

CONSTITUTION
REGULATIONS

OF

THE AUSTRALIAN
SIMMENTAL BREEDERS
ASSOCIATION LTD

As approved by the Board as at
19th May 2023

THE AUSTRALIAN SIMMENTAL BREEDERS ASSOCIATION LTD

ACN 000 885 834

CONSTITUTION REGULATIONS

These Constitution Regulations are as prescribed by the Board of Directors from time to time in accordance with the Constitution and the law.

Preliminary

1. Definitions and interpretation

- 1.1 The definitions and interpretations as contained in the Constitution of the Company are adopted for the purposes of these Constitution Regulations.

Members

2. Other classes of Member and register of Members.

- 2.1 The Board may create other classes of membership and sub-classes of membership and decide the entitlements, rights and benefits attached to those classes and sub-classes, provided that any such entitlements and benefits are consistent with the Constitution and do not conflict with any other entitlements and rights of any other class of Member.
- 2.2 The Board is may appoint honorary Members and patrons from time to time as it sees fit and decide the entitlements, rights and benefits attached to those classes and positions in the Company.
- 2.3 The Board must keep and maintain and keep current a register of Members.

3. Form and content of applications and fees for membership.

- 3.1 The Board shall determine the form and content of applications for membership of the Company pursuant to the Constitution.
- 3.2 All applications for membership shall contain notice to the applicant regarding the Member's contract with the Company, including the Member's need for compliance with the Company's Constitution at all times, and that it is an obligation of every Member to keep the Company informed of the Member's current address for service and telephone and or other electronic contact details.
- 3.3 The Board shall have complete discretion in the determination of all fees and charges for membership of the Company.

4. Election of Life Members

- 4.1 A Life Member can only be elected upon the unanimous recommendation of the Board to the Members who must resolve to elect the Life Member by a two-third (2/3) majority.
- 4.2 The Life Member shall enjoy the membership rights of the membership category to which the Life Member belonged prior to becoming a Life Member, but without liability for any membership fee or subscription.

General Meetings of Members

5. Proxies, attorneys and representatives of Members

- 5.1 A Member who is entitled to vote at a general meeting of Members may vote on a show of hands and on a poll:
 - 5.1.1 personally;
 - 5.1.2 by one proxy;
 - 5.1.3 by one attorney; or
 - 5.1.4 if a body corporate, by its representative, or by one proxy or one attorney.
- 5.2 A proxy, attorney or representative must be a Member of the Company.
- 5.3 A Member may appoint a proxy, attorney or representative for all or for particular general meetings of Members.
- 5.4 An appointment of an attorney or other representative for the Member must be in a form approved by the Board.
- 5.5 An appointment of a proxy is valid if it is signed by the Member making the appointment and it contains the following information:
 - 5.5.1 the Member's name and address;
 - 5.5.2 the Company's name;
 - 5.5.3 the proxy's name or the name of the office held by the proxy;
 - 5.5.4 the meetings at which the appointment may be used; and,
 - 5.5.5 such other information as required by law.
- 5.6 Unless otherwise specified in the appointment, the proxy, attorney or representative may:
 - 5.6.1 agree to short notice for the meeting;

- 5.6.2 even if the appointment directs how to vote on a particular resolution:
 - 5.6.2.1 vote on an amendment to the particular resolution, a motion not to put the particular resolution or any similar motion;
 - 5.6.2.2 vote on a procedural motion, including a motion to elect the chair, to vacate the chair or adjourn the meeting;
 - 5.6.3 speak at the meeting;
 - 5.6.4 vote (but only to the extent allowed by the appointment); and,
 - 5.6.5 request or join in a request for a poll.
 - 5.7 If a person represents two (2) or more Members, that person has only one vote on a show of hands.
 - 5.8 A later appointment of a proxy or attorney revokes an earlier one if both appointments could not be validly exercised at the meeting.
 - 5.9 An appointment may specify the way a proxy or attorney is to vote on a particular resolution. A proxy may vote only as directed.
 - 5.10 An appointment of a proxy is effective only if the Company receives the appointment (and any authority under which the appointment was signed or certified copy of the authority) at least 48 hours before the meeting or resumed meeting, unless the Board decides to reduce that time. The Company receives an appointment or authority when it is received at any of the following:
 - 5.10.1 the Company's registered office;
 - 5.10.2 a fax number at the Company's registered office;
 - 5.10.3 a place, fax number or electronic address specified for the purpose in the notice of meeting.
- These requirements also apply to an appointment of an attorney.
- 5.11 Unless the Company receives written notice of the matter before the start or resumption of a meeting, a vote by a proxy, attorney or representative is valid even if:
 - 5.11.1 the Member is a natural person and dies, or becomes bankrupt or of unsound mind; or,
 - 5.11.2 the Member is a body corporate, and is deregistered or becomes an externally-administered body corporate; or,
 - 5.11.3 the appointment of the proxy, attorney or representative is revoked; or

