

Memorandum and Articles of Association

MEAT & LIVESTOCK AUSTRALIA LIMITED

ACN 081 678 364

MEAT & LIVESTOCK AUSTRALIA LIMITED

A Company Limited By Guarantee

MEMORANDUM OF ASSOCIATION

(including amendments to 13 November 2014)

1 Name of company

The name of the company is **Meat & Livestock Australia Limited**.

2 Objects

1. The objects for which the company is established are:
 - a) to market and promote the industry in Australia and overseas;
 - b) to improve the production and quality of meat and livestock in Australia;
 - c) to improve the methods of production, handling, storage, transport and marketing of Australian meat and livestock and to encourage the production of livestock and the marketing of meat and livestock to be more efficient;
 - d) to represent, promote, protect and further the interests of the industry overseas in relation to the export of meat and livestock from Australia and in relation to the sale and distribution of Australian meat and livestock and the consumption of Australian meat in countries other than Australia;
 - e) to investigate and evaluate the needs of the industry for meat and livestock research and development and to encourage and facilitate the exploitation and commercialisation of the results of meat and livestock research and development;
 - f) to undertake, co-ordinate and fund meat and livestock research and development activities;
 - g) to undertake and carry out the joint functions and to consult, collaborate and co-operate with producers of livestock, meat processors and meat and livestock exporters and their representatives for the benefit of industry in the performance of the joint functions;

- h) to collect information and statistics relating to the industry and to prepare, analyse and distribute information and statistics relating to the industry for the benefit of the industry;
 - i) to collaborate with government and with government departments and agencies, both Federal and State, in relation to animal health and welfare, meat safety and hygiene, crisis and issues management, regulatory activities and any other activities which may be necessary or convenient for the improvement of the productivity or the market performance of the industry; and
 - j) generally to do all other things that may appear to the company to be incidental or conducive to the attainment of the objects or any of them for the benefit of the industry.
- (b) Each object for which the company is established as specified in clause 2(a) 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 memorandum of association 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 were a separate and distinct object of the company.

3 Memorandum of Understanding

The company must:

1. carry out its objects; and
2. exercise its powers for the purpose of achieving its objects; and
3. apply its income and property towards the promotion of its objects,

in a manner which is consistent with the arrangements for the industry set out from time to time in the MOU. However, the company is not prevented from carrying out any activity within its objects or powers which is not covered by industry arrangements set out in the MOU.

4 Income and Property

The income and property of the company must not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the company. However, the company may pay reasonable and proper remuneration to any member who is an officer or employee of the company.

5 Liability of members

The liability of the members is limited.

6 Contribution by members

Each member undertakes to contribute to the company's property if the company is wound up while he, she or it is a member or within 1 year after he, she or it ceases to be a member, for payment of the company's debts and liabilities contracted before he, she or it ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$5.00.

7 Winding up of the company

If upon the winding up of the company, there remains after satisfaction of all its debts and liabilities any property, that property shall only be paid or distributed to some other entity having objects similar to the objects of the company and whose constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as imposed on the company under this memorandum of association and whose income shall be exempt from income tax. The entity may be determined by the directors of the company, at or before the time of winding up, and after consulting each Peak Council, and shall be an entity approved by the Minister. If the directors fail to determine the entity, that property shall be paid or distributed to the Commonwealth.

8 Definitions and interpretation

(a) In this memorandum:

Act means the Australian Meat and Live-Stock Industry Act 1997;

AMPC means Australian Meat Processor Corporation Limited ACN 082 373 448;

body means a body corporate or an unincorporated body and includes an incorporated or unincorporated association;

Commonwealth means the Commonwealth of Australia and its external territories;

GICA means Goat Industry Council of Australia;

edible offal means any edible portion, other than the flesh, of livestock;

industry means the Australian meat and livestock industry;

joint functions means functions undertaken by the company or arranged by the company to be undertaken by other persons which are funded by any two or more of the company, AMPC and Livecorp;

Livecorp means Australian Livestock Export Corporation Limited ACN 082 408 740;

livestock means cattle, calves, sheep, lambs and goats;

meat means the fresh or preserved flesh of livestock and includes meat products, meat by-products and edible offal, but does not include meat of a kind declared by regulations to be, for the purposes of the Act, unfit for human consumption;

meat by-product includes skin, hide, tallow, meat meal and inedible offal;

meat product means food prepared from or containing meat, and includes canned meat;

member means a Producer or a Peak Council whose name is entered in the register of members and who has not ceased to be a member of the company;

Minister means the Minister for Primary Industries and Energy;

MOU means the Memorandum of Understanding in relation to the Australian meat and livestock industry agreed on 27 April 1998 to which the Commonwealth of Australia and the company are parties, as amended or replaced from time to time;

Peak Council means a body entered in the register of members as a Peak Council; and

producer of livestock means a person engaged in the raising, finishing or trading of livestock for production or for live export.

- (b) Unless the contrary intention appears, in this memorandum:
- (1) headings and bold type are for convenience only and do not affect the interpretation of this memorandum ;
 - (2) words importing the singular include the plural and vice versa;
 - (3) words importing a gender include every other gender;
 - (4) words used to denote persons generally or importing a natural person include a company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (5) a reference to a person includes that person's successors and legal personal representatives;
 - (6) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under the statute;
 - (7) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of the word or phrase have corresponding meanings.

WE the subscribers listed below wish to form a company pursuant to this memorandum of association.

Full name, address and occupation of each subscriber	Signature	Signature, full name and address of witness to each subscriber
Henry John Wyld "Koolomurt" COLERANE VIC 3315 Grazier	J Wyld	J Toohey John Justin Toohey 2 Loftus Street YARRALUMLA ACT 2600
John Stewart 18 Carrington Street PADDINGTON NSW 4064 Consultant	J W Stewart	J Toohey John Justin Toohey 2 Loftus Street YARRALUMLA ACT 2600
Alfred James Martin "Kentish Downs" P O Box 86 YANKALILLA SA 5203 Grazier	A J Martin	Peter Klein Peter James Klein 3 Glynn Street HUGHES ACT 2600
Robert Ian Hawker "Braeside" P O Box 71 COONABARABRAN NSW 2357 Grazier	R I Hawker	Peter Klein Peter James Klein 3 Glynn Street HUGHES ACT 2600
Kevin Michael Henry Roberts Sandalwood MS 501 DALBY QLD 4405 Company Director	K Roberts	R J Sewell Robert James Sewell 149 Picnic Point Road PICNIC POINT NSW 2213
James Robert Vickery Bective Feedlot Pty Limited Bective Station TAMWORTH NSW 2340 Company Director	J R Vickery	R J Sewell Robert James Sewell 149 Picnic Point Road PICNIC POINT NSW 2213

DATED: 16 February 1998

MEAT & LIVESTOCK AUSTRALIA LIMITED

A Company Limited By Guarantee

ARTICLES OF ASSOCIATION

(including amendments to
16 November 2005)

1 Preliminary

1.1 Definitions and interpretation

(a) In these articles:

Act means the Australian Meat and Live-Stock Industry Act 1997;

AMPC means Australian Meat Processor Corporation Limited ACN 082 373 448;

Application Form means the form approved by the directors from time to time by which a person may apply to be a member of the company;

AUS-MEAT means the joint venture company established by the company and AMPC under Schedule 3 of the MOU and named AUS-MEAT Limited ACN 082 528 881;

body means a body corporate or an unincorporated body and includes an incorporated or unincorporated association;

cattle means bovine animals other than buffaloes and includes calves but excludes grain-fed cattle;

Cattle Producer means a person entered on the register of members as a Cattle Producer;

class means:

(a) in relation to members:

- (1) Producers; and
- (2) Peak Councils;

(b) in relation to Producers:

- (1) Cattle Producers;
- (2) Lot Feeders;
- (3) Sheep Producers; and
- (4) Goat Producers;

(c) in relation to producers of livestock:

- (1) producers of cattle;
- (2) producers of grain-fed cattle;
- (3) producers of sