owner of a Property who is a Member or utilizing a PIC held by an owner of a Property in which that person or entity has no legal or equitable interest or a person or entity that is not a legal or equitable owner or lessee or agistee of a Property or part of a Property but nevertheless sells Grass Fed Cattle and pays Statutory Levies utilizing a PIC held by an owner of a Property.

Chairperson means the chairperson of the Board elected by the Board from time to time.

Company means Cattle Producers Australia Limited ACN 623 967 948.

Constitution means this constitution of the Company.

Constitutional Plebiscite means any vote of Members with respect to a proposed modification, amendment, variation, or repeal of the Constitution or Schedules 1, 2 and 3 in accord with the provisions of Article 5.1.

Corporations Act means the Corporations Act 2001 (Cth).

Cross Register Popularity Index Number means the sum of the Register A Popularity Index Number (as defined in Schedule 1) and the Register B Popularity Index Number (as defined in Schedule 1).

Deputy Chairperson means the deputy chairperson of the Board elected by the Board from time to time.

Director means a Director of the Company.

Elected Director means a Director elected to the Board pursuant to the provisions of this Constitution, but does not include Special Qualification Directors.

Election Ballot has the meaning set out in Schedule 1.

Eligible Applicant means a Grass Fed Cattle Producer who is a Proprietor of a Property or Properties and has paid Statutory Levies within the preceding Financial Year with respect to Grass Fed Cattle pastured on and relating to the Property or Properties and PIC(s) referred to in an Application Form submitted to the Company in accord with the provisions of Article 9.1(c) of this Constitution.

Eligible Board Candidate means a natural person who is or has been elected to serve as a Policy Advisory Councilor from the commencement of any Board term referred to in Schedule 3.

Eligible Candidate has the meaning set out in Schedule 1.

Eligible Policy Advisory Council Candidate means a natural person who is eligible to stand as a candidate for election to serve as a Policy Advisory Councilor in any Regional Electorate in accord with the provisions of Article 17.2.

Eligible Special Qualifications Director means a person who has one or more Special Qualifications.

Financial Year means a year starting on 1 July and ending on the following 30 June.

First Elected Director has the meaning given to that term in Article 18.3(e).

Founding Member means a member of the Company prior to the adoption of the provisions of this Constitution by the Company who is an Eligible Applicant.

Grass Fed Cattle means bovine animals other than buffalo that do not meet the AUS-MEAT minimum standards for grain fed beef as published from time to time by AUS-MEAT and are not being held in a Beef Cattle Feedlot.

Grass Fed Cattle Producer means an Australian owner of Grass Fed Cattle who breeds, pastures or backgrounds Grass Fed Cattle on a Property or part of a Property but does not include any person or entity that is an owner of a Beef Cattle Feedlot that holds and feeds cattle for a fee for a Meat Processor Establishment.

Grass Fed Cattle Transaction Levy means any levy payable by Grass Fed Cattle Producers pursuant to Schedule 3 of the Primary Industry (Excise) Levies Act 1999 (Cth) and Schedule 3 of the Primary Industry (Customs) Charges Act 1909 (Cth) or any other levy regime imposing levies which requires Grass Fed Cattle Producers to pay Statutory Levies in relation to the sale or transfer of ownership of Grass Fed Cattle.

GST means A New Tax System (Goods and Services Tax) Act (Cth) 1999.

Initial Board has the meaning given to that term in Article 18.1(b).

Interim Board has the meaning given to that term in Article 18.1(a).

Interim Policy Advisory Council has the meaning given to that term in Article 17.1(a).

Interim Policy Advisory Councilor means a Member who has been appointed to the Interim Policy Advisory Council by the Interim Board.

Legal Costs of a person means reasonable legal costs incurred by that person in defending an action for a Liability of that person.

Liability of a person means any liability incurred by that person as a Relevant Officer of the Company or a subsidiary of the Company in or arising out of the conduct of the business of the Company or the subsidiary (as the case may be) or in or arising out of the discharge of the duties of the Relevant Officer.

Meat & Livestock Australia means Meat & Livestock Australia Limited ABN 39 081 678 364.

Meat Industry means the Australian meat and livestock industry and includes Grass Fed Cattle Producers, sheep producers, goat producers, lot feeders, live exporters and meat processors.

Meat Industry Strategic Plan means the most recent Meat Industry Strategic Plan published by the Red Meat Advisory Council (or equivalent body), and available as at the date of this Constitution at www.rmac.com.au.

Meat Processor Establishment means a place in Australia where livestock are slaughtered by an entity for commercial gain.

Member means a person admitted as a member of the Company in accordance with the provisions of Article 9.2.

Member Services mean services provided at a discounted price in accord with the provisions of Article 12 to the Members by the Company or a Service Provider introduced to the Member by the Company.

Member Services Fee means the fee payable to the Company pursuant to Article 12 by a Member during any Financial Year in which a Member wishes to be eligible to receive Member Services.

Members Survey means a survey of members in accord with the provisions Article 10.2(f) pursuant to the provisions of Article 17.8 and Article 19.2.

Month means a calendar month.

Non-Board Councilors means the eight Policy Advisory Councilors who are not elected as Elected Directors during their term as Policy Advisory Councilors.

Notice means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act, as the case may be.

PIC means a property identification code in a State or Territory of Australia.

Policy means a course of action or principle adopted or proposed by the Policy Advisory Council pursuant to any matter referred to in Article 17.7.

Policy Advisory Council means the 15 representatives elected from each of the 15 Regional Electorates in accord with the provisions of Article 17.

Policy Advisory Councilor means a member of the Policy Advisory Council.

Prescribed Notice means 21 days or any shorter period of Notice for a meeting allowed under the Corporations Act.

Proprietor means a legal person that owns, or controls through a lease or agistment agreement the operation of a Property or part thereof and is the holder of a PIC with respect to that Property or any part thereof or being a lessee or agistee with respect to that Property or part thereof sells cattle using the Property owners PIC during any relevant Financial Year.

Property means a parcel of land in Australia used wholly or partly for the breeding, pasturing or backgrounding of Grass Fed Cattle.

Region means each of the 15 regions specified on the second map of Australia in Schedule 2 or such other 15 regions that may be agreed to by the Members pursuant to a Constitutional Plebiscite in accord with the provisions of Article 5.1.

Regional Electorate means and includes each of the 15 Regions specified on the second map of Australia in Schedule 2.

Register means, as the context requires, either or both Register A and Register B.

Register A means the register comprising the names of all Members and the Properties (and PICs relating to those Properties) in each Region of which the Member is a Proprietor, established and maintained pursuant to Article 10.1.

Register B means the register comprising the names of all Members and the amounts of any Statutory Levies paid by the Member from time to time, established and maintained pursuant to Article 10.1.

Regulations means the documents and matters set out in Schedules 1, 2 and 3 and any alteration, variation or amendment thereto made in accord with the provisions of Article 5.1 or any further or other regulations made accord with the provisions of Article 19.3.

Relevant Officer means a person who is, or has in the past been, a Director or Secretary.

Representative in relation to a body corporate, means a representative of the body corporate appointed under section 250D of the Corporations Act.

Research and Development means systematic experimentation or analysis in any field of science,

technology, economics or business (including the study of the social or environmental consequences of the adoption of new technology) carried out with the object of:

- (a) acquiring knowledge that may be of use in achieving or furthering an objective of the Meat Industry, including knowledge that may be used for the purpose of improving any aspect of the production, storage, transport or marketing of Meat or Live-stock, or goods that are derived from them, or the environment in which these activities take place; and
- (b) applying such knowledge for the purpose referred to in paragraph (a) above.

Seal means the common seal of the Company.

Second Board has the meaning given to that term in Article 18.1(b).

Secretary means any person appointed from time to time by the Board to be the company secretary of the Company.

Service Provider means a person entity or corporation advertising on the Company's website offering services to Members at a discounted price.

Special Qualifications means an expertise in any of the following areas:

- (a) corporate governance;
- (b) grass fed cattle production and management;
- (c) livestock management and welfare;
- (d) environmental science;
- (e) domestic and/or international market development and trade;
- (f) research and development;
- (g) technology, and/or electronics;
- (h) internet and/or television and/or radio communication;
- (i) journalism and/or public relations;
- (j) advertising;
- (k) politics and political advocacy;
- (l) finance and business management.

Special Qualification Director means a natural person appointed to the Board pursuant to the provisions of Article 18.2.

Statutory Levy means any Grass Fed Cattle Transaction Levy, or other charge, fee or impost, imposed by statute, which Grass Fed Cattle Producers are required to pay to Meat & Livestock Australia or any other Meat Industry body.

Statutory Levy Regime means the levy regime imposing primary industry levies which requires Grass Fed Cattle Producers to pay Statutory Levies.

1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- a) a reference to a meeting of Members includes a meeting of any class of Members;
- b) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative;
- c) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- d) where a Notice or document is required by this Constitution to be signed, that Notice or document may be authenticated by any other manner permitted by the Corporations Act;
- e) headings are for convenience only and do not affect interpretation and unless the context indicates a contrary intention: words importing the singular include the plural (and vice versa); words indicating a gender include every other gender;

- f) the word "person" includes an individual, the estate of an individual, an individual's legal representative, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and the trustee of a trust;
- g) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
- h) the word "includes", in any form, is not a word of limitation a reference to an Article is to a provision of this Constitution;
- i) a reference to a Schedule is to a schedule of this Constitution;
- j) a reference in a Schedule to an article is to an article of that Schedule;
- k) a Schedule is part of this Constitution;
- l) a reference to this Constitution or a document referred to in this Constitution, is to this Constitution or that document (as the case may be) as amended from time to time;
- m) a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it;
- n) an expression in a provision of this Constitution that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act; and
- o) an expression in a provision of this Constitution that is defined in section 9 of the Corporations Act has the same meaning as set out in that section.

1.3 Illegality in Other Jurisdictions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, this does not affect or impair:

- (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- (b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

1.4 Inconsistency with Corporations Act

Unless the Corporations Act provides that the Constitution may contain a provision contrary to the Corporations Act, the Articles of this Constitution are subject to the Corporations Act such that any Article of this Constitution that is inconsistent with or contrary to the Corporations Act will be read down to the extent of the inconsistency with the Corporations Act.

2. Name and Nature of Company

2.1 Name of Company

The name of the Company is Cattle Producers Australia Limited.

2.2 Nature of the Company

The Company is a public company limited by guarantee.

2.3 Replaceable Rules

The replaceable rules in the Corporations Act do not apply to the Company.

3. Objects

3.1 Objects

The objects for which the Company is established are:

- (a) to promote, protect and further the interests of the Company and its Members in any lawful manner;

- (b) to provide leadership to, and promote the development of the Australian Grass Fed Cattle industry;
- (c) to act as a representative advocacy body for Grass Fed Cattle Producers, including without limiting the generality of the foregoing by providing Policy advocacy and Members Services, and procuring and providing leadership in the provision of services, relating to Research and Development and marketing in the Meat Industry for the benefit of its Members and the community in general;
- (d) to conduct a Members Services business on behalf of Members and to apply the proceeds of that business to wholly or partially fund the objects of the Company;
- (e) to liaise and interact with other Meat Industry bodies, entities and institutions in the interests of Grass Fed Cattle Producers;
- (f) to interact with animal welfare and environmental bodies in the interests of Grass Fed Cattle Producers;
- (g) to enter into contracts with, and employ and engage, individuals, organisations, companies, bodies or entities to manage Research and Development, and marketing projects and/or other projects on behalf of the Members and in the interests of and for the benefit of Grass Fed Cattle Producers and/or the Meat Industry;
- (h) to liaise and interact with Australian Federal, State, and Territory Governments with respect to biosecurity measures to protect Australia's Grass Fed Cattle Industry;
- (i) to promote the establishment and facilitation of cattle tick eradication in Australia and, if necessary or appropriate, oversee any Australian cattle tick eradication programs in conjunction with Federal, State and Territory Governments in Australia;
- (j) to perform such acts and do any other things deemed necessary or desirable for the preservation, protection and promotion of the rights and interests of the Members as Grass Fed Cattle Producers;
- (k) to promote:
 - i. freedom of trade in the interests of the Members;
 - ii. marketing and sales of Australian beef in the Australian market and to overseas countries;
 - iii. Research and Development in the Meat Industry;
 - iv. improvement of the quality of Australian Beef;
 - v. the classification of Australian Beef;
 - vi. the competitiveness of Australia's Grass Fed Cattle industry;
 - vii. the economic, environmental, health, safety and social well-being of the Grass Fed Cattle industry;
 - viii. the mutual interests of Members by holding:
 - a) Member Surveys and webinars; and
 - b) industry conferences, symposiums and seminars for any or all of the Members and presenting the views of the Company on behalf of the Members at any conference, symposium or other forum;
 - ix. the interests of, and do all relevant acts and things for the advancement, protection and promotion of the interests of, the Members;
 - x. to carry out any and all such acts and do all such things that may be in the interests of the Members and to carry out any or all such acts and or all such other things that are incidental or conducive to the attainment of the aforementioned objects.

3.2 **Independence of Objects**

Each object for which the Company is established as specified in Article 3.1 is independent of each other object for which the Company is established. The objects are not limited or restricted (except where otherwise expressed) by reference to or inference from any other provision of this Constitution or the name of the Company but may be carried out in as full a manner and construed in as wide a sense as if each object is a separate and distinct object of the Company.

4. **Corporate Governance**

4.1 **ASX Corporate Governance Principles**

The Company must aim, where possible, to implement a framework of good corporate governance by drawing on the ASX Corporate Governance Principles.

4.2 **Board**

In particular, the Company must aim:

- (a) for the Board to add value as outlined in Principle 2 of the ASX Corporate Governance Principles;
- (b) to adopt processes for evaluating the performance of the Board and its committees.

5. Powers

5.1 Modification

This Constitution and the provisions of Schedules 1, 2 and 3 may only be modified, amended, varied or repealed by a majority of votes of the Members, registered in each of Register A and Register B, in accordance with Article 10.2(e).

5.2 Powers

The Company will have power to do all such things as a natural person could do as are incidental or conducive to the attainment of the objects of the Company, and the exercise of the powers of the Company.

5.3 Condition on Exercise

The Company's powers may be exercised to further the objects of the Company but not otherwise.

6. Application of Income and Property

The income and property of the Company however derived will be applied solely to further the objects of the Company as set out in this Constitution, and no portion thereof will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the Members, provided that nothing in this Article 6 will prevent the Company from making a payment in good faith:

- (a) of reasonable and proper remuneration to any officers, employees or contractors of the Company or to any Member in return for any services actually rendered to the Company on an arm's length basis; or
- (b) for goods supplied in the ordinary and usual course of business; or
- (c) of reasonable and proper rent for premises leased by any Member to the Company; or
- (d) for the reimbursement of any of the Directors, officers or servants of the Company, or of any Member, for legitimate expenses properly incurred at the request of or on behalf of the Company.

7. Liability of Members

The liability of the Members is limited by guarantee.

8. Winding Up

8.1 Limit of Member's contribution on winding up

Every Member undertakes to contribute to the property of the Company in the event of the Company being wound up while a Member, or within 12 Months after ceasing to be a Member, for:

- (a) the payment of the debts and liabilities of the Company which were contracted by the Company before the Member ceased to be a Member; and
- (b) the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves,

such amount, as may be required, not exceeding one hundred dollars (\$100.00).

8.2 Transfer of surplus property on winding up

- (a) If upon the winding up or dissolution of the Company there remains any property after satisfaction of all its debts and liabilities, that remaining property must not be distributed among the Members but must instead be given or transferred to one or more other organisations having objects similar to the objects of the Company which is exempt from income tax (such as another Australian research development company), and whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 6 of this Constitution.
- (b) Such other institution or company must be determined by the Members at or before the time of the winding up or dissolution of the Company, and in default of a determination being made by

the Members, must be determined by the Federal Court of Australia or the Commonwealth of Australia.

8.3 Amalgamation

Where it furthers the objects of the Company to amalgamate with any one or more other organisations having similar objects to the objects of the Company, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to Members and such organisation(s) must be exempt from income tax.

9. Membership

9.1 Eligibility and Application Form

- (a) Every Grass Fed Cattle Producer in Australia who is an Eligible Applicant is eligible to apply to become a Member of the Company in accord with the provisions of this Constitution without payment of any membership fee or other stipend.
- (b) Any Grass Fed Cattle Producer who is an Eligible Applicant may apply in writing to the Company in any manner prescribed in Article 27.4 to become a member of the Company by completing an Application Form and submitting it to the Secretary.
- (c) A Grass Fed Cattle Producer seeking membership of the Company must state on the Application Form:
 - i. that it is a Grass Fed Cattle Producer;
 - ii. the name and address and PIC of the Property or Properties or part thereof of which the Grass Fed Cattle Producer is a Proprietor;
 - iii. whether it is applying for membership as an owner of a Property or Properties and a holder of a PIC with respect to that Property or those Properties, or as a lessee or agistee that holds a PIC with respect to Property or Properties or part thereof that it leases or agists, or as a lessee or agistee of a Property or Properties or parts thereof that utilises the PIC of the owner of that Property or those Properties
 - iv. that it has paid Statutory Levies with respect to Grass Fed Cattle pastured on and relating to the Property or Properties and PIC(s) referred to in Article 9.1 (c) ii within the preceding Financial Year
 - v. the email address at which the Grass Fed Cattle Producer can be contacted and will use for the purpose of any Member vote, election, plebiscite or Member Survey conducted by the Company in accord with the provisions of this Constitution;
 - vi. that it agrees to notify the Company if it no longer holds a PIC with respect to or disposes of any Property listed in the Application Form or acquires and holds a PIC with respect to any other Property in any Region or changes the email address provided in accord with article 9.1(c)(iii) and will at all times ensure that the Company has an email address for the purposes set out in Article 9.1(c)(iii);
 - vii. the Region(s) in which the Property or Properties referred to in Article 9.1(c)(ii) are located and, in the event that it is unable to identify the relevant Region(s), co-operate with the Company and do all such things necessary on its part to assist the Company to identify the Region(s) in which the Property or Properties are located;
 - viii. that it agrees to be bound by this Constitution.

9.2 Members Application Requirements and Process

- (a) No applicant will be admitted as a Member unless the applicant agrees in writing to be bound by this Constitution.
- (b) Every applicant for membership of the Company must make its application in accordance with Article 9.1 and will provide any evidence required by the Company to confirm that-
 - I. it is a Grass Fed Cattle Producer and
 - II. is the Proprietor of the Property or Properties named in the Application Form; and
 - III. that it paid Statutory Levies in the previous Financial Year
- (c) Without limiting the generality of Article 9.2(b) the Company may require every applicant for membership of the Company that is claiming that it is a Proprietor of a Property because it is a lessee or agistee of a Property or any part thereof that sold cattle using the owner of that Property's PIC to furnish the Company with any information requested by the Company to verify that they are the lessee or agistee of the Property or part of the Property to which the PIC relates including:-
 - (i) a copy of the lease or agistment agreement, and/or
 - (ii) verification from the property owner of the existence and terms of the lease or agistment agreement, and/or
 - (iii) an ABN number

- (iv) a copy of tax account sales showing that that the applicant for membership had paid levies with respect to that PIC in the preceding Financial Year, and/or
- (v) the NLIS notification of the applicant for membership's cattle entering on to and exiting from the Property

- (d)
 - I. In cases where eligibility to be a Member relies in part on the ownership of a Property, there must be only one Member at any time with respect to each Property owned, and
 - II. in cases where eligibility to be a Member relies in part on a lease or agistment agreement of the whole or part of a Property, there must be only one Member at any time with respect to each lease or agistment agreement, and
 - III. two or more persons cannot be registered as holding a single membership interest, whether as joint tenants or tenants in common.
- (e) No Grass Fed Cattle Producer will be eligible to be a Member on the basis that it is the owner of a Property if another Member is listed in Register A as the owner of that Property.
- (f) At the next meeting of the Board after the receipt of any application for membership, such application will be considered by the Board who may in their absolute discretion:
 - i. approve the admission of the applicant if the applicant fulfils the eligibility requirements of Article 9.1, and any other requirements as the Board reasonably determines from time to time; or
 - ii. reject the admission of the applicant if it does not; or
 - iii. defer consideration of the application to a future meeting of the Board.
- (g) The Board is not required to give any reason for the rejection or deferral of consideration of any application for membership, but the Secretary must give written Notice of the rejection or deferral to the applicant and (in the case of rejection) refund in full the fee (if any) paid by the applicant.
- (h) On approval by the Board of the application for membership, the Secretary must notify the applicant in writing of the acceptance.
- (i) A determination of an application for membership is not invalid if the Secretary does not comply with Article 9.2(f).
- (j) On approval by the Board of the application for membership, the applicant will be bound by this Constitution and the rules and Regulations of the Company, and the Secretary must enter the applicant's name into the Company's Register of Members in accordance with Article 10.1.
- (k) The Members are those persons admitted to the membership of the Company whose names are entered into the Company's Register of Members in accordance with Article 10.1.

9.3 **Founding Members**

- (a) Subject to Article 9.3(b), Founding Members who submitted an Application Form to the Company pursuant to and in accord with the provisions of Article 9.1 and Article 9.2 on or before the date of adoption of this Constitution shall be deemed to be Members under the provisions of this Constitution and the Secretary must enter their names into the Company's Register of Members in accordance with Article 10.1.
- (b) The Board may determine whether or not any Application Form submitted by a Founding Member on or before the date of adoption of this Constitution is in accord with Article 9.1 and Article 9.2 at its absolute discretion.

9.4 **Member Email Address and Privacy**

- (a) All Member email addresses supplied to the Company by a Member pursuant to the provisions of Article 9.1 are to be used by the Company to communicate with each Member and give Notices with respect to matters pertaining to this Constitution including, without limiting the generality of the foregoing, conducting elections, ballots, plebiscites and Member Surveys.
- (b) Any such email address may not be used by the Company for any other purpose or provided to any other person or entity without the written authority of the Member that provided the email address to the Company.

9.5 **Associate Member**

A person or entity is eligible to be an Associate Member if:

- (a) in the opinion of the Board (in its absolute discretion) that person or entity contributes or is likely to contribute in the near future to the objects of the Company and the interests of the Australian Grass Fed Cattle industry; or

- (b) the person or entity has regular commercial involvement with, or receives significant commercial benefit from, the Australian Grass Fed Cattle industry; and
- (c) has paid any applicable Associate Member membership fees prescribed by the Company.

9.6 **Associate Members Application Requirements and Process**

- (a) No person or entity will be admitted as an Associate Member of the Company unless they agree to be bound by the Constitution.
- (b) Every applicant for Associate Membership will provide any evidence required by the Company to assist the Board to determine whether in its opinion the applicant meets the criteria set out in Article 9.4(a) or (b).
- (c) Every applicant for Associate Membership shall complete any application form required by the Company as a condition of applying for Associate Membership.
- (d) At the next meeting of the Board after the receipt of any application for Associate Membership, such application will be considered by the Board who may in their absolute discretion:
 - i. approve the admission of the applicant if the applicant fulfils the eligibility requirements of Article 9.4, and any other requirements as the Board reasonably determines from time to time; or
 - ii. reject the admission of the applicant if it does not; or
 - iii. defer consideration of the application to a future meeting of the Board.
- (e) The Board is not required to give any reason for the rejection or deferral of consideration of any application for Associate Membership, but the Secretary must give written Notice of the rejection or deferral to the applicant and (in the case of rejection) refund in full the fee (if any) paid by the applicant.
- (f) On approval by the Board of the application for membership, the Secretary must notify the applicant in writing of the acceptance.
- (g) A determination of an application for Associate Membership is not invalid if the Secretary does not comply with Article 9.5 (e).
- (h) On approval by the Board of the application for Associate Membership, the applicant will be bound by this Constitution and the rules and Regulations of the Company, and the Secretary must enter the applicant's name into the Company's Register of Associate Members.
- (i) The Associate Members are those persons admitted to the Associate Membership of the Company whose names are entered into the Company's Register of Associate Members in accordance with Article 9.5 (h).

9.7 **Non-Voting Rights of Associate Members**

Associate Members are not entitled to cast any votes with respect to any meeting of Members or any election ballots or plebiscites or any other vote of Members conducted in accord with the provisions of this Constitution.

9.8 **Associate Members Rights**

Each Associate Member is entitled to:

- (a) receive a notice of meeting of Members in accord with the provisions of this Constitution;
- (b) attend meetings of Members;
- (c) speak at meetings of Members with the permission of the chairperson of the meeting; and
- (d) receive an annual report of the Company.

9.9 **Associate Member Email Address and Privacy**

- (a) All Associate Members must furnish the Company with any email or other address required by the Company for the purposes of communication with the Associate Member and forwarding the Associate Member notices of meetings of Members and the annual report of the Company.
- (b) Any such email or other addresses may not be used by the Company for any other purpose or provided to any other person or entity without the written authority of the Associate Member that provided any such address to the Company.

9.10 Member and Associate Members Rights Not Transferable

The rights of being a Member or Associate Member are not transferable whether by operation of law or otherwise.

10 Registers

10.1 Registers

- (a) The Secretary must establish and maintain two registers of Members, and a register of Associate Members, as follows:
 - i. Register A will comprise the full names and contact details of all Members and the PIC numbers relating to Properties of which each Member is a Proprietor in each Region.
 - ii. Register B will comprise the full names and contact details of all Members and the amount of Statutory Levies paid by each Member in the preceding Financial Year.
 - iii. Register C will comprise the full names and contact details of all Associate Members.
- (b) A Member must notify the Secretary from time to time as soon as the Member becomes, or ceases to be, a Proprietor of any Property together with details of the name and address of the relevant Property and the Secretary must record those details in Register A against the Member's name.
- (c) The Secretary must remove the name and address of a Property entered in the name of a Member in Register A if the Member has stated that it is the owner, lessee or agistee of that Property if another Grass Fed Cattle Producer has been admitted as a Member on the basis that it is the owner, lessee or agistee of that Property.
- (d) A Member must provide the Company with any evidence required by the Company to verify that it has paid Statutory levies in the preceding Financial Year or within the preceding two Financial Years within a reasonable time of having received such a request.

10.2 Specific Voting Entitlements

- (a) For the purposes of any election with respect to the Policy Advisory Council to be conducted pursuant to the provisions of Article 17.3, each Member will be allocated one vote in each Region that a Member is listed in Register A as a Proprietor of Property and the votes will be determined in accord with the procedures set out in Schedule 1.
- (b) For the purpose of any vote, with respect to an election of an Elected Director to be conducted pursuant to Article 18.3, each Member:
 - i. identified in Register A will be entitled to vote in accord with the provisions of Article 10.2(c) for each Region that a Member is listed in Register A as a Proprietor of Property; and
 - ii. identified in Register B will be entitled to the number of votes determined in accordance with the method set out in Article 10. 2(d); and
 - iii. all votes will be determined in accord with the procedures set out in Schedule 1.
- (c) With respect to any election conducted pursuant to Article 18.3 in which a Member identified in Register A is entitled to vote, for the purpose of calculating the Election Score (as defined in Schedule 1) each Member will be allocated one Preference Vote (as defined in Schedule 1).
- (d) With respect to any election conducted pursuant to Article 18.3 in which a Member identified in Register B is entitled to vote for the purposes of calculating the Election Score (as defined in Schedule 1):
 - i. each Member will be allocated one Preference Vote (as defined in Schedule 1); and
 - ii. each Member will be entitled to have the Preference Index (as defined in Schedule 1) value of that Preference Vote (as defined in Schedule 1) multiplied by that Member's Levy Index (as defined in Schedule 1) calculated by notionally allocating an additional vote for each and every \$1,000 identified in Register B as having been paid by way of Statutory Levies by the Member in the Financial Year immediately prior to the vote, ballot or election.
- (e) With respect to any Constitutional Plebiscite conducted in accord with Article 5.1:
 - i. each Member will be allocated one vote in Register A; and
 - ii. each Member will be allocated one vote in Register B; and
 - iii. each Member will be allocated an additional vote in Register B for each and every \$1,000 identified in Register B as having been paid by way of Grass Fed Cattle Transaction Levies by the Member in the Financial Year immediately prior to that Constitutional Plebiscite.
- (f) For every Member Survey or other election, ballot, plebiscite or vote each Member voting in person or by proxy will have one vote.
- (g) In determining whether a Member has paid and how much the Member has paid in Statutory Levies in the previous Financial Year, each Member acknowledges that;

- i. the Company will be entitled (in its absolute discretion) to rely on information provided by the Commonwealth of Australia or upon information supplied by the Member, and the Member acknowledges that the Company may ask the Member to and if asked the Member must:
 - a. provide a statutory declaration attaching account sales setting out the amount of Statutory Levies paid by that Member and any of its Business Partners with respect to each PIC held or utilized by that Member in the previous Financial Year; and/or
 - b. produce a copy of the Australian Taxation Office Additional Tax Information Form P *'Government charges, fees, levies, licenses etc.'* or equivalent section of its tax return for the previous Financial Year that identifies the amount of Grass Fed Cattle Transaction Levies paid by that Member in that previous Financial Year verified by a registered tax agent as a true copy of that section of the Member's tax return lodged with the Australian Taxation Office for that particular Financial Year.
 - ii. if verifiable evidence of the amount of Statutory Levies paid by the Member in the previous Financial Year is not received by the Company, the Company at the time of any vote, ballot, or election takes place pursuant to Article 5.1 or Article 18.3 is entitled to assume for all purposes that the Member did not pay any Statutory Levies during the previous Financial Year.
- (h) No Member will be entitled to vote at any meeting or in any ballot, plebiscite, election or Member Survey to be taken pursuant to this Constitution unless at the time of such meeting, ballot, plebiscite, Member Survey or election, that Member has complied with all its obligations under this Constitution, and has furnished the Company with any information requested by the Company to verify the amount of Statutory levies paid by that Member in the preceding Financial Year and any other information requested by the Company pursuant to the provisions of this Article 10 under this Constitution.
- (i) Any vote, ballot or election process to be undertaken pursuant to Article 5.1 or Article 18.3 may be undertaken by the Secretary or an Election Administrator (as defined in Schedule 1).

11. Ceasing Membership and Associate Membership

11.1 Ceasing to be a Member

A Member ceases to be a Member if:

- (a) the Board terminates the membership of the Member upon the Board being satisfied (in its absolute discretion) that the Member has ceased to be a Grass Fed Cattle Producer or a Proprietor of any Property;
- (b) the Member has not paid Statutory Levies with respect to a Property in the two preceding Financial Years;
- (c) the Member resigns from membership by Notice in writing to the Secretary pursuant to Article 11.2; or
- (d) the Member is expelled by the Board pursuant to Article 11.3.

11.2 Resignation as a Member

A Member may, at any time by giving Notice in writing to the Secretary, resign its membership of the Company. The resignation will be effective from the date it is received by the Secretary.

11.3 Expelling a Member

- (a) A Member may be expelled from membership from the Company if the Board determines in their absolute discretion that:
 - i. the Member has breached a provision of this Constitution;
 - ii. the conduct of the Member is prejudicial to the interests or reputation of the Company;
 - iii. the Member is, or any step is taken for the Member to become, either an insolvent under administration or an externally administered body corporate, as defined in the Corporations Act;
 - iv. the Member has falsely declared on the Member's Application Form that the applicant is a Grass Fed Cattle Producer;
 - v. the Member has failed to disclose the names and addresses of all or any Properties of which the Member is a Proprietor; or
 - vi. the Member has failed to pay amounts due and payable by the Member to the Company.
- (b) If the Board has determined to expel a Member in accordance with Article 11.3(a), the Secretary must give that Member Notice in writing of the expulsion and remove the Member's

name from the Company's Register of Members.

- (c) A failure to provide Notice in accordance with Article 11.3(b) does not invalidate the determination that the Member should be expelled.
- (d) A determination under Article 11.3(a) takes effect from the date of the determination.
- (e) The Company may reinstate an expelled Member on any terms and at any time as determined by the Board in its absolute discretion.

11.4 Ceasing to be an Associate Member

An Associate Member ceases to be an Associate Member if:

- (a) the Associate Member resigns from Associate Membership by Notice in writing to the Secretary. The resignation will be effective from the date it is received by the Secretary; or
- (b) the Associate Member is expelled from Associate Membership of the Company because the Board determines in their absolute discretion that:
 - i. the Associate Member has breached a provision of this Constitution;
 - ii. the conduct of the Associate Member is prejudicial to the interests or reputation of the Company;
 - iii. the Associate Member is, or any step is taken for the Member to become, either an insolvent under administration or an externally administered body corporate, as defined In the Corporations Act.

12. Member Services

12.1 Member Services Entitlement

- (a) Subject to the provisions of Article 12.1(c) every Member who pays an annual Member Services Fee to the Company will be entitled to avail themselves of any Members Services advertised on the Company's website at the discount price nominated for those Members Services on the Company's website during any Financial Year in which a Member has paid a Member Services Fee.
- (b) Members who have not paid the Company the Member Services Fee will not be entitled to receive any Members Services advertised on the Company's website at the nominated discount price.
- (c) All discount prices nominated for Members Services on the Company's website will only be available to Members that provide the relevant Service Provider with a copy of receipt from the Company for the payment of the Member Services Fee to the Company for the Financial Year in which the transaction for the Members Services occurs.

12.2 Members Services Fee Amount

The initial Member Services Fee shall be \$55 inclusive of GST per Member and thereafter it shall be the amount determined by the Board at its absolute discretion and notified to Members by email and on the Company's website at the commencement of each Financial Year.

13. Additional contributions

A Member or group of Members may pay the Company in addition to the amounts specified in Article 12 such amounts as they think fit for any stated purpose consistent with the objects of the Company and the Company may accept any such additional amounts and apply them for the stated purpose.

14. Dispute resolution

14.1 Dispute between members

If any dispute arises between Members which may affect the Company and/or its objects, and the dispute cannot be resolved by the Members involved, the Board may appoint an independent mediator, conciliator or arbitrator of its choice to resolve the dispute provided that all Members involved in the dispute agree to the appointment.

14.2 Dispute committee

The Board may appoint a dispute committee of not less than three persons for the purpose of solving by determination disputes relating to termination or suspension of membership.

14.3 Complaints committee

The Board may appoint a complaints committee of not less than three persons for the purpose of obtaining from those persons their recommendation on issues relating to termination or suspension of membership.

15. General Meetings of Members

15.1 Annual General Meeting

An annual general meeting of the Members will be held each year in accordance with the provisions of this Constitution and the Corporations Act. The business of an annual general meeting of the Company includes:

- (a) to receive and consider the accounts and reports required by the Corporations Act to be laid before each annual general meeting;
- (b) to confirm any election of Elected Directors and Policy Advisory Councilors that has occurred since the previous annual general meeting of the Company;
- (c) when relevant to appoint an auditor and to fix the auditor's remuneration;
- (d) to transact any other business that, under this Constitution or the Corporations Act, is required to be transacted at any annual general meeting; and
- (e) any other business that may be transacted at a general meeting.

No person may move at any general meeting either any resolution (except in the form set out in the notice of meeting) or any amendment of any resolution, except with the approval of the Board, with the permission of the chairperson of the meeting or under the Corporations Act.

15.2 Who Can Call Meetings of Members

- (a) Any three Directors may, whenever they think fit, convene a general meeting of Members.
- (b) The Directors must call and arrange to hold a general meeting of Members on the request of Members made in accordance with the Corporations Act.
- (c) The Members may call and arrange to hold a general meeting of Members as provided by the Corporations Act.

15.3 How to Call Meetings of Members

- (a) The Company must give not less than Prescribed Notice of a meeting of Members.
- (b) Notice of a meeting of Members must be given to each Member, each Associate Member, each Director (including any Special Qualification Directors), each Alternate Director and any auditor of the Company.
- (c) A Notice of a meeting of Members must set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this), state the general nature of the business of the meeting and set out or include any other information or documents specified by the Corporations Act.
- (d) A person may notify the Company in writing that he or she consents to short notice of a meeting or waives all or part of a notice period that is prescribed by the Constitution or the Corporations Act.
- (e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person entitled to receive Notice does not receive Notice of the meeting or the Company inadvertently does not give Notice of the meeting to a person entitled to receive Notice.
- (f) Subject to the Corporations Act and Articles 15.3(g) and 15.3(h), the Directors may at any time postpone or cancel a meeting of Members by giving Notice not less than 5 Business days before the time at which the meeting was to be held to each person who is, at the date of the Notice:
 - i. a Member or Associate Member;
 - ii. a Director or Alternative Director; or
 - iii. auditor of the Company.
- (g) A general meeting called by the Directors on the request of Members must not be cancelled by the Directors without the consent of the Members who requested the meeting.
- (h) A general meeting called by the Members in accordance with the Corporations Act must not be cancelled by the Directors without the consent of the Members who called the meeting.

16. Proceedings at General Meetings of Members

16.1 Right to Attend Meetings

- (a) Members, Directors (including Special Qualification Directors), Alternate Directors, Associate Members and any Company auditor may attend general meetings of Members in person, by proxy or by a duly appointed Representative.
- (b) The chairperson of a meeting of Members may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
 - i. in the opinion of the chairperson is not complying with the reasonable directions of the chairperson;
 - ii. behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
 - iii. is not:
 - A. a Member or Associate Member;
 - B. a proxy, attorney or representative of a Member;
 - C. a Director; or
 - D. an auditor of the Company.
- (c) A Secretary, Chief Executive Officer or Director (including Special Qualification Directors) who is not a Member is entitled to be present and, at the request of the chairperson of the meeting, to speak at any general meeting. Any other person (whether a Member or not) requested by the Board to attend any general meeting is entitled to be present and, at the request of the chairperson of the meeting, to speak at that general meeting.

16.2 Meeting at More than one Place

- (a) A meeting of Members may be held in two or more places linked together by any technology that:
 - i. gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - ii. enables the chairperson of the meeting to be aware of proceedings in each place; and
 - iii. enables the Members in each place to vote on a show of hands and on a poll.
- (b) If a meeting of Members is held in two or more places under Article 16.2:
 - i. a Member present at one of the places is taken to be present at the meeting; and
 - ii. the chairperson of that meeting may determine at which place the meeting is taken to have been held.

16.3 Quorum

- (a) No business will be transacted at any general meeting of Members except, subject to Article 16.4, the election of a chairperson of the meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Except as otherwise expressly provided for in this Constitution, 20 Members present at a general meeting of Members constitutes a quorum.
- (c) In determining whether a quorum for a meeting of Members is present:
 - i. where more than one proxy, attorney or Representative of a Member is present, only one of those persons is counted;
 - ii. where a person is present as a Member and as a proxy, attorney or Representative of another Member, that person is counted separately for each appointment provided that there is at least one other Member present; and
 - iii. where a person is present as a proxy, attorney or Representative for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present.
- (d) A quorum for a meeting of Members in accordance with Article 16.3 must be present at the commencement of the meeting. If a quorum is present at the commencement of a meeting of Members, it is taken to be present throughout the meeting unless the chairperson of the meeting otherwise determines. If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
 - i. if the meeting was called by the Directors at the request of the Members or by the Members, the meeting is dissolved; and
 - ii. any other meeting will stand 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 Board may determine.

- (e) If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members, the Members present (being not less than 10) will be a quorum. If a quorum is not present in accordance with the foregoing the meeting is dissolved.

16.4 Chairperson

- (a) The Chairperson will preside at every general meeting of the Members, or if there is no Chairperson or the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or if the Chairperson is unwilling to act, the Deputy Chairperson will preside, or if a Deputy Chairperson is not present or is unwilling to act, then the Members present will elect one of their number to be chairperson of the meeting.
- (b) Subject to the Corporations Act, the chairperson of a general meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting. Any determination by the chairperson in relation to matters of procedure or any other matter arising directly or indirectly from the business is final.
- (c) The chairperson of a general meeting of Members may:
 - i. determine any dispute concerning the admission, validity or rejection of a vote at a meeting of Members;
 - ii. terminate debate or discussion on any matter being considered at the meeting and require that matter be put to a vote;
 - iii. refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business allowed to be discussed in accordance with the Corporations Act;
 - iv. subject to the Corporations Act, refuse to allow any amendment to be moved to a resolution set out in the notice of that meeting; or
 - v. determine who may speak at general meetings of Members.
- (d) The chairperson of a general meeting of Members may delegate any power conferred by this Article 16.4 to any person. The powers conferred on the chairperson of a meeting of Members under this Article 16.4 do not limit the powers conferred by law.

16.5 Adjourning a Meeting of Members

- (a) The chairperson of a general meeting of Members may, with the consent of any meeting of Members at which a quorum of Members is present (and will if so directed by the meeting) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson..
- (b) No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, Notice of the adjourned meeting must be given as is the case of an original meeting. Subject to the foregoing, it will not be necessary to give any Notice of an adjournment or of the business to be transacted at any adjourned meeting.

16.6 Resolutions of Members

- (a) Subject to the Corporations Act and unless otherwise specified in this Constitution, any resolution submitted to a general meeting is to be decided by a simple majority of votes validly cast on the resolution at the meeting.
- (b) At any meeting of Members, a resolution put to the vote of the meeting will be decided on a show of hands of Members (subject to Articles 16.6(c) and 16.9(a)(i)) unless a poll of Members is (before or on the declaration of the result of the show of hands) demanded:
 - i by the chairperson of the meeting; or
 - ii by at least one Member present in person or by proxy.

Unless a poll is so demanded, a declaration by the chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to the effect made in the book containing the minutes of the proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- (c) Where a vote is taken on a show of hands, one hand raised by a Member entitled to vote will be deemed to represent the number of votes which that Member is entitled to under the

relevant provision of this Constitution.

- (d) If a poll is demanded in accordance with Article 16.6(b), it will be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairperson of the meeting or on a question of adjournment will be taken forthwith.

16.7 **Entitlement to Vote**

- (a) Any Member purporting to vote at a meeting of Members or for the election of a Director pursuant to Article 18.3 will be deemed to represent that it is a Member.
- (b) A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (c) The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution.
- (d) Each Member will be able to vote electronically on the Company's website voting platform in any Election Ballot, Constitutional Plebiscite, Member Survey or other ballot plebiscite election or vote of Members held by the Company where the Company approves the use of its electronic website platform for that purpose.

16.8 **Casting Vote**

In the case of tied votes at a general meeting of the Company, whether on a show of hands or on a poll, the chairperson of that meeting will be entitled to a second or casting vote, in addition to any vote to which that chairperson may be entitled as a Member or as a proxy, attorney or properly appointed Representative of a Member.

16.9 **Proxies, Attorneys and Representatives**

- (a) Subject to the provisions of Article 10.2, at any general meeting of Members, a Member may vote in person or by proxy, or by attorney, or by appointing another duly authorised Representative, and:
 - i. on a show of hands, every person present who is a Member, or a proxy, attorney or Representative of a Member will have one vote (or such number of votes to which that Member is entitled under the relevant provisions of this Constitution); and
 - ii. on a poll, every Member present in person or by proxy, attorney or Representative of a Member will have one vote (or such number of votes which that Member is entitled to under the relevant provisions of this Constitution).
- (b) Unless otherwise provided in the Corporations Act or in the instrument appointing a proxy or attorney, a duly appointed proxy or attorney may:
 - i. agree to a meeting of Members being called by shorter than Prescribed Notice;
 - ii. agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than 21 days is given;
 - iii. speak on any resolution at a meeting of Members on which the Member who appointed the proxy or attorney may vote;
 - iv. vote at a meeting of Members at which the Member who appointed the attorney or proxy is entitled to vote pursuant to this Constitution (and only to the extent allowed by the appointment);
 - v. demand or join in demanding a poll on any resolution at a meeting of Members on which the Member who appointed the proxy or attorney is entitled to vote pursuant to this Constitution; and
 - vi. attend and vote (where the Member who appointed the attorney or proxy is entitled to vote pursuant to this Constitution) at any meeting of Members which is rescheduled or adjourned.
- (c) Unless otherwise provided in the Corporations Act or in the instrument appointing a proxy or attorney, a duly appointed proxy or attorney may vote on:
 - i. any amendment to a resolution on which the proxy or attorney may vote;
 - ii. any motion not to put that resolution or any similar motion;
 - iii. any procedural motion relating to that resolution, including a motion; and
 - iv. any procedural motion relating to that resolution, including a motion to elect the chairperson of a meeting of Members, vacate the chair or adjourn that meeting, even if the appointment directs the proxy or attorney how to vote on that resolution.
- (d) The authority of a proxy or attorney for a Member to speak or vote at a meeting of

Members is suspended while the Member is present in person at that meeting.

- (e) The instrument appointing a proxy must be in writing under the hand of the appointer or of his or her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A Member will be entitled to instruct his proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed the proxy may vote as he or she thinks fit.
- (f) The instrument appointing a proxy may be in a common or usual form.
- (g) The instrument appointing a proxy from a company must contain the Member's name and address, the company's name, the proxy's name or the name of the office held by the proxy and the meetings at which the appointment may be used. Such appointment may be a standing one. An undated appointment is taken to have been dated the day it is received by the Company.
- (h) The instrument appointing a proxy will be validly received by the Company when it is received at any of the following:
 - i. at the Company's registered office;
 - ii. a fax number at the Company's registered office; and
 - iii. a place, fax number or electronic address specified in the Notice of the meeting.
- (i) For the appointment of a proxy for a meeting of Members to be effective, the following documents must be received by the Company at least 48 hours before the meeting or any resumption of a meeting:
 - i. the proxy's appointment; and
 - ii. if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.
- (j) A vote given in accordance with the terms of an instrument of proxy or attorney or other authority will be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting at which the instrument is used.

16.10 **Objections to Qualification to Vote**

- (a) An objection to the qualification of any person to vote at a meeting of Members may only be made:
 - i. before that meeting, to the Directors; or
 - ii. at the meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting.
- (c) An objection made in accordance with Article 16.10 must be decided by the Directors or the chairperson of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

17. **Policy Advisory Council**

17.1 **Composition and Number**

- (a) Prior to the election of the first Policy Advisory Council, the Policy Advisory Council shall be Members appointed by the Interim Board as interim representatives of a Regional Electorate in which that appointed Member is eligible to be elected to the Policy Advisory Council in accord with the provisions of Article 17.2 (the **Interim Policy Advisory Council**), and thereafter
- (b) The Policy Advisory Council will comprise 15 natural persons each representing one of the 15 Regional Electorates elected by the Members in accord with the provisions of this Constitution.

17.2 **Eligibility for Election**

- (a) Subject to the provisions of Article 17.2(b), Members who own or part own a PIC and are the Proprietor of a Property or Properties relating to that PIC pasturing and/or producing Grass Fed Cattle located in a Regional Electorate are eligible to stand as a candidate or nominate a candidate (as the case may be) to be elected as the representative of that Regional Electorate on the Policy Advisory Council.
- (b) A Member who is a corporation or a corporate trustee:
 - i. is not itself eligible to stand as a candidate to be elected as the representative of any Regional Electorate on the Policy Advisory Council;

- ii. may nominate one natural person, being a director or other officer of the corporation, as its representative (a **Representative**) on its behalf to stand as a candidate to be elected as the representative of any Regional Electorate on the Policy Advisory Council;
 - iii. may only nominate a Representative to stand for election in one Regional Electorate in any Policy Advisory Council election and may not at any one time have more than one Representative on the Policy Advisory Council.
- (c) No Member or representative of a Member appointed in accord with the provisions of Article 17.2 (b) will be eligible to stand as a candidate for election to the Policy Advisory Council as a representative of more than one Regional Electorate in any Policy Advisory Council election or if that Member or a representative of that Member is already a member of the Policy Advisory Council.

17.3 Election

The Policy Advisory Council representative for each Regional Electorate shall be the candidate for that position who receives the most Member votes for that position in any Policy Advisory Council election ballot held in that Regional Electorate in the following manner:

- (a) two Months prior to any ballot for the election of a Policy Advisory Councilor in any Regional Electorate the Company shall by Notice in writing on the Company's website and by email to each Member who is a Proprietor of Property or Properties located in that Regional Electorate call for nominations from Members of the Company to stand as candidates in that Regional Electorate for election as a Policy Advisory Councilor representing that Regional Electorate;
- (b) all nominations for election to the Policy Advisory Council setting out details of the eligibility of the nominee must be lodged with the Company within 14 days after the written Notice is given in accordance with Article 17.3(a) in order for that nominee to be eligible to stand as a candidate for election as the representative of that Regional Electorate at the ensuing ballot;
- (c) one month prior to the date of the ballot for the election of the Policy Advisory Councilor for a Regional Electorate ballot lists and voting papers in common or usual form will be prepared (if necessary) listing the candidates standing for election in each or any Regional Electorate in alphabetical order on the Company's website voting platform; and forwarded to all Members in that Regional Electorate;
- (d) each Member who owns or part owns a PIC and is the Proprietor of Property or Properties producing and/or pasturing Grass Fed Cattle located in a Regional Electorate will be able to vote electronically in any such ballot for one of the nominated Eligible Policy Advisory Candidates for that Regional Electorate;
- (e) each Member who owns and or part owns a PIC and is a Proprietor of a Property or Properties producing and/or pasturing Grass Fed Cattle located in that Regional Electorate identified in Register A will be entitled to one vote in accord with the provisions of Article 10 in any ballot for the election of a representative on the Policy Advisory Council from that Regional Electorate.

17.4 Policy Advisory Councilors Term

Subject to the provisions of Article 17.5, each Policy Advisory Councilor will be elected to serve on the Policy Advisory Council for a term of four years in accord with the Board and Policy Advisory Election and Resignation Table set out in Schedule 3. On the expiry of their relevant four year term, the Policy Advisory Councilors must resign and may stand for re-election.

17.5 Initial Policy Advisory Councilor Term of Office

Two Months prior to the expiration of two years after the date of election of the Second Board (the **Roll Over Date**), fresh elections will be held in each of the Regional Electorates represented by each of the eight Policy Advisory Councilors who were not elected as the Second Board to replace or re-elect those eight Policy Advisory Councilors on or before the Roll Over Date in accord with the provisions of this Constitution and, thereafter:

- (a) four months prior to the expiry of every four year term of the Non-Board Councilors, fresh elections will be held in each of the Regional Electorates represented by the Non-Board Councilors to replace or re-elect the Non-Board Councilors on and from the expiry of the four year term of the Non-Board Councilors;
- (b) four months prior to the expiry of every four year term of the Board Councilors, fresh elections will be held in each of the Regional Electorates represented by the Board Advisory Councilors to replace or re-elect the Board Advisory Councilors on and from the expiry of the four year term of the Board Councilors;

17.6 Interim Policy Advisory Council Role

The role of the Interim Policy Advisory Council is to:

- (a) advise the Interim Board prior to the election of the first Policy Advisory Council in accord with the

provisions of this Constitution: on the views of Grass Fed Cattle Producers in the Regional Electorates that the Interim Policy Advisory Councilors have been appointed to represent with respect to key issues and concerns affecting or likely to affect the Australian Grass Fed Cattle Producer industry; and

- (b) communicate information and material about the Company to prospective Members.

17.7 Policy Advisory Councilor Role

- (a) The role of each Policy Advisory Councilor is to:
 - i. represent the Members of the Regional Electorate, which elected that Policy Advisory Councilor;
 - ii. communicate with Members in the Regional Electorate which they represent, so that they can advise the Policy Advisory Council of the views and opinions of those Members with respect to Policy;
 - iii. communicate with the Members in the Regional Electorate, which they represent, to inform those Members of the views and opinions of the Board and Policy Advisory Council on any relevant Policy;
 - iv. liaise with the Members of the Regional Electorate, which they represent, with respect to, and facilitate, the Member Services business;
 - v. attend Policy Advisory Council meetings in person and/or by telephone or skype;
 - vi. be Eligible Board Candidates.

17.8 Policy Advisory Council Role

- (a) The role of the Policy Advisory Council is to advise the Board on courses of action and principles on all matters relating to the objects of the Company set out in Article 3, including existing proposed or desired Commonwealth, State and/or Local Government legislation or regulation and all International Trade Agreements Quotas/Licenses and Permits, Statutory Levies, animal welfare and environmental bodies and issues and the actions of and interaction with all other Meat Industry bodies pertaining to or affecting Grass Fed Cattle Producers or the Meat Industry.
- (b) The Policy Advisory Council may present Policy proposals and positions to the Board and request the Board to advocate to and/or lobby any Government, any Government Department or other Government body, Parliamentarians, politicians, Local Government and any other relevant entity including the public for the adoption and or implementation of those Policies.
- (c) If the Board:
 - i. fails or refuses to take steps to carry out any Policy requests pursuant to the provisions of Article 17.7(b) other than on the grounds that the implementation of that policy would be unlawful under Australian law or would cause the Company to breach the terms of a prior agreement with another party; or
 - ii. attempts to or proposes to implement a Policy that has not been approved by the majority of the Policy Advisory Council,

then the Policy Advisory Council may by majority vote requisition the Board to conduct a Members Survey in accord with the provisions of Article 10.2 (f) asking the Members to vote for or against the implementation of the Policy proposal and the outcome of that Members Survey shall be binding on the Board and the Policy Advisory Committee.

17.9 Policy Advisory Councilors not Directors

- (a) Subject to Article 18.1(a), a Policy Advisory Councilor that has not been elected as an Elected Director pursuant to the provisions of Article 18.3 is not a Director of the Company for the purposes of the Corporations Act.
- (b) A Policy Advisory Councilor who has been elected as an Elected Director pursuant to the provisions of Article 18.3 will not be acting in his or her capacity as a Director of the Company when carrying out their role in accord with the provisions of Article 17.7.
- (c) This Constitution constitutes a contract between the Company and each Policy Advisory Councilor with respect to their obligations as Policy Advisory Councilors under this Constitution.

18. Board of Directors

18.1 Composition and Number

There will be a Board of Directors (all of whom will be natural persons) for the management of the business and affairs of the Company and:

- (a) prior to the election of the first Policy Advisory Council in accord with the provisions of this Constitution the Board will be the members of the Board at the date of adoption of the provisions of this Constitution and any additional Founding Members subsequently appointed to the Board by the majority vote of the Founding Members (the **Interim Board**), and thereafter

- (b) for the first twelve Months following the election of the first Policy Advisory Council, the Board will consist of the members of the Policy Advisory Council (the **Initial Board**);
- (c) at the expiration of twelve Months following the election of the first Policy Advisory Council, the Initial Board will resign as Elected Directors and be replaced by seven Elected Directors to be elected by the Members from the Eligible Board Candidates in accord with the provisions of Article 10.2 and Article 18.3 (the **Second Board**);
- (d) the Second Board and each subsequently elected Board shall serve a term of four years and each Elected Director will resign at the end of their four year term and be replaced by a new Board elected by the Members from the Eligible Board Candidates in accord with the provisions of Article 10 and Article 18.3;
- (e) subject to Article 18.1(a) and Article 18.1(b), each Board will consist of seven Elected Directors elected from the Eligible Board Candidates;
- (f) if, following the expiration of the first 12 Months referred to in Article 18.1(b):
 - i. the number of Elected Directors falls below a total of seven Elected Directors at any time; or
 - ii. the number of Elected Directors falls below such higher total number of Elected Directors that may be provided for in this Constitution as a consequence of a Constitutional Plebiscite pursuant to the provisions of Article 19.2(c),

then the Board must within two Months of the vacation of office of any Elected Director convene an electronic ballot for the election of sufficient replacement Elected Directors from the Eligible Board Candidates who are not Elected Directors to bring the number of Elected Directors back to seven or such other uneven number of Elected Directors that may be provided for in this Constitution

18.2 **Appointment of Special Qualifications Directors**

- (a) The Elected Directors may appoint two Eligible Special Qualifications Directors as additional Board members at any time for such remuneration determined in accord with the provisions of Article 19.5.
- (b) The Board may if they wish place advertisements in national newspapers inviting applications from Eligible Special Qualifications Directors with the Special Qualifications sought by the Board.
- (c) The Special Qualifications Directors may not be appointed to the office of Secretary.
- (d) The Special Qualifications Directors appointed pursuant to the provisions of this Article 18.2 may at any time retire, resign or be removed from the office by a resolution of the Board or a resolution of Members at a general meeting of the Company. Special Qualifications Directors are not required to retire at the expiry of any Board term referred to in Schedule 3.
- (e) The number of Special Qualifications Directors is limited to two.
- (f) If the number of Special Qualifications Directors falls to one at any time then the Board must appoint a replacement as soon as possible and in any event within three Months after the vacation of office of the Special Qualifications Director to bring the numbers of Special Qualifications Directors back to two.

18.3 **Election of Elected Directors**

Only Eligible Board Candidates may nominate for election, and be elected, as Elected Directors. The Elected Directors will be elected in accord with the regulations set out in Schedule 1 and the provisions of Schedule 2 and at the times set out hereunder and in Schedule 3 in the following manner:

- (a) two Months prior to the date on which the Elected Directors are required to retire in accordance with this Constitution, the Company will by Notice in writing on the Company's website and by email to each Eligible Board Candidate call for nominations from those Eligible Board Candidates for the election of seven Elected Directors;
- (b) one month prior to the date on which a ballot is to be held for the election of Elected Directors, ballot lists and voting papers in common or usual form will be prepared (if necessary) for the election of seven Elected Directors from the nominations containing the names of the nominees only, in alphabetical order and forwarded to all Members;
- (c) each Member will be entitled to vote for any number of Elected Director nominees not exceeding seven in number by listing the nominees in descending order of preference from 1-7 and returning the voting paper to the Secretary at the registered office of the Company within 14 days of the date of posting or emailing by the Company of the voting paper to the Member;
- (d) the Secretary will count the votes for each Elected Director nominee in Register A and Register B

and list the seven nominees who receive the most number of votes in each Register in descending numerical order from 1-7 with the nominee receiving the most votes in each Register being listed as number 1;

- (e) the first Elected Director to be elected to the Board will be the Eligible Board Candidate with the lowest Cross Register Popularity Index Number in accord with the provisions set out in the Regulations in Schedule 1 (the **First Elected Director**);
- (f) the remaining six Elected Directors to be elected to the Board will be:
 - i. the three nominees (excluding the First Elected Director) with the highest Election Scores (as defined in Schedule 1) in Register A; and
 - ii. the three nominees (excluding the First Elected Director) with the highest Election Score (as defined in Schedule 1) in Register B.

18.4 **Office-bearers**

The office bearers of the Company will consist of a Chairperson and a Deputy Chairperson elected by the Board from time to time in accordance with this Constitution.

18.5 **Vacation of office of Director**

The office of a Director will become vacant if the Director:

- (a) becomes bankrupt or insolvent under administration or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;
- (c) ceases to be a Director by operation of the Corporations Act;
- (d) 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;
- (e) resigns his office by Notice in writing to the Company;
- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the value of his or her interest as required by Article 19.6 or the Corporations Act; or
- (g) is an Elected Director who ceases to be qualified as an Elected Director pursuant to the definition of Elected Director in Article 1.1.

18.6 **Chairperson of the Board**

The Board may elect one of their number as Chairperson and another as Deputy Chairperson and may decide the period for which that Chairperson and that Deputy Chairperson are to hold office as Chairperson and Deputy Chairperson respectively.

19. **Powers and Duties of the Board**

19.1 **General Powers**

- (a) The Company may exercise in any manner permitted by the Corporations Act any power which a public company limited by guarantee may exercise under the Corporations Act.
- (b) Subject to the Corporations Act and to any other provision of this Constitution, the business of the Company is managed by or under the direction of the Board, including, without limiting the generality of the foregoing:
 - i. establishing and managing the Member Services business referred to in Article 3;
 - ii. carry out all advocacy and representation for Grass Feed Cattle Producers in accordance with the provisions of this Constitution; and
 - iii. conduct all Member ballots, plebiscites, votes, elections and surveys in accordance with the provisions of this Constitution.
- (c) The Board may:
 - i. pay all expenses incurred in promoting and forming the Company;
 - ii. raise money in any way that it thinks fit (whether on the security of the Company's assets or not) and issue security for any other purpose, so long as it is done to further the Company's objects set out in Article 3;
 - iii. invest the Company's money in any manner, and for any period that it thinks fit, so long as it is done to further the Company's objects set out in Article 3;
 - iv. use and distribute the assets and income of the Company solely to further its

- objects set out in Article 3 and no portion shall be distributed directly or indirectly to the members of the Company except as genuine compensation for services rendered or expenses incurred on behalf of the Company; and
- v. exercise all such powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

19.2 Specific Powers

- (a) Any two Elected Directors have the right to refer any Policy proposal under consideration by the Board to the Policy Advisory Council for determination and in the event that the Policy Advisory Council does not approve of that Policy proposal, then the Board may refer that Policy issue to a Members Survey and in accord with the provisions of Article 10.2 (f) the majority vote of the Members in that Members Survey shall be binding upon the Board and the Policy Advisory Council.
- (b) The Board must conduct a Members Survey with respect to a proposed Policy if requisitioned to do so by the Policy Advisory Council pursuant to Article 17.6(c) iii and in accord with the provisions of Article 10.2 (f) the majority vote of Members in that Members Survey shall be binding on the Board and the Policy Advisory Council.
- (c) The Second Board shall within two years of being elected:
 - i. carry out a review of the Company's governance needs, which review may, at the absolute discretion of the Second Board, include a Member Survey to ascertain the views of the Members with respect to any Company governance needs that could be met through an increase in the number of Elected Directors on the Board; and
 - ii. following such review in accord with the provisions of Article 19.2 (c) i, prepare a document setting out arguments for and against an increase in the number of Elected Directors on the Board, and any recommendations to the Members about the size of the Board that the Second Board may wish to make as to either an increase of the number of Elected Directors on the Board or to retain the number of Elected Directors set out in Article 18.1 (c); and
 - iii. cause the document referred to in Article 19.2(c) ii to be emailed to the Members; and
 - iv. subject only to the requirement that after the First Elected Director is elected pursuant to Article 18.3(e) the number of additional Elected Directors elected by Members in both Register A and Register B must be equal, cause a Constitutional Plebiscite to be conducted, to determine whether the number of Elected Directors will be increased by at least 2 or another even number, and if so, by how many; and
 - v. if the majority of the Members in both Register A and Register B vote in favour of a specific even number of additional Elected Directors in accord with the provisions of Articles 5.1 and 10.2; then
 - vi. this Constitution shall be amended to reflect that additional number of Elected Directors provided always the total number of Elected Directors including the First Elected Director elected to the Board pursuant to Article 18.3(e) is an uneven number.
- (d) The Second Board shall within two years of being elected:
 - i. carry out a review of the 15 Regional Electorate boundaries taking into account any differing regional production methodologies and existing social and communication networks, which review may, at the absolute discretion of the Second Board, include a Member Survey to ascertain the views of the Members in each Regional Electorate about the appropriateness of the boundaries of the Regional Electorates for the purposes and objects of this Constitution; and
 - ii. if following that review the Second Board determines to recommend to Members that the boundaries of the 15 Regional Electorates be changed, prepare a document summarising the Second Board's recommended changes to the boundaries of the Regional Electorates and the Second Board's reasons for recommending those changes (including the outcome of any Members Survey with respect to any such recommended boundary changes in each of the Regions); and
 - iii. cause the document referred to in Article 19.2(d) ii to be emailed to the Members; and then
 - iv. cause a Constitutional Plebiscite to be conducted, to allow the Members to vote for or against a modification, amendment or variation of the Constitution in accord with the Second Board's recommendation; and
 - v. if the majority of the Members in both Register A and Register B vote in favour of the Second Board's recommended changes to the boundaries of the Regional Electorates in accord with the provisions of Articles 5.1 and 10.2; then
 - vi. this Constitution shall be amended to reflect the change to the boundaries of the Regional Electorates accordingly.

19.3 Regulations

- (a) Subject to Article 19.3(b), the Board may make Regulations from time to time consistent with this Constitution and may enact, alter, amend or repeal any such Regulations, provided however that these may be altered, amended or repealed by the Company in general meeting.
- (b) The Regulations set out in Schedules 1, 2 and 3 may only be altered, amended or repealed if the Members vote to do so in a Constitutional Plebiscite held in accord with the provisions of Article 5.1.

19.4 Attorneys

- (a) The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

19.5 Director Remuneration

- (a) The Directors will be paid such remuneration as is from time to time determined by the Board being an amount not exceeding (in aggregate for all Directors) \$750,000 per annum (or other such aggregate sum as maybe determined by the Members in general meeting).
- (b) Such remuneration will be divided or allocated between the Directors as the Board determines from time to time and will be deemed to accrue from day to day.
- (c) In addition to the remuneration referred in Article 19.5(a) the Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of the Company or otherwise in connection with the business of the Company.

19.6 Policy Advisory Councilor Remuneration

- (a) After the expiration of twelve Months following the election of the first Policy Advisory Council, the Policy Advisory Councilors who have not been elected to the Board will be paid such remuneration as is from time to time determined by the Board in an amount not less than half but not exceeding the aggregate amount being paid for all Directors pursuant to Article 19.5(a).
- (b) Such remuneration will be allocated between those Policy Advisory Councilors in equal shares.
- (c) In addition to the remuneration referred to in Article 19.6(a) those Policy Advisory Councilors who have not been elected to the Board may also be paid all traveling and other expenses properly incurred by them in attending and returning from meetings of the Policy Advisory Council or any committee of the Company or general meetings of the Company or otherwise in connection with the business of the Company.

19.7 Execution of Documents

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by:
 - i. two Directors;
 - ii. a Director and a Secretary; or
 - iii. a Director and another person appointed by the Directors for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by:
 - i. two Directors;
 - ii. a Director and a Secretary; or
 - iii. a Director and another person appointed by the Directors for that purpose.
- (c) The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Articles 19.7(a) or 19.7(b).
- (d) The Directors may resolve, generally or in a particular case, that any signature on certificates for securities of the Company may be affixed by mechanical or other means.
- (e) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner and by the persons as the Directors resolve.

19.8 Declaration of Interests

- (a) Any Director with any direct or indirect or proposed activity with the Company, or who holds any office or property whereby duties or interests might be created in conflict with the Director's duties or interest, must declare the fact and the extent of the conflict at a meeting of the Board in accordance with the Corporations Act.
- (b) A general Notice that a member of the Board is a member of, or officer of, a specific company or firm will be a sufficient declaration; and after such Notice is given by the Board member it will not be necessary to give any additional notice relating to any particular transaction with such company or firm.

- (c) Provided that the provisions of this Article 19.8 are complied with:
- i. a Director will not be disqualified, by virtue of his or her position as Director, from contracting with the Company either as vendor, purchaser or otherwise;
 - ii. any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested will not be void merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
 - iii. any Director who contracts with the Company or who is interested in a contract or arrangement with the Company will not be liable to account to the Company for any profit realised by any such contract or arrangement because the Director holds the position of Director, or because of the fiduciary relationship in existence between the Director and the Company.
- (d) The nature of the interest of the Director must be disclosed by him or her at a meeting of the Directors and the Secretary will record the disclosure in the minutes of the meeting. Such disclosure will be made at the meeting of the Directors during which entry into the contract or agreement is approved if the Director's interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his or her interest.
- (e) Any Director may vote in respect of any contract or arrangement in which he or she is interested and will be counted in the quorum of the meeting of Directors at which such contract or arrangement is considered, and may execute any document on behalf of the Company in respect of any contract as aforesaid, subject to Article 19.8.
- (f) A general Notice that a Director is a member of a specific company or firm and is to be regarded as interested in any contract or arrangement which may be made between that company or firm and the Company after the date of that Notice will be deemed to be a sufficient declaration of interest in relation to any contracts or agreements so made.

19.9 **Absence**

If any Director, without leave of the Board, is absent from three consecutive meetings of the Board of which regular Notice has been given, the Board may by resolution declare his or her office vacant whereupon such Director will cease to be a Director.

19.10 **Divisions**

The Board may create as many organisational accounting and/or administrative divisions of the Company as it thinks necessary for any purpose consistent with the objects of the Company.

20. **Alternate Directors**

- (a) An Elected Director may appoint any person approved by a majority of the Board to be an Alternate Director to act in the Elected Director's place whenever the Elected Director is unable to attend to duties as a Director either for a stated period or until the happening of a specified event provided that during that period the person is a Member. The appointment takes effect on approval by a majority of the other Directors or, where approval has been granted, at any later time specified in the appointment.
- (b) A Special Qualifications Director must not appoint an Alternate Director.
- (c) An Alternate Director is entitled to receive Notice of meetings of the Directors and, if the appointer is not present at such a meeting, is entitled to attend and vote in the appointer's stead.
- (d) An Alternate Director may exercise any powers that the appointer may exercise (except the power to appoint an Alternate Director), and the exercise of any such power by the Alternate Director will be deemed to be the exercise of the power of the appointer.
- (e) The appointment of an Alternate Director may be terminated at any time by the appointer giving Notice in writing signed by the appointer to the registered office of the Company or to a meeting of the Board notwithstanding that the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointer vacates office as a Director.
- (f) The appointment or the termination of an appointment of an Alternate Director must be in writing signed by the Director who makes or made the appointment and served on the Company at its registered office or given to a meeting of the Board.
- (g) An Alternate Director is an officer of the Company and not an agent of his or her appointing Director and is entitled to be reimbursed under Article 19.5(c) as if the Alternate Director were a Director.

21. **Proceedings of the Board**

21.1 **Meetings of Directors**

- (a) The Board may meet together either in person or by means of telephone or video conference or other

communications technology for the dispatch of business and adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

- (b) The Board will meet for the dispatch of business at least once every three Months at such time and place as it may appoint.

21.2 **Observers**

The Board is empowered to invite any person or persons, or body of persons, or Representative thereof to attend at any of its meetings and to participate in discussions at its meetings. Such persons will attend in the capacity of observers only and will have no voting rights at Board meetings.

21.3 **Quorum**

- (a) The quorum necessary for the transaction of the business of the Board is five Directors.
- (b) A Director who has made a declaration in accordance with Article 19.8 is to be counted in a quorum notwithstanding his or her interest.

21.4 **Resolutions of Directors**

- (a) Subject to any express provisions to the contrary contained in this Constitution, resolutions of Directors at Board meetings are passed by a simple majority of votes.
- (b) Subject to Article 19.8 and this Article 21.4, each Director has one vote on a matter arising at a meeting of the Board.
- (c) In determining the number of votes a Director has on a matter arising at a meeting of the Board:
 - i. where a person is present as a Director and an Alternate Director for another Director, that person has one vote as a Director and, subject to Article 20, one vote as an Alternate Director; and
 - ii. where a person is present as an Alternate Director for more than one Director, that person has, subject to Article 20, one vote for each appointment.
- (d) In the case of a tied vote on a resolution, whether on a show of hands or on a poll, the Chairperson of that meeting will be entitled to a second or casting vote.
- (e) All acts done by any meeting of the Board or by any Director will, notwithstanding that it is subsequently discovered that there was some defect in the appointment of any Directors, or persons acting as Directors, or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

21.5 **Chairperson**

The Chairperson (or in his/her absence the Deputy Chairperson) will preside at all meetings of the Board. If no Chairperson or Deputy Chairperson is in office or if the Chairperson or Deputy Chairperson is not present within fifteen minutes of the time appointed for holding a meeting, the Directors present will choose one of their number to be Chairperson of such meeting.

21.6 **Who Can Call a Meeting of Directors**

A Director may at any time, and the Secretary must upon the request of any Director, call a meeting of Directors.

21.7 **Notice of Meetings of Directors**

- (a) Notice of a meeting of Directors must be given to each Director and Alternate Director.
- (b) Not less than 7 days' notice of a meeting of Directors must be given unless all Directors and Alternate Directors (if applicable) agree otherwise.
- (c) A Director or Alternate Director may waive notice of a meeting of Directors by notice in writing to the Company to that effect.

21.8 **Competence**

A duly convened meeting of the Board at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions by or under this Constitution, for the time being vested in or exercisable by the Board generally.

21.9 **Delegation of power**

- (a) The Board may delegate any or its powers, or functions (not being duties imposed upon the Board

as Directors by the Corporations Act or the general law) to one or more Board committees consisting of such Directors as the Board thinks fit and may revoke that delegation. Any committee so formed will conform to any regulations that may be imposed by the Board and subject thereto will have power to co-opt any Director or Member, and each member of such committees will have one vote on resolutions put to that committee.

- (b) Each Board committee may at any time appoint one of their body being a Director to be chairperson of the committee and may remove or dismiss him or her from the office of chairperson of the committee provided that no such appointment will be for a fixed term but will be terminable at the will of the committee.
- (c) Each of such committees may meet and adjourn as it thinks proper and questions arising at any meeting of the committee will be determined by a majority of votes of the members of the committee present, and in the case of a tied vote the chairperson of the committee will have a casting vote.
- (d) All acts done by a member of a committee of the Board, or by any person acting as a Director, will notwithstanding that it is subsequently discovered that they or any of them were disqualified be as valid as if every such person was qualified to be a member of that committee or a Director (as the case may be).
- (e) Nothing in this Article 21.9 limits the power of the Board to delegate.

21.10

Written Resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if all Directors, or a majority of the Directors (where Notice of the resolution has been given to all Directors) who are entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board), assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document referred to in Article 21.10(a) may be used for assenting to by the Directors if the wording of the resolution and the statement is identical in each copy.
- (c) A Director may signify assent to a document under this Article 21.10 by signing the document or by notifying the Secretary of the assent of the Director:
 - i. in a manner permitted by Article 27.4; or
 - ii. by any technology including telephone.
- (d) The resolution is passed when the last Director, or the last of the Directors constituting a majority (as applicable), has assented to the document.
- (e) Where a Director signifies assent to a document under Article 21.10(c) other than by signing the document, the Director must by way of confirmation sign the document before or at the next meeting of the Board attended by that Director.
- (f) The resolution the subject of a document under Article 21.10(a) is not invalid if a Director does not comply with Article 21.10(e).

21.11

Minutes of meetings of Directors

- (a) The Board will cause minutes to be duly entered in books provided for the purpose:
 - i. of the names of the Directors present at each meeting of the Board and of any committee of the Board, and of all declarations made by Directors in accordance with the provisions of the Corporations Act;
 - ii. of all orders made by the Board and committees of the Board; and
 - iii. of all resolutions and proceedings of general meetings of the Company, and of meetings of the Board and committees of the Board.
- (b) Subject to the Corporations Act, any such minutes of any meeting of the Board or of any committee of the Board or of any general meeting of the Company will be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting of the Board, the committee of the Board, or the general meeting of the Company (as the case may be) after the minutes have been read to and approved by the Board, the committee of the Board, or by the Members (as the case may be) at such next succeeding meeting. Such approval and signing by the chairperson will be conclusive evidence without any further proof of the matters stated in such minutes.

22.

Secretary

22.1

Appointment

- (a) The Board may appoint one or more Secretaries, for any period and on any terms (including as to

remuneration) as the Board resolves.

(b) Subject to any agreement between the Company and a Secretary, the Board may remove or dismiss a Secretary at any time, with or without cause.

(c) The Board may revoke or vary the appointment of Secretary.

22.2

Role

The Secretary will conduct and record the correspondence of the Board, and will give Notice of and compile an agenda paper for all meetings of the Company and the Board respectively, and enter minutes of the names of Members or Directors present (as the case may be), and of all resolutions and proceedings of such meetings respectively in a minute book, and will keep Registers of Members in accord with Article 10.1 and will file all forms required by the Corporations Act, and will preserve the papers and documents of the Company and perform all of the duties usually appertaining to the office of Secretary of a company.

23. Chief Executive Officer

23.1. Appointment and Removal

(a) The Board may appoint a Chief Executive Officer of the Company, for any period and on any terms (including as to remuneration) as the Board resolves.

(b) Subject to any agreement between the Company and a Chief Executive Officer, and without prejudice to any other Article in this Constitution, the Board may remove or dismiss a Chief Executive Officer at any time, with or without cause.

23.2. Remuneration

The Chief Executive Officer will, subject to the terms of any agreement with the Company, receive such remuneration as determined by the Board.

23.3. Delegation of Powers

(a) The Board may at any time withdraw, vary or suspend any of the powers delegated to the Chief Executive Officer.

(b) The Board may delegate to the Chief Executive Officer any of the powers exercisable by them (including the power to delegate), upon such terms and conditions and with such restrictions as they think fit.

(c) Any power delegated may be concurrent with, or be to the exclusion of, the powers of the Board. Giving powers to the Chief Executive Officer does not prevent the exercise of those powers by the Board.

(d) A Chief Executive Officer must exercise the powers delegated to him in accordance with any directions of the Board and this Constitution.

(e) The exercise of a delegated power by a Chief Executive Officer is as effective as if the Board exercised the power.

24. Books of Accounts

24.1 Books of account

The Board must cause proper books of account, which comply with acceptable accounting standards, to be kept of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and of the property, receipts and liabilities of the Company.

24.2 Inspection

(a) The books of account of the Company will be kept at the registered office of the Company, or at such other place or places as the Board thinks fit, and will be open at reasonable times during office hours for inspection by any Director.

(b) The Board will from time to time determine whether and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them will be open for inspection by Members.

(c) A Member will have such right to inspect any account or book or document of the Company as may be conferred by statute or authorized by the Board or by the Company in general meeting, and subject

in all cases to reasonable restrictions as to the time and manner of inspection, and the use and preservation of confidentiality in accordance with all laws of the information contained in such accounts, books or documents inspected.

- (d) At the annual general meeting of the Company held in each year the Board will lay before the Company relevant financial and accounting information according to common practice and law, for the period since the date of the last preceding financial statement.

25. Audit

The Company must appoint a properly qualified auditor, whose duties must be regulated in accordance with the Corporations Act.

26. Seal

The Board will provide for safe custody of the Seal, and the Seal must not be used except by the authority of the Board.

27. Notices

27.1 Member address details

Every Member and every person entitled under this Constitution to vote at general meetings of the Company will leave in writing at the registered office of the Company:

- (a) a place of address within Australia to be registered as the Member's place of residence for the purpose of the Corporations Act and this Constitution. In default of the Member so doing, the registered office of the Company will be deemed to be the Member's place of residence and registered address for these purposes; and
- (b) an email address for the purposes set out in Articles 9.1 and 9.3; and
- (c) any other facsimile or electronic address that the Member chooses to provide to the Company for the purposes of Article 27.

27.2 Notice to Members

- (a) The Company may give Notice to a Member:
 - i. in person;
 - ii. by leaving it at or sending it by pre-paid post to the address of the Member in the Register or the Member's deemed place of residence as determined pursuant to Article 27.1 or the alternative address (if any) nominated in writing by that Member;
 - iii. by sending it by facsimile, email or other electronic transmission to the Member's registered facsimile number, email address or other electronic address notified in writing by the Member to the Company in accord with the provisions of this Constitution; or
 - iv. by any other means permitted by the Corporations Act.
- (b) Subject to the Corporations Act, a Notice to a Member is sufficient, even if:
 - i. the Member is expelled; or
 - ii. that Member is an externally administered body corporate,and regardless of whether or not the Company has Notice of that event.
- (c) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

27.3 Notice to Directors

The Company may give Notice to a Director or Alternate Director:

- (a) in person;
- (b) by sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person;
- (c) by sending it to the fax number or electronic address (if any) nominated by that person:
or
- (d) by any other means agreed between the Company and that person.

27.4

Notice to the Company

- (a) A person may give Notice to the Company:
 - i. by leaving it at the registered office of the Company;
 - ii. by sending it by post to the registered office of the Company;
 - iii. by sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
 - iv. by sending it to the email or other electronic address (if any) nominated by the Company for that purpose; or
 - v. by any other means permitted by the Corporations Act.

27.5

Time of Service

- (a) A Notice sent by post to an address within Australia is taken to be given:
 - i. in the case of a Notice of meeting, one Business Day after it is posted; or
 - ii. in any other case, at the time at which the Notice would be delivered in the ordinary course of post.
- (b) A Notice sent by email or fax is taken to be given on the Business Day it is sent, provided that, in the case of a fax, the sender's transmission report shows that the whole Notice was sent to the correct fax number.
- (c) A Notice sent to an electronic address is taken to be given on the date it is sent unless a delivery failure message is received by the Company.
- (d) If the Corporations Act permits a Notice of meeting to be given to a Member by notifying the Member (using the nominated notification means of that Member):
 - i. that the Notice of meeting is available; and
 - ii. how the Member may use the nominated access means of that Member to access the Notice of meeting,

the Notice of meeting is taken to be given on the Business Day after the day on which the Member is notified that the Notice of meeting is available.
- (e) The giving of a Notice by post, air-mail or air courier is sufficiently proved by evidence that the Notice:
 - i. was addressed to the correct address of the recipient; and
 - ii. was placed in the post or delivered to the air courier.
- (f) A certificate by a Director or Secretary of a matter referred to in Article 27.5(e) is sufficient evidence of the matter, unless it is proved to the contrary.
- (g) In respect of Members being natural persons, any Notice or document delivered or sent in accordance with this Article 27 to a Member pursuant to this Constitution will notwithstanding that such Member be then deceased and, whether or not the Company has Notice of his death, be deemed to have been duly served in respect of such Member and such service will for all purposes of this Constitution be deemed a sufficient service of such Notice or document on his executors or administrators.

27.6

Signatures

The Directors may decide, generally or in a particular case, that a notice by the Company be signed by mechanical or other means.

28.

Indemnity and Insurance

- (a) To the extent permitted by law, the Company must indemnify each Relevant Officer against:
 - i. a Liability of that person; and
 - ii. Legal Costs of that person.
- (b) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (c) To the extent permitted by law, the Company may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:
 - i. a Liability of that person; and
 - ii. Legal Costs of that person.

- (d) To the extent permitted by law, the Company may enter into an agreement or deed with:
- i. a Relevant Officer; or
 - ii. a person who is, or has been an officer of the Company or a subsidiary of the Company,

under which the Company must do all or any of the following:

- iii. keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
- iv. indemnify that person against any liability of that person;
- v. make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
- vi. keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance)

Schedule 1

Regulations for election of Policy Advisory Councilors and Elected Directors

1. Definitions and interpretation

1.1. Definitions

In these regulations, unless otherwise defined words defined in Article 1.1 of the Constitution of the Company have the same meaning in these regulations. In addition, unless the context otherwise requires:

Ballot Papers means and includes electronic ballot papers prepared for a Policy Advisory Council Election Ballot or a Director Election Ballot.

Cross Register Popularity Index Number has the same meaning as that term has in Article 1.1 of the Constitution.