- 5.11.4 the Member revokes the authority under which the proxy was appointed by a third party.
- 5.12 A proxy or attorney may take part in a general meeting of Members even if the appointor or representative is present. However, if the appointor or representative votes on a resolution, the proxy or attorney must not vote.
- 6. Polls**
- 6.1 A poll may be requested on any resolution.
- 6.2 A poll may be requested by:
- 6.2.1 at least three (3) Members entitled to vote on the resolution; or
- 6.2.2 Members with at least 5% of the votes that may be cast on the resolution on a poll; or
- 6.2.3 the chair.
- 6.3 The poll may be requested;
- 6.3.1 before a vote is taken; or,
- 6.3.2 before the voting results on a show of hands are declared; or,
- 6.3.3 immediately after the voting results on a show of hands are declared; and,.
- A request for a poll may be withdrawn.
- 6.4 A poll requested on a matter other than the election of a chair or the question of an adjournment must be taken when and how the chair directs.
- 6.5 A poll on the election of a chair or the question of an adjournment must be taken immediately.
- 6.6 The form of the poll for the counting of votes shall be as determined by the chair in accordance with the law.

Board of Directors

7. Election of Directors by Ballot

- 7.1 Directors to be elected by the Members shall be elected by ballot unless the number of valid nominations for the office of Director does not exceed the number of vacancies for such office in which case the nominees shall be declared to be appointed at the annual general meeting.

- 7.2 The Company Secretary shall call for nominations from the Members eligible to vote to the office of Director at least 42 days and not more than 84 days prior to the next annual general meeting at which the Directors are to be appointed.
- 7.3 Nomination forms for the election of Directors shall be in a form prescribed by the Board and must be signed by the consenting nominee, the proposer and the seconder. The Nominee, Proposer and Secunder must be Members entitled to vote and be financial members by the close of nominations. The nomination form must be received by the Company no later than 21 days from the date of the call for nominations. The consenting Nominee, the Proposer and Secunder must all reside in the State from where the nominee is to represent.
- 7.4 If a ballot is required, the Board shall appoint a returning officer (who shall not be a Member entitled to vote and may be selected from representatives of the Company's auditor) and two scrutineers to oversee the election by ballot. The ballot shall be secret. Only members representing the State in respect of which a nominee for the Council is to be a representative may vote in an election relating to that nominee.
- 7.5 The Board shall determine the rules for the ballot including the content of the ballot paper such as the particulars of the nominees, the method of voting, the instructions on how to vote and such other information as required to conduct a fair and equitable election.
- 7.6 The returning officer shall be vested with the power and absolute discretion to declare any vote invalid for non-compliance with the rules of the ballot and the returning officer's decision shall be final and binding in respect of all matters concerning the ballot.
- 7.7 The results of the ballot and the appointment of Directors elected by ballot will be declared at the annual general meeting.

8. Directors may contract with Company

- 8.1 A Director is not disqualified by the office of director from contracting or entering into any arrangement with the Company or any other person either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Company or any other person by a Director or any contract or arrangement entered into by or on behalf of the Company or any other person in which a Director is in any way interested may be voided for that reason. A Director is not liable to account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of or by reason of the fiduciary relationship established by the office.
- 8.2 No Director may as a Director vote in respect of any contract or arrangement in which the Director has directly or indirectly any material personal interest if to do so would be contrary to the law and if the Director does vote his vote may not be counted nor shall the Director be counted in the quorum present at the meeting but

either or both of these prohibitions may at any time be relaxed or suspended to any extent by ordinary resolution passed at a general meeting, if permitted by the law.

9. Company By-Laws made by the Board

9.1 The Board shall make alter and repeal all such By-Laws as it deems necessary expedient or convenient for the proper conduct and management and affairs of the Company including but not limited to the following:

9.1.1 Member herd enrolments and fees for enrolments.

9.1.2 Simmental Cattle registrations and registration fees.

9.1.3 Simmental Cattle Show and Sales and promotion levies.

9.2 By-Laws made by the Board are legally binding on the Company and the Members provided that such By-Laws are not inconsistent with the Constitution and these Constitution Regulations.

10. State Branches formed by the Board

10.1 A State Branch may be formed with the approval of the Board in any State of Australia where the Company has a place of business. The State Branch will be governed by a State Branch Committee being a sub-committee of the Board of the Company. A State Branch shall not be a legal entity separate from the Company.

10.2 There will be a State Branch Committee consisting of not less than five (5) nor more than ten (10) members representing a State and eligible to hold office, known as State Councillors. Where a State Branch has less than fifteen (15) members, the minimum number of State Councillors is reduced to not less than three (3) members representing a State and eligible to hold office.

10.3 A State branch shall comply with the law, the Company's Constitution, these Constitutional Regulations and the reasonable directions of the Board, insofar as they are applicable to the operations and affairs of the State Branch.

10.4 A State Branch must hold in each calendar year a State Annual General Meeting, held as may be determined by the State Branch Committee either at a place within that State and on a day before the Annual General Meeting of the Company, or at the same place and on the same day as the Annual General Meeting of the Company.

10.5 Notice of every general meeting of a State Branch must be given to Members of the State in the same manner as for Company general meetings.

10.6 Unless otherwise determined by the Board, the quorum for any State Branch General Meeting is four (4) members entitled to vote present in person. Where a

State Branch has less than fifteen (15) members, three (3) members entitled to vote present in person constitutes a quorum.

- 10.7 State Councillors are to be elected at the State Annual General Meetings.
- 10.8. A State Councillor may hold office for a maximum two (2) year term and must retire at the State Annual General Meeting which marks the end of that two (2) year term. A retiring State Councillor is immediately eligible for re-election.
- 10.9 For the purposes of elections of members of a State Branch Committee the State Branch shall adopt the election procedures set out in the Constitution and the Constitutional Regulations for the election of Directors of the Company except that in the case of need for a ballot, the returning officer may be a Member or other person nominated by the State Branch Committee. Alternatively, the State Branch may resolve to adopt other lawful election procedures with the approval of the Board of Directors of the Company.
- 10.10 Unless otherwise determined by the Council, the Quorum for a State Branch Committee will be four (4). Where a State Branch Committee has only Five (5) members then the Quorum will be Three (3).

Company

11. President, Vice-Presidents, Honorary Treasurer and other positions

- 11.1 The Company may appoint a Member to the position and title of President, Vice-President, Honorary Treasure or to such other position and title as and when the Board thinks fit having regard to the objects of the Company. The responsibilities of such positions and titles shall be determined by the Board from time to time and the Board may terminate such appointments at its complete discretion.
- 11.2 The positions of President, shall not be held by the same Member for a period longer than three (3) years in succession, unless otherwise resolved by the Board.
- 11.3 The Board may appoint executive committees and sub-committees as it thinks best for the management of the Company's affairs. The Board shall determine the rules for the conduct of such executive committees and sub-committees.

12. Company seal

- 12.1 The Board shall decide whether the Company has a company seal and if so the rules for affixing the seal. If the Board decides not to have a seal then the execution of documents by the Company shall be as prescribed by law.

13. Company indemnities in favour of Directors, Company Secretaries, executive officers and employees

- 13.1 Subject to law, the Company may provide certain indemnities and insurances in favour of Directors, Company Secretaries, executive officers and employees as the Board may determine from time to time for the purpose of protecting such persons from claims and legal proceedings arising from the performance of their duties in the usual course of their engagements with the Company.

14. Corporate governance and minutes of meetings

- 14.1 The Company through the direction and management of the Board shall use its best endeavours to implement best practice corporate governance policies practices and procedures and may from time to time prescribe certain conduct for Directors, Company Secretaries, executive officers, employees and Members for the purpose of maintaining good corporate governance in respect of all the Companies affairs.
- 14.2 The Board shall ensure that all minutes of general meetings and all minutes of Board meetings are recorded accordingly to best practices for the drafting of such minutes.

15. Company notices

- 15.1 The Company may serve and or give notice to any Member either by serving it on the Member personally or by sending it to the Member's address as shown on the register of Members or by sending it to such other address including an electronic address supplied to the Company by the Member for the purpose of receiving such notices.