CONSTITUTION
OF
HEREFORDS AUSTRALIA LIMITED

ACN 121 714 332

ABN 86 121 714 332

A company limited by guarantee

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Preliminary

1. Name of the company

The name of the company is Herefords Australia Limited (the **company**).

2. Type of company

The **company** is a public company limited by guarantee.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than $10.00 (the guarantee) to the property of the company if the company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

(a) debts and liabilities of the company incurred before the member stopped being a member, or
(b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 76 and 78.

Purposes and powers

6. Purpose

6.1 The company's purpose is:

(a) To promote the general integrity, genetic integrity, commercial and non-commercial benefits, popularity and general advancement of Hereford cattle and Hereford-based cattle in Australia.
(b) To establish and maintain the authoritative Herdbook for the Hereford cattle breed in Australia.
(c) To maintain pedigrees, genetic information and performance records needed for the advancement of Hereford cattle and Hereford-based cattle in Australia.
(d) To assist and increase members' ability to develop and produce world leading Hereford cattle and Hereford-based cattle, reproductive genetic material, beef and animal by products.
(e) To carry on any business and conduct any activities that the Directors see as necessary, helpful or incidental to furthering the other purposes of the Company.

7. Powers

Subject to clause 8, the company has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

(a) the powers of an individual, and
(b) all the powers of a company limited by guarantee under the Corporations Act.

8. Not-for-profit

8.1 The company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 75.

8.2 Clause 8.1 does not stop the company from doing the following things, provided they are done in good faith:

(a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company, or

(b) making a payment to a member in carrying out the company's purpose(s) provided it is in the normal course of business, made in good faith and on reasonable commercial terms.

Amending the constitution

9. The members may amend this constitution by passing a special resolution.

Members

10. Classes of membership

10.1 The company has the following classes of membership:

(a) ordinary members,

(b) life members,

(c) honorary members, and

(d) youth members.

10.2 Members other than honorary members are entitled to register animals on the company's Herdbook in accordance with the regulations.

11. Life membership

11.1 If, in the opinion of the directors, a member has made a significant contribution to the company or to the Hereford breed in Australia, the directors may nominate that person as a life member of the company.

11.2 A person nominated under rule 11.1 becomes a life member of the company on the later to occur of:

(a) the person consenting in writing to be a life member; and

(b) the nomination being approved by an ordinary resolution of members at a general meeting.

11.3 A person who was a life member prior to the adoption of this constitution remains a life member notwithstanding they were not admitted pursuant to clause 11.2.

11.4 A life member has all of the obligations, rights and privileges of membership of the company.

12. Honorary membership

12.1 If, in the opinion of the directors, a person, not being a member of the company, has made a significant contribution to the company or to the Hereford breed in Australia, the directors may nominate that person as an honorary member of the company.

12.2 A person nominated under rule 12.1 becomes an honorary member of the company on the later to occur of:

(a) the person consenting in writing to be an honorary member; and

(b) the nomination being approved by an ordinary resolution of members at a general meeting.

12.3 An honorary member has no rights and privileges of membership, other than the right to receive notices of and attend and be heard at any general meeting, and is otherwise subject to this constitution.

13. Register of members

13.1 The company must establish and maintain a register of members. The register of members must be kept by the company secretary and must contain:

(a) for each current member:
   i. name
   ii. address
   iii. any alternative address nominated by the member for the service of notices, and
   iv. date the member was entered on to the register.

(b) for each person who stopped being a member in the last 7 years:
   i. name
   ii. address
   iii. any alternative address nominated by the member for the service of notices, and
   iv. dates the membership started and ended.

13.2 The company must give current members access to the register of members.

13.3 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

14. Membership

14.1 From the date of adoption of this constitution, only natural persons are eligible to be youth members, life members or honorary members.

14.2 Membership is not transferable.

15. Transition and cancellation/amendment of heirloom rights

15.1 For the avoidance of doubt, from the date of adoption of this constitution by special resolution of the members, all rights and obligations of members and directors which applied under previous versions of the company's constitution, are cancelled to the extent that such rights and obligations are inconsistent with those set out in this document, but all members remain members with those amended rights and obligations. Previous members whose category of membership has ceased (e.g. commercial members) or has been amended, are not required to apply for membership or pay an application fee, if any, and their membership is not considered to have ceased when they transition to a new membership category or amend their

membership. Unless a member indicates they wish their membership to cease, upon the adoption of this constitution:

(a) Founding members will become honorary members,
(b) Full members will become ordinary members, and
(c) Commercial members will become ordinary members.