Director Election Ballot means any election of Elected Directors carried out in accord with the provisions of Article 18.3 of the Constitution.

Election Administrator means the Australian Electoral Commission, or any other independent organisation that is responsible for administering elections, nominated by the Board to conduct a vote, ballot or election pursuant to this Constitution.

Election Ballot means a Director Election Ballot or a Policy Advisory Council Election Ballot, as the context requires.

Eligible Candidate means an Eligible Board Candidate or an Eligible Policy Advisory Council Candidate, as the context requires.

Election Score (ES) for the purposes of Director Election Ballots means:

- (a) for the purposes of Register A the number of votes received from the Members in Register A calculated by applying the Preference Index; and
- (b) for the purposes of Register B the number of votes received from the Members in Register B after multiplying the Preference Index by the Levy Index.

First Elected Director has the same meaning as that term has in Article 1.1 of the Constitution.

Hat Ballot means the procedure commonly known as drawing names from a "hat".

Levy Index (LI) means the Members' voting entitlement for Register B calculated in accord with the provisions of Article 10.2(b) of the Constitution.

Policy Advisory Council Election Ballot means any election of Policy Advisory Councilors conducted in accord with the provisions of Article 17.3 of the Constitution.

Preference Index (PI) means the votes received by each Eligible Board Candidate from the Members in Register A when the most preferred candidate of seven Eligible Board Candidates who receives the number 1 next to their name on the Ballot Paper receives a PI of 7, the second most preferred Eligible Board Candidate who receives the number 2 next to their name on the Ballot Paper receives a PI of 6, with each subsequent Eligible Board Candidate in order of preference PI number reducing by 1 with the Eligible Candidate with the number 7 next to their name receiving a PI of 1.

Preference Vote means a vote cast by a Member in an Election Ballot in accord with the provisions of these Regulations and this Constitution.

Preference Voting means:

- (a) in the case of a Policy Advisory Council Election Ballot, voting on a Ballot Paper for the nominated Eligible Policy Advisory Council Candidates in consecutive order of preference with the Member placing the number 1 against the name of the Member's most preferred Eligible Policy Advisory Council Candidate and placing the number 2 against the name of the next most preferred Eligible Policy Advisory Council Candidate and placing ascending

consecutive numbers against the names of all other Eligible Policy Advisory Council Candidates in the order of preference for each such candidate; and

- (b) in the case of a Director Election Ballot, voting on a Ballot Paper in consecutive order of preference for seven Eligible Board Candidates from a potential number of up to 15 Eligible Board Candidates who have nominated for election as Elected Directors in any Director Election Ballot, with the Member placing the number 1 against the name of the Member's most preferred Eligible Board Candidate and placing the number 2 against the name of the next most preferred Eligible Board Candidate and placing ascending consecutive numbers against the names of all other Eligible Board Candidates up to a maximum of seven in the order of preference for each such candidate, in the manner described in the Table A Example below.

Table A Example

15 Candidates	J	K	L	M	N	O	P	Q	R	S	T	W	X	Y	Z
Voter (V) selection order	3	2		1		5			4			6		7	

Register A Popularity Index Number means the number that represents the preference position that each Eligible Board Candidate received in Register A from all Members voting in an Election Ballot with the Eligible Board Candidate who received the most votes having a Register A Popularity Register Index Number of 1 and there-after each Eligible Board Candidate's Register A Popularity Index Number will be equal to the position out of 7 that they came in the Election Ballot with the Eligible Board Candidate who received the least votes of the seven Eligible Board Candidates having a Register A Popularity Index Number of 7.

Register B Popularity Index Number means the number that represents the preference position that each Eligible Board Candidate received in Register B from all Members voting in an Election Ballot with the Eligible Board Candidate who received the most votes having a Register B Popularity Index Number of 1 and there-after each Eligible Board Candidate's Register B Popularity Index Number will be equal to the position out of 7 that they came in the Election Ballot with the Eligible Board Candidate who received the least votes out of the seven Eligible Board Candidates having a Register B Popularity Index Number of 7.

1.2. Interpretation

In these regulations, unless the contrary Intention appears:

- (a) clause means each of clauses 1 to 10 in these regulations;
- (b) headings and bold text are for convenience only and do not affect the interpretation of these regulations;
- (b) words importing a gender include every other gender;
- (c) words importing the singular include the plural and vice versa;
- (d) words used to denote persons generally or imparting a natural person includes any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
- (e) a reference to a person Includes that person's successors and legal personal Representatives;
- (f) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulation, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
- (g) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

2. Voting papers for Election Ballots

- (a) At the expiration of the time for receiving nominations pursuant to the Constitution of the Company, the Secretary or Election Administrator will prepare a list in alphabetical order containing the names of all Eligible Candidates who nominate for election as an Elected Director pursuant to Article 18 of the Constitution or as a Policy Advisory Councilor pursuant to Article 17 of the Constitution, as the case may be.
- (b) If the number of nominations received by the close of nominations is equal to, or less than the number of vacancies to be filled at the election:
 - i. the Secretary or Election Administrator will declare each of the Eligible Candidates elected at the next annual general meeting and at the annual general meeting call for nominations by the Members to fill the vacancies;
 - ii. the Company may by resolution at the annual general meeting fill any interim vacancies for the office of Elected Director by electing an Eligible Board Candidate as an Elected Director or the office of Policy Advisory Council by electing an Eligible Policy Advisory Council Candidate for the relevant Regional Electorate.
- (c) If the number of nominations received by the close of nominations is more than the number of vacancies to be filled at the election, an Election Ballot will be conducted in the following manner:
 - i. one month prior to the date of the election the Secretary or Election Administrator will send each Member a Ballot Paper including:
 - (A) a statement of the number of vacancies to be filled at the elections;
 - (B) the names of all duly nominated candidates in alphabetical order;
 - (C) two envelopes comprising:
 - (i) an outer envelope marked "Ballot Paper" and addressed to the Secretary or Election Administrator; and
 - (ii) an inner envelope incorporating on its outside, provision for the voter to write the voter's name and address and sign;
 - ii. a Member wishing to vote will mark the Ballot Paper by inserting numbers against the names of preferred candidates in accordance with either clause 4(a) below or clause 5(a) below, as the case may be. If a Member does not vote electronically on the Company's website, the Member is required to:
 - (A) place the Ballot Paper inside and seal the inner envelope;
 - (B) legibly write the Member's name and address and sign the outside of the inner envelope;
 - (C) place the inner envelope without any other matter in the outer envelope;
 - (D) seal the outer envelope; and
 - (E) send the sealed outer envelope to the Secretary or Election Administrator;
 - iii. all formal Ballot Papers received by the Secretary or Election Administrator not later than 5pm (Sydney time) on the 14th day after the date of posting by the Company of the Ballot Paper to the Member will be counted in the election;
 - iv. after the Election Ballot is closed, the Secretary or Election Administrator will:
 - (A) take reasonable steps to satisfy himself or herself regarding the integrity of the Election Ballot;
 - (B) eliminate any invalid or informal votes; and
 - (C) count the valid Election Ballot votes.
- (d) Non receipt of a voting paper by any Member will not invalidate the Election Ballot.

3. Informal votes

A voting paper will be declared informal if it:

- (a) does not indicate a vote using consecutive numbering for each of the candidates either in accordance with clause 4(a) below or clause 5(a) below, as the case may be;
- (b) is contained in an inner envelope which is not completed; or

- (c) is ambiguous or otherwise not in accordance with these Regulations or the Constitution of the Company.

4. Procedures for counting votes in Policy Advisory Council Election Ballots

- (a) At each Policy Advisory Council Election Ballot occurring with respect to a Regional Electorate each Member who is entitled to vote in that Regional Electorate can cast Preference Votes against the names of the Eligible Policy Advisory Council Candidates that appear on the Ballot Paper. Members are required to mark their Ballot Paper with consecutive numbers from one to a number equal to the number of candidates shown on the Ballot Paper. For example, if there are four candidates shown on the Ballot Paper, the Member is required to mark their Ballot Paper with consecutive numbers from one to four.
- (b) Each Eligible Policy Advisory Council Candidate that appears on the Ballot Paper is allocated a number of points equal to the numerical Preference Vote in the following manner:
- i. a first preference vote is counted as the number of points equal to the number of candidates;
 - ii. a second preference vote is counted as the number of points equal to the number of candidates, minus one;
 - iii. a third preference vote is counted as the number of points equal to the number of candidates, minus two;
 - iv. a fourth preference vote is counted as the number of points equal to the number of candidates, minus three;
 - v. a fifth preference vote is counted as the number of points equal to the number of candidates, minus four;
 - vi. a sixth preference vote is counted as the number of points equal to the number of candidates, minus five; and
 - vii. so on.
- (c) All the points are tallied for each Eligible Policy Advisory Council Candidate.
- (d) The Eligible Policy Advisory Council Candidates are ranked in order of total points received from the most points to the least points, so that the Eligible Policy Advisory Council Candidate with the most number of points receives a Preference Index number equal to the total number of candidates shown on the Ballot Paper and will be elected to the Policy Advisory Council as the representative of that Regional Electorate in accord with the terms of the Constitution and these Regulations.

5. Procedure for counting votes in Director Election Ballots in Registers A and B

- (a) At each Director Election Ballot each Member who is entitled to vote in the Director Election Ballot can cast Preference Votes against the names of the Eligible Board Candidates that appear on the Ballot Paper. Members are required to mark their Ballot Paper with consecutive numbers from one to seven.
- (b) Each Eligible Board Candidate is allocated a number of points equal to the numerical Preference Vote in the following manner:
- i. a first preference vote is counted as seven points;
 - ii. a second preference vote is counted as six points;
 - iii. a third preference vote is counted as five points;
 - iv. a fourth preference vote is counted as four points;
 - v. a fifth preference vote is counted as three points;
 - vi. a sixth preference vote is counted as two points; and
 - vii. seventh preference vote is counted as one point.
- (c) All the points are tallied for each Eligible Board Candidate.
- (d) The Eligible Board Candidates are ranked in order of total points received from the most points to the least points, so that the Eligible Board Candidate with the most number of points receives a Preference Index number of 7. The Eligible Board Candidate with the second highest number of points receives a Preference Index number of 6. The Eligible Board Candidates with the next highest number of points in descending order from third highest points to seventh highest points will receive the corresponding Preference Index numbers from 5 to 1.
- (e) For the purposes of Director Election Ballots the seven Eligible Board Candidates with the highest Election Scores in both Register A and Register B in any Director Election Ballot will be elected to the Board.

- (f) The following Table B Example shows the Preference Voting System and the application of the Preference Index (PI), the Levy Index (LI) and the Election Score (ES).

Table B Example:

Voter "V" (Member with a Levy Index (LI) of 5), receives a Ballot Paper and applies the Preference Voting System by listing seven preferred Eligible Board Candidates from the potential 15 Eligible Board Candidates in order of preference from 1 to 7 – with 1 being the most preferred candidate and 2 representing the second most preferred candidate etc., down to 7.

The Election Score (ES) for Register A is determined by multiplying the preference vote number next to each Eligible Board Candidate's name by the Preference Index (PI) number. The Election Score (ES) for Register B is determined by multiplying the Election Score (ES) for Register A by the Member's Levy Index (LI) number.

15 Eligible Candidates	J	K	L	M	N	O	P	Q	R	S	T	W	X	Y	Z
Voter (V) selection order	3	2		1		5			4			6		7	
Apply PI to calculate ES for Register A	5	6		7		3			4			2		1	
Apply LI (x5) to calculate ES for Register B	25	30		35		15			20			10		5	

- (g) For the purposes of selecting the First Elected Director pursuant to Article 18.3 (e) of the Constitution, the Eligible Board Candidate in any Director Election Ballot that receives the lowest Cross Register Popularity Index Number will be the First Elected Director.
- (h) The following Table C Example shows the application of the Cross Register Popularity Index Number. Under the Table C Example, candidate M achieves the lowest Cross Register Popularity Index Number and would therefore be the First Elected Director in accord with the provisions of Article 18.3(e).

Table C Example:

Candidates	J	K	M	O	R	W	Y
Apply PI to calculate ES for Register A	5	6	7	3	4	2	1
Register A Popularity Index Number	3	2	1	5	4	6	7
Apply LI (x5) to calculate ES for Register B	25	30	35	15	20	10	5

Register B Popularity Index Number	3	2	1	5	4	6	7
Cross Register Popularity Index Number	6	4	2	10	8	12	14

6.1. Tied votes- Register A

- (a) If, when the points are tallied together pursuant to Clause 5, two or more candidates have the same number of points on Register A, the candidate who has the highest number of first preference votes on Register A will be deemed to have the highest Election Score in Register A.
- (b) If, pursuant to the procedure in Clause 6.1(a), two or more candidates have the same number of first preference votes on Register A, the candidate who has the most second preference votes on Register A will be deemed to have the highest Election Score in Register A.
- (c) If the procedure in Clause 6.1(b) fails to determine a tie between candidates, the provisions in Clause 6.1(b) apply *mutatis mutandis* so that if two or more candidates have the same number of subsequent preference votes on Register A, the candidate who has the most subsequent preference votes will be deemed to have the highest Election Score in Register A.
- (d) If, pursuant to the procedure in Clause 6.1(c), two or more candidates have the same number of seventh preference votes on Register A, the Secretary or Election Administrator will determine the candidate deemed to have the highest Election Score in Register A by Hat Ballot.

6.2. Tied votes- Register B

- (a) If, when the points are tallied together pursuant to Clause 5, two or more candidates have the same number of points on Register B, the candidate who has the highest number of first preference votes on Register B will be deemed to have the highest Election Score in Register B.
- (b) If, pursuant to the procedure in Clause 6.2(a), two or more candidates have the same number of first preference votes on Register B, the candidate who has the most second preference votes on Register B will be deemed to have the highest Election Score in Register B.
- (c) If the procedure in Clause 6.2(b) fails to determine a tie between candidates the provisions in Clause 6.2(b) apply *mutatis mutandis* so that if two or more candidates have the same number of subsequent preference votes on Register B, the candidate who has the most subsequent preference votes will be deemed to have the highest Election Score in Register B.
- (d) If, pursuant to the procedure in Clause 6.2(c), two or more candidates have the same number of seventh preference votes on Register B, the Secretary or Election Administrator will determine the candidate deemed to have the highest Election Score in Register B by Hat Ballot.

6.3. Tied votes-election of First Elected Director

If during the selection of the First Elected Director under Article 18.3(e) of the Constitution of the Company, in accord with Clause 5(g) of these regulations, two or more candidates have the same Cross Register Popularity Index Score when the Register A Popularity Index Number and the Register B Popularity Index Number are added together, the Secretary or Election Administrator will determine the candidate deemed to have the lowest Cross Register Popularity Index Number by Hat Ballot.

7. Retention of Ballot Papers and envelopes

The Secretary or Election Administrator will hold the voting papers for two Months after the result of the election is declared, after which they may be destroyed.

8 Duplicate Election Ballot material

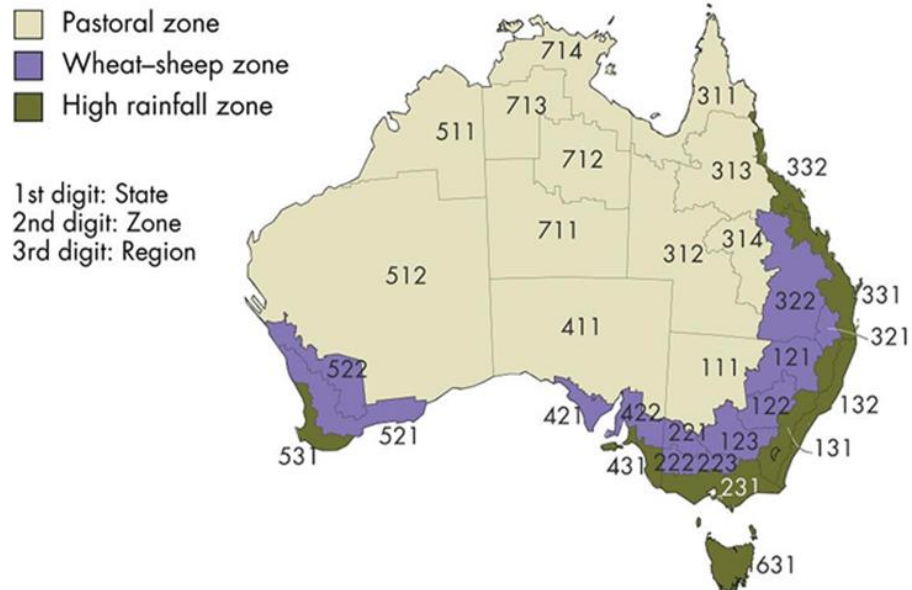
- (a) Applications for duplicate Election Ballot material may be made by Members who have not received the Election Ballot material issued to them or have lost or spoilt that material.
- (b) Applications by a Member under Clause 8(a) must:
 - i. be made in writing;
 - ii. be received by the Secretary or Election Administrator before the close of the Election Ballot;
 - iii. set out the reason for the application and, if practical, be accompanied by any available evidence of the loss, destruction or spoiling of the material; and
 - iv. contain a declaration to the effect that:
 - (A) the Member has not voted in the Election Ballot; and
 - (B) if the Member receives the original material after the declaration, the Member will destroy it or return it to the Secretary or Election Administrator unmarked.

9 Eligible Candidates' statements

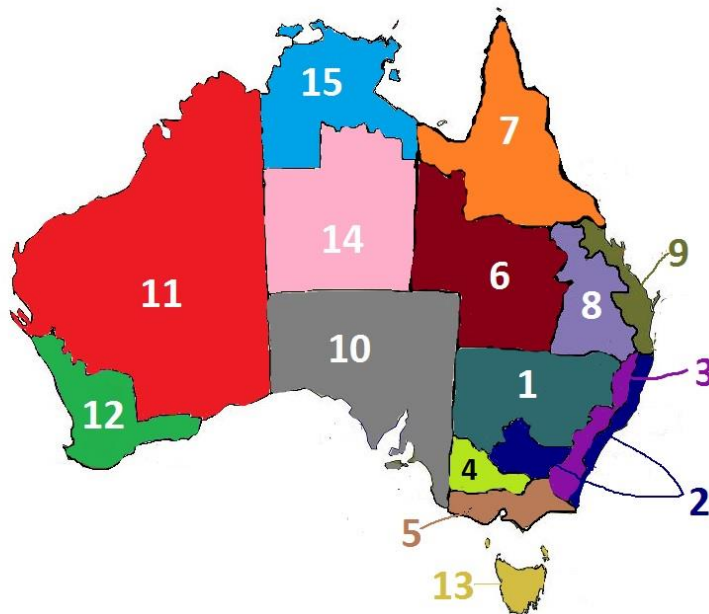
- (a) Eligible Candidates may prepare statements in support of their candidacy for distribution by the Secretary or Election Administrator with the Election Ballot material.
- (b) An Eligible Candidate wishing to submit a statement for distribution by the Secretary or Election Administrator must lodge the statement with the nomination and consent to nomination form.
- (c) Statements lodged pursuant to Clause 10(a) should state the Eligible Candidate's experience and qualifications in no more than 100 words.
- (d) The Secretary or Election Administrator must examine the Eligible Candidates' statements to ensure that they comply with these Regulations and ask Eligible Candidates to amend any statements that are not compliant.
- (e) The Secretary or Election Administrator may declare any Eligible Candidate's statement that does not comply with this Clause 10, ineligible for distribution with the Election Ballot material.

Schedule 2
THE 15 REPRESENTATIVE REGIONS

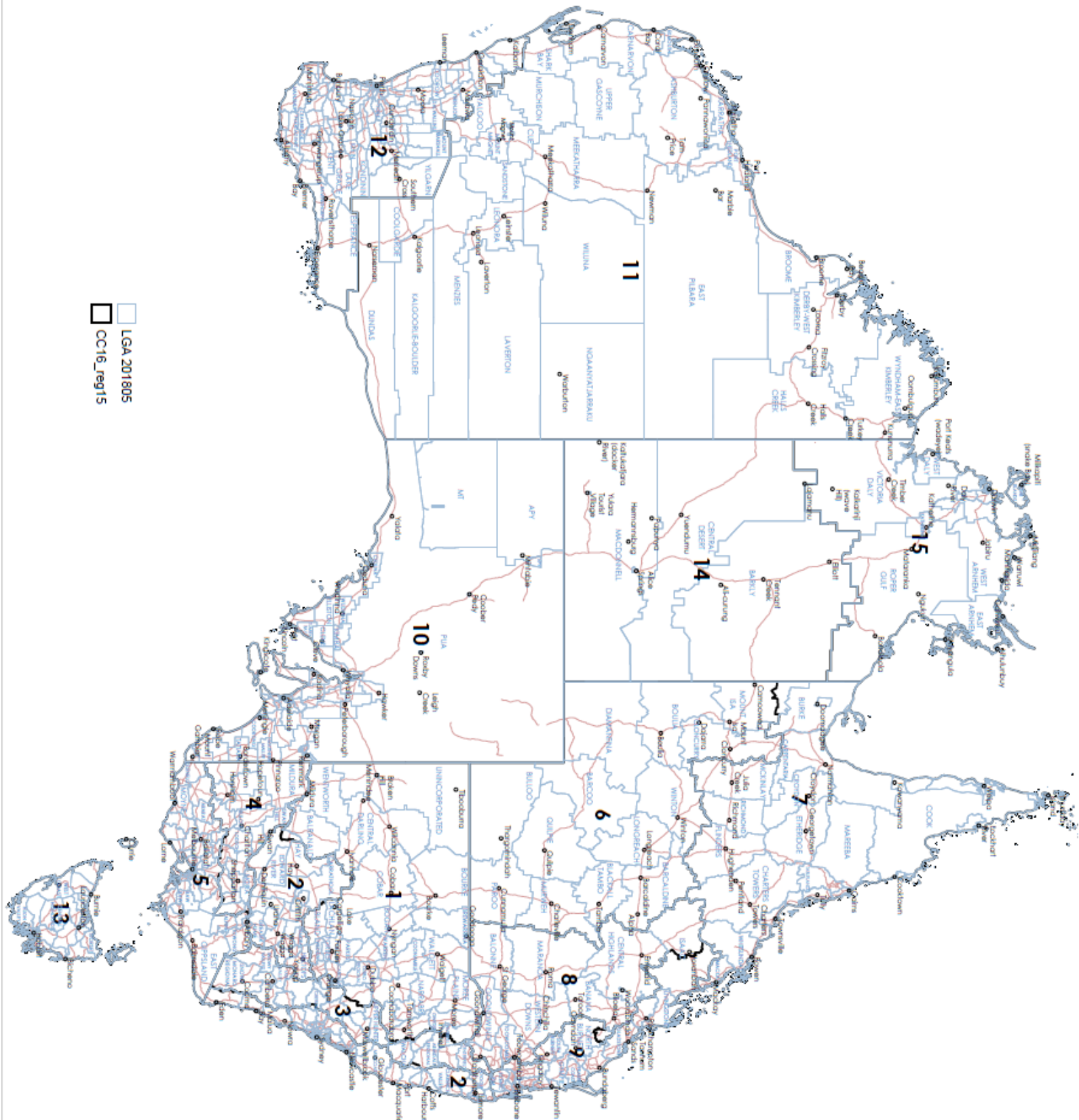
32 ABARE... Australian broadacre zones and regions



The 15 regions



The 15 Regions Overlaid on Shire Maps:



ABARE

State/Zone

/Region

Name

CPA Region

111	NSW: Far West	1
121	NSW: North West Slopes and Plains	
122	NSW: Central West	
123	NSW: Riverina	2
132	NSW: Coastal	
131	NSW: Tablelands (Northern Central and Southern)	3
221	VIC: Mallee	4
222	VIC: Wimmera	
223	VIC: Central North	
231	VIC: Southern and Eastern Victoria	5
314	QLD: Charleville - Longreach	6
312	QLD: West and South West	
311	QLD: Cape York and the Queensland Gulf	7
313	QLD: Central North	
332	QLD: North Queensland Coastal - Mackay to Cairns	
322	QLD: Darling Downs and Central Highlands of Queens	8
321	QLD: Eastern Darling Downs	
331	QLD: South Queensland Coastal - Curtis to Moreton	9
411	SA: North Pastoral	10
421	SA: Eyre Peninsula	
422	SA: Murray Lands and Yorke Peninsula	
431	SA: South East	
511	WA: The Kimberly	11
512	WA: Pilbara and the Central Pastoral	
521	WA: Central and South Wheat Belt	12
522	WA: North and East Wheat Belt	
531	WA: South West Coastal	
631	TAS: Tasmania	13
711	NT: Alice Springs Districts	14
712	NT: Barkly Tablelands	
713	NT: Victoria River District - Katherine	15
714	NT: Top End Darwin and the Gulf of Northern Territory	

Abbreviation Key: CPA means the Company

Schedule 3

BOARD AND POLICY ADVISORY COUNCIL ELECTION AND RESIGNATION TABLE

The timetable for Policy Advisory Council and Board elections shall be as follows:-

1. the Initial Board shall comprise all the members of the first Policy Advisory Council elected in accord with the provisions of Article 17 for the first year after those members are first elected to the Policy Advisory Council;
2. the Second Board shall be elected in accord with the provisions of Article 18.1 (d) one year after the first Policy Advisory Council is elected in accord with the provisions of Article 17;
3. Board election will be held every 4 years after the election of the Second Board;
4. the 8 Policy Advisory Councilors who are not elected to the Second Board shall resign 3 years after their initial election;
5. The 7 Policy Advisory Councilors who are elected to the Second Board will resign from the Policy Advisory Council four months prior to the election of the Board subsequent to the Second Board but shall continue to sit as Board members until a new Board is elected, and thereafter;
6. the 8 Policy Advisory Councilors not elected to the Board at the previous Board election will resign four years they were last elected;
7. the 7 Policy Advisory Councilors who were elected to the Board at the previous Board election and the Board will resign four months prior to the expiration of four years from when they were last elected to the Board; and
8. Board elections will be held at the expiration of four years after the previous Board election.

The table below sets out by way of example the application of the principles set out above by way of example based on the presumption that the first 15 person Policy Advisory Councilors were elected in October 2018. If the first elected Policy Advisory Council is elected in a different month and date than October 2018 then the subsequent election and resignation dates shall be deemed to occur the same number of months after that different month and date as is specified in the Board and Policy Advisory Council election and resignation table below.

Abbreviation Key:

CPA means the Company

Non CPA means those Policy Advisory Councilors that have not been elected to the CPA Board

CPA means those Policy Advisory Councilors that have been elected to the CPA Board

<u>15 POLICY ADVISORY COUNCILORS</u>			<u>7 ELECTED BOARD MEMBERS</u>		
Number – Resignation Date --- Election Date			Number - Resignation Date – Election Date		
15		October 2018			
			7		October 2019
8	Non CPA	October 2021			October 2021
7	CPA	October 2023			July 2023
			7	October 2023	October 2023

8	Non CPA	October 2025	October 2025		
7	CPA	October 2027	July 2027		
				7	October 2027 October 2027
8	Non CPA	October 2029	October 2029		
7	CPA	October 2031	July 2031		
				7	October 2031 October 2031
8	Non CPA	October 2033	October 2033		
7	CPA	October 2035	July 2035		
				7	October 2035 October 2035

From October 2035 ballots will continue to be held for the election of Non CPA and CPA Policy Advisory Councilors to the Policy Advisory Council and the election of Eligible Candidates to the Board as near as practical to a date which is 4 years after the previous election ballot date for each of those Non CPA and CPA Policy Advisory Council and Board.