16. How to apply to become a member

16.1 A person may apply to become a member of the company by completing an application form provided by the company secretary which confirms that they:

(a) want to become a member,
(b) own or breed Hereford cattle or Hereford-based cattle or otherwise can demonstrate a connection to owning or breeding such cattle,
(c) support the purpose(s) of the company, and
(d) agree to comply with the company's constitution, including paying the guarantee under clause 4 if required.

16.2 The application must be accompanied by the application fee (if any) and the annual membership fee.

16.3 If the applicant is not a natural person (e.g. a body corporate, trust or partnership) it must nominate 1 natural person (**representative**) to represent it in the company. The application form must:

(a) state the name and address of the representative, and
(b) be signed by the representative.

16.4 The directors may set an application fee provided that life members and honorary members are not required to pay the application fee or any membership fee.

17. Directors decide whether to approve membership

17.1 The directors must consider an application for membership at the next board meeting after the company secretary receives the application.

17.2 If the directors approve an application, the company secretary must as soon as possible:

(a) enter the new member on the register of members, and
(b) write or use other approved electronic communication to the applicant to tell them that their application was approved, and the date that their membership started (see clause 18).

17.3 If the directors reject an application, the company secretary must write or use other approved electronic communication to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

17.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 16.1. In that case, by applying to be a member, the applicant agrees to those three matters.

18. When a person becomes a member

An applicant will become a member when they are entered on the register of members.

19. When a person stops being a member

A person immediately stops being a member if they:

(a) die,
(b) are wound up or otherwise dissolved or deregistered (for an incorporated member),

(c) resign, by writing to the secretary,
(d) are expelled under clause 22, or
(e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

20. Annual membership fee

20.1 The directors may set an annual membership fee and other fees for services provided by the company to members.

20.2 A member and their representative are not entitled to vote at a general meeting if they owe moneys (including membership fees) to the company which are more than 90 days in arrears.

Dispute resolution and disciplinary procedures

21. Dispute resolution

21.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
(a) one or more members
(b) one or more directors, or
(c) the company.

21.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 22 until the disciplinary procedure is completed.

21.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

21.4 If those involved in the dispute do not resolve it under clause 21.3, they must within 10 days:
(a) tell the Chairperson and the Chief Executive Officer about the dispute in writing
(b) agree or request that a mediator be appointed, and
(c) attempt in good faith to settle the dispute by mediation.

21.5 The mediator must:
(a) be chosen by agreement of those involved, or
(b) where those involved do not agree:
i. for disputes between members, a person chosen by the Chairperson and Chief Executive Officer, or
ii. for other disputes, the president of the law institute or society in the state or territory in which the company has its registered office.

21.6 A mediator chosen by the Chairperson and the Chief Executive Officer under clause 21.5(b)(i):
(a) may be a member or former member of the company
(b) must not have a personal interest in the dispute, and
(c) must not be biased towards or against anyone involved in the dispute.

21.7 When conducting the mediation, the mediator must:
(a) allow those involved a reasonable chance to be heard
(b) allow those involved a reasonable chance to review any written statements
(c) ensure that those involved are given natural justice, and
(d) not make a decision on the dispute.

22. Disciplining members

22.1 In accordance with this clause 22, the directors may resolve to suspend or expel a member from the company if the directors consider that:
- (a) the member has breached this constitution, or
- (b) the member's conduct amounts to "misconduct" as defined by S.9 of the Corporations Act, 2001; or
- (c) the member's behaviour is causing, has caused, or is likely to cause harm to the company.

22.2 At least 14 days before the directors' meeting at which a resolution under clause 22.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to suspend or expel the member,
- (b) that this resolution will be considered at a directors' meeting and the details of that meeting,
- (c) what the member is said to have done or not done,
- (d) the nature of the resolution that has been proposed, and
- (e) that the member may provide an explanation to the directors, and details of how to do so.

22.3 Before the directors pass any resolution under clause 22.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
- (b) speaking at the meeting.

22.4 After considering any explanation under clause 22.3, the directors may:
- (a) take no further action,
- (b) warn the member,
- (c) suspend the member's rights as a member for a period of no more than 12 months,
- (d) expel the member,
- (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
- (f) require the matter to be determined at a general meeting.

22.5 The directors cannot fine a member.

22.6 The secretary must give written notice to the member of the decision under clause 22.4 as soon as possible.

22.7 Disciplinary procedures must be completed as soon as reasonably practical.

22.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

23. General meetings called by directors

23.1 The directors may call a general meeting.

23.2 If members with at least 5% of the votes that may be cast at a general meeting make a written request to the company for a general meeting to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a general meeting, and
- (b) hold the general meeting within 2 months of the members' request.

23.3 The percentage of votes that members have (in clause 23.2) is to be worked out as at midnight before the members request the meeting.

23.4 The members who make the request for a general meeting must:
(a) state in the request any resolution to be proposed at the meeting
(b) sign the request, and
(c) give the request to the company.

23.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

24. General meetings called by members

24.1 If the directors do not call the meeting within 21 days of being requested under clause 23.2, 50% or more of the members who made the request may call and arrange to hold a general meeting.

24.2 To call and hold a meeting under clause 24.1 the members must:
(a) as far as possible, follow the procedures for general meetings set out in this constitution,
(b) call the meeting using the list of members on the company's member register, which the company must provide to the members making the request at no cost, and
(c) hold the general meeting within three months after the request was given to the company.

24.3 The company must pay the members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

25. Annual general meeting

25.1 A general meeting, called the annual general meeting, must be held at least once in every calendar year.

25.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting must include:
(a) a review of the company's activities,
(b) a review of the company's finances,
(c) any auditor's report,
(d) the election and/or appointment of directors, and
(e) the appointment and payment of auditors, if any.

25.3 Before or at the annual general meeting, the directors must give information to the members on the company's activities and finances during the period since the last annual general meeting.

25.4 The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

26. Notice of general meetings

26.1 Notice of a general meeting must be given to:
(a) each member entitled to vote at the meeting and honorary members,
(b) each director, and
(c) the auditor (if any).

26.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.

26.3 Subject to clause 26.4, notice of a meeting may be provided less than 21 days before the meeting if:
   (a) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or
   (b) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

26.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
   (a) remove a director,
   (b) appoint a director in order to replace a director who was removed, or
   (c) remove an auditor.

26.5 Notice of a general meeting must include:
   (a) 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)
   (b) the general nature of the meeting's business,
   (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution,
   (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
      i. the proxy does not need to be a member of the company,
      ii. the proxy form must be delivered to the company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
      iii. the proxy form must be delivered to the company at least 48 hours before the meeting.

26.6 If a general meeting is adjourned for one month or more, the members must be given new notice of the resumed meeting.

27. Quorum at general meetings

27.1 For a general meeting to be held, at least 25 members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

27.2 No business may be conducted at a general meeting if a quorum is not present.

27.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
   (a) if the date is not specified – the same day in the next week,
   (b) if the time is not specified – the same time, and
   (c) if the place is not specified – the same place.

27.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

28. Auditor's right to attend meetings

28.1 The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

28.2 The company must give the auditor (if any) any communications relating to the general meeting that a member of the company is entitled to receive.

29. Representatives of members

29.1 An incorporated member or member who is a trustee must appoint as a representative:
- (a) one individual to represent the member at meetings, and
- (b) the same individual for the purpose of being appointed or elected as a director.

29.2 The appointment of a representative by a member must:
- (a) be in writing,
- (b) include the name of the representative,
- (c) be signed on behalf of the member, and
- (d) be given to the company or, for representation at a meeting, be given to the chairperson before the meeting starts.

29.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

29.4 The appointment may be standing (ongoing).

30. Using technology to hold meetings

30.1 The company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

30.2 Anyone using this technology is taken to be present in person at the meeting.

31. Chairperson for general meetings

31.1 The chairperson is entitled to chair general meetings, or if they are not present, the deputy chairperson.

31.2 The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson for that meeting if:
- (a) there is no chairperson or deputy chairperson, or
- (b) the chairperson or deputy chairperson is not present within 30 minutes after the starting time set for the meeting, or
- (c) the chairperson or deputy chairperson are present but say they do not wish to act as chairperson of the meeting.

32. Role of the chairperson

32.1 The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members and the auditor, if any, a reasonable opportunity to make comments and ask questions.

32.2 The chairperson does not have a casting vote at the general meeting.

33. Adjournment of meetings

33.1 If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.

33.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

34. Members' resolutions and statements

34.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the company of a resolution they propose to move at a general meeting (members' resolution), and/or
- (b) a written request to the company that the company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).

34.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

34.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

34.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

34.5 The percentage of votes that members have (as described in clause 34.1) is to be worked out as at midnight before the request or notice is given to the company.

34.6 If the company has been given notice of a members' resolution under clause 34.1(a), the resolution must be considered at the next general meeting held not more than two months after the notice is given.

34.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

35. Company must give notice of proposed resolution or distribute statement

35.1 If the company has been given a notice or request under clause 34:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the company's cost, or
- (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the company will pay these expenses.

35.2 The company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long,
- (b) the directors consider it may be defamatory,
- (c) clause 35.1(b) applies, and the members who proposed the resolution or made the request have not paid the company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

Voting at general meetings

36. How many votes a member has

Each member has one vote, excepting honorary members, youth members and other members prohibited by this constitution from voting.

37. Challenge to member's right to vote

37.1 A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.

37.2 If a challenge is made under clause 37.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

38. How voting is carried out

38.1 A general meeting of members must make any decision by passing a resolution. An ordinary resolution is passed if more than 50% of the votes cast by the members entitled to vote are in favour of the resolution.

38.2 A special resolution is passed if 75% or more of the votes cast by members entitled to vote are in favour of the resolution.

38.3 Voting must be conducted and decided by:

(a) electronic means,
(b) a show of hands,
(c) a vote in writing, or
(d) another method chosen by the chairperson that is fair and reasonable in the circumstances.

38.4 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

38.5 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

38.6 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

39. When and how a vote in writing must be held

39.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

(a) at least 10 members present,
(b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
(c) the chairperson.

39.2 A vote in writing must be taken when and how the chairperson directs, unless clause 39.3 applies.

39.3 A vote in writing must be held immediately if it is demanded under clause 39.1:

(a) for the election of a chairperson under clause 31.2, or
(b) to decide whether to adjourn the meeting.

39.4 A demand for a vote in writing may be withdrawn.

40. Appointment of proxy

40.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.

40.2 A proxy does not need to be a member.

40.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
(a) speak at the meeting,
(b) vote in a vote in writing (but only to the extent allowed by the appointment), and
(c) join in to demand a vote in writing under clause 39.1.

40.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
(a) the member's name and address
(b) the company's name
(c) the proxy's name or the name of the office held by the proxy, and
(d) the meeting(s) at which the appointment may be used.

40.5 A proxy appointment may be standing (ongoing).

40.6 Proxy forms must be received by the company at the address stated in the notice under clause 26.5(d) or at the company's registered address at least 48 hours before a meeting.

40.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

40.8 Unless the company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
(a) dies,
(b) is mentally incapacitated,
(c) revokes the proxy's appointment, or
(d) revokes the authority of a representative or agent who appointed the proxy.

40.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

41. Voting by proxy

41.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

41.2 When a vote in writing is held, a proxy:
(a) does not need to vote, unless the proxy appointment specifies the way they must vote,
(b) if the way they must vote is specified on the proxy form, must vote that way, and
(c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

42. Number of directors

42.1 Subject to clause 42.2, the company must have at least 3 and no more than 10 directors of which 8 are to be elected directors, and up to two directors who may be appointed by the Board.

43. Election of directors

43.1 The members may elect up to eight directors (**elected directors**) in accordance with this provision.

43.2 A person is eligible for election or appointment (as the case may be) as a director of the company if they:

(a) Elected directors: are a member of the company, or a representative of a member of the company and that member does not owe moneys to the company more than 90 days in arrears; and

(b) Elected directors: are nominated by two other members or representatives of members entitled to vote. For the sake of clarity, a member or representative may not nominate themselves or their representative,

(c) Appointed directors: are appointed by the board of directors. The board of directors must only appoint a director who has relevant skills and experience which complement or enhance the skill and experience base of the current directors and:

43.2.c.1. is a registered member of a professional association or society recognised within a jurisdiction of Australia and who has at least 6 years professional years standing; or

43.2.c.2. has at least 6 years' experience at senior executive level or board level of an organisation; or

43.2.c.3. a person with appropriate relevant qualifications or is held in high esteem in the industry.

(d) give the company their signed consent to act as a director of the company, and

(e) are not ineligible to be a director under the Corporations Act.

43.3 The election of directors shall take place by ballot in accordance with the procedures set out by the Board for the conduct of voting.

43.4 Ballots for director elections will be held by electronic voting platform unless otherwise determined by the directors. The directors will determine:

(a) the appropriate electronic voting platform,

(b) the appropriate opening and closing dates and times for the voting period, noting that there may be more than one voting period for a particular ballot, provided that the voting period is:

43.4.b.1. at least 7 days total;

43.4.b.2. not open earlier than 21 days prior to the annual general meeting; and

43.4.b.3. must close prior to the close of the annual general meeting.

43.5 The Chair will announce the results of the election prior to the conclusion of the annual general meeting.

43.6 Subject to clause 43.2, the candidates receiving the greatest number of valid votes cast in their favour will be declared by the Chair to be elected directors to the positions available.

43.7 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the result is determined by lot.

43.8 The directors must appoint a Returning Officer to oversee the ballot. The Returning Officer may be any person other than a candidate for election.

43.9 The directors may appoint a person as a director to fill a casual vacancy if that person:

(a) is a member of the company, or a representative of a member of the company (appointed under clause 29),

(b) gives the company their signed consent to act as a director of the company, and

(c) is not ineligible to be a director under the Corporations Act.

A director appointed by the directors to fill a casual vacancy shall automatically retire at the annual general meeting held in even years immediately following their appointment, commencing in 2020.

43.10 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

44. Appointment of directors

44.1 Appointed directors:

(a) are appointed for a term of up to 4 years,

(b) may serve a maximum period of 8 years, and

(c) may be removed by an ordinary resolution of the members.

44.2 All directors are able to nominate in writing to the secretary, candidates for appointment as a director provided the nominee is eligible under clause 43.3.

44.3 Appointed directors are not eligible to nominate a candidate or vote on a resolution which relates to their own appointment as a director.

44.4 The appointment of appointed directors is not required to be confirmed by the members.

45. Directors' Code of Conduct and Board Charter

For good governance, the directors will adopt a Board Charter and also a Code of Conduct which may be more comprehensive than the obligations in this Constitution provided those obligations are of a higher standard and are not incompatible with this Constitution. By nominating and being elected or appointed as a director, that person agrees that they have reviewed and understood and/or have obtained professional advice regarding their obligations and duties and will comply with the terms of the Board Charter and Code of Conduct.

46. Election of chairperson & deputy chairperson

The directors must elect directors to be the company's chairperson and deputy chairperson.

47. Term of office

47.1 Subject to the transitional requirements of clause 42.2, at each annual general meeting held in even years commencing in 2024 the following

directors shall automatically retire (but shall be eligible for re-election or re-appointment):

(a) the directors elected 4 years prior; and
(b) any director appointed by the directors as an additional director (but excluding appointed directors).

47.2 An elected director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire. An appointed director's (including a director appointed to fill a casual vacancy) term of office begins on their written acceptance of the appointment as director and ends on the day their appointment expires or they are otherwise removed in accordance with this constitution.

47.3 A term of office for an elected director is 4 years.

47.4 Except as provided for in clause 47.5, a director may only hold office for a maximum period of eight years. To avoid doubt, in calculating the maximum 8 year period any service at any time as a director of the Company must be included.

47.5 A director who has held office for a total of eight years shall be eligible to stand for election as a director provided that a period of one year has elapsed from the day upon which the director last held office. In such circumstances the director shall be entitled to stand for two further terms of four years each.

48. When a director stops being a director

A director stops being a director if they:

(a) give written notice of resignation as a director to the company,
(b) die,
(c) are removed as a director by a resolution of the members,
(d) stop being a member of the company,
(e) are a representative of a member, and that member stops being a member,
(f) are a representative of a member, and the member notifies the company that the representative is no longer a representative,
(g) are absent for three consecutive directors' meetings without majority approval from the other directors, or
(h) become ineligible to be a director of the company under the Corporations Act.

Powers of directors

49. Powers of directors

49.1 The directors are responsible for managing and directing the activities of the company to achieve the purpose(s) set out in clause 6.

49.2 The directors may use all the powers of the company except for powers that, under the Corporations Act or this constitution, may only be used by members.

49.3 The directors must decide on the responsible financial management of the company including:

(a) any suitable written delegations of power under clause 50, and

(b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

49.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

49.5 The board shall have the power to make, alter or repeal from time to time all constitution regulations as it may deem necessary or expedient or convenient to give full and proper effect to this constitution provided that such constitution regulations are in accordance with the law and are consistent with and do not conflict with this constitution. The regulations may deal with (without being exhaustive), rules for the registration of animals on the Hereford Herdbook and other administrative matters.

49.6 The board shall have power to make, alter and repeal from time to time all such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the company in accordance with this constitution.

50. Delegation of directors' powers

50.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the company (such as a Chief Executive Officer) or any other person, as they consider appropriate.

50.2 The delegation must be recorded in the company's minute book.

50.3 Any delegation does not relieve the director from non-delegable duties and obligations under the law.

51. Payments to directors

51.1 The company may pay such fees to a director for acting as a director, as resolved by the members at a general meeting.

51.2 In addition, the company may:
(a) pay a director for work they do for the company, other than as a director, if the amount is no more than a reasonable fee for the work done, or
(b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the company.

51.3 Any payment made under clause 51.2 must be approved by the directors and must be disclosed to members at the next general meeting.

51.4 The company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

52. Execution of documents

The company may execute a document without using a common seal if the document is signed by:
(a) two directors of the company, or
(b) a director and the secretary.

Duties of directors

53. Duties of directors

The directors must comply with their duties as directors under legislation and common law, which are:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company,
(b) to act in good faith in the best interests of the company and the purpose of the company as set out in clause 6,
(c) not to misuse their position as a director,
(d) not to misuse information they gain in their role as a director,
(e) to keep confidential all business of the company,
(f) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 54,
(g) to ensure that the financial affairs of the company are managed responsibly, and
(h) not to allow the company to operate while it is insolvent.

54. Conflicts of interest

54.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

(a) to the other directors, or
(b) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.

54.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

54.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 54.4:

(a) be present at the meeting while the matter is being discussed, or
(b) vote on the matter.

54.4 A director may still be present and vote if:

(a) their interest arises because they are a member of the company, and the other members have the same interest,
(b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company (see clause 72),
(c) their interest relates to a payment by the company under clause 71 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act, or
(d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter.

Directors' meetings

55. When the directors meet

The directors may decide how often, where and when they meet but directors' meetings shall be not less than four (4) meetings per twelve (12) month period.

56. Calling directors' meetings

56.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.

56.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

57. Chairperson for directors' meetings

57.1 The chairperson is entitled to chair directors' meetings, or if they are not present, the deputy chairperson.

57.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the neither the chairperson nor deputy chairperson are:

(a) present within 30 minutes after the starting time set for the meeting, or

(b) are present but do not want to act as chairperson of the meeting.

58. Quorum at directors' meetings

58.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.

58.2 A quorum must be present for the whole directors' meeting.

59. Using technology to hold directors' meetings

59.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

59.2 The directors' agreement may be a standing (ongoing) one.

59.3 A director may only withdraw their consent within a reasonable period before the meeting.

60. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution. The chairperson of a directors' meeting shall have a casting vote, provided that if the casting vote is used, the vote must be held again to allow directors to vote in a different way if they see fit.

61. Circular resolutions of directors

61.1 The directors may pass a circular resolution without a directors' meeting being held.

61.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 61.3 or clause 61.4.

61.3 Each director may sign:

(a) a single document (which may be electronically facilitated) setting out the resolution and containing a statement that they agree to the resolution, or

(b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

61.4 The company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

61.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 61.3 or clause 61.4.

Secretary

62. Appointment and role of secretary

62.1 The company must have at least one secretary.

62.2 A secretary must be appointed by the directors (after giving the company their signed consent to act as secretary of the company) and may be removed by the directors.

62.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

62.4 The role of the secretary includes:

(a) maintaining a register of the company's members, and

(b) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

63. Minutes and records

63.1 The company must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of general meetings

(b) minutes of circular resolutions of members

(c) a copy of a notice of each general meeting, and

(d) a copy of a members' statement distributed to members under clause 25.

63.2 The company must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and

(b) minutes of circular resolutions of directors.

63.3 To allow members to inspect the company's records:

(a) the company must give a member access to the records set out in clause 63.1, and

(b) the directors may authorise a member to inspect other records of the company, including records referred to in clause 63.2 and clause 64.1.

63.4 The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:

(a) the chairperson of the meeting, or

(b) the chairperson of the next meeting.

63.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

64. Financial and related records

64.1 The company must make and keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance, and
(b) enable true and fair financial statements to be prepared and to be audited.

64.2 The company must also keep written records that correctly record its operations.

64.3 The company must retain its records for at least 7 years.

64.4 The directors must take reasonable steps to ensure that the company's records are kept safe.

By-laws and regulations

65. By-laws

65.1 The directors may pass a resolution to make by-laws to give effect to this constitution or to pass regulations to regulate:
(a) how animals are registered on the Herdbook,
(b) how the company provides services to members, and
(c) other matters associated with Company and members.

65.2 Members and directors must comply with by-laws and regulations as if they were part of this constitution.

Notice

66. What is notice

66.1 Anything written to or from the company under any clause in this constitution is written notice and is subject to clauses 67 to 69, unless specified otherwise.

66.2 Clauses 67 to 69 do not apply to a notice of proxy under clause40.6.

67. Notice to the company

Written notice or any communication under this constitution may be given to the company, the directors or the secretary by:
(a) delivering it to the company's registered office
(b) posting it to the company's registered office or to another address chosen by the company for notice to be provided
(c) sending it to an email address or other electronic address notified by the company to the members as the company's email address or other electronic address, or
(d) sending it to the fax number notified by the company to the members as the company's fax number.

68. Notice to members

68.1 Written notice or any communication under this constitution may be given to a member:
(a) in person,
(b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices,
(c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any),
(d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or

(e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

68.2 If the company does not have an address for the member, the company is not required to give notice in person.

69. When notice is taken to be given

A notice:

(a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered

(b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs

(c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and

(d) given under clause 68.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

70. Company's financial year

The company's financial year is from 1st January until 31st of December, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

71. Indemnity

71.1 The company indemnifies each officer of the company out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company.

71.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

71.3 In this clause, 'to the relevant extent' means:

(a) to the extent that the company is not precluded by law (including the Corporations Act) from doing so, and

(b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

71.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the company.

72. Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the company against any liability incurred by the person as an officer of the company.

73. Directors' access to documents

73.1 A director has a right of access to the financial records of the company at all reasonable times.

73.2 If the directors agree, and only to the extent of compliance with the Corporations Act, the company must give a director or former director access to:
(a) certain documents, including documents provided for or available to the directors, and
(b) any other documents referred to in those documents.

Winding up

74. Surplus assets not to be distributed to members

If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member is a charity described in clause 75.1.

75. Distribution of surplus assets

75.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the company is wound up must be distributed to one or more non-profit organisations:
(a) with non-profit purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company.

75.2 The decision as to the organisation(s)to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

Definitions and interpretation

76. Definitions

In this constitution:

appointed director means a director of the company appointed by the directors pursuant to this constitution
company means the company referred to in clause 1
Corporations Act means the *Corporations Act 2001* (Cth)
chairperson means a person elected by the directors to be the company's chairperson under clause 46
Chief Executive Officer includes a person holding an equivalent senior management role or title within the company
deputy chairperson means a person elected by the directors to be the company's deputy chairperson under clause 46
elected director means a director of the company elected by the members pursuant to this constitution
general meeting means a meeting of members and includes the annual **general meeting**, under clause 25.1
Hereford includes Hereford cattle and Poll Hereford cattle
member present means, in connection with a general meeting, a member
person includes a body corporate or other entity or structure, except when used in the term natural person
present in person, by representative or by proxy at the venue or venues for the meeting
regulations means the regulations of the company

representative of a member means a natural person appointed by member which is not a natural person, to represent the member in the company pursuant to clauses 16.3 or 29.
secretary *and company secretary mean the same thing*
special resolution means a resolution:

i. of which notice has been given under clause 26.5(c), and
ii. that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution, and

surplus assets means any assets of the company that remain after paying all debts and other liabilities of the company, including the costs of winding up.

77. Reading this constitution with the Corporations Act

77.1 The replaceable rules set out in the Corporations Act do not apply to the company.

77.2 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

78. Interpretation

In this constitution:

(a) where a word or expression refers to a number or gender it will be interpreted as the context requires,
(b) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
(c) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Corporations Regulations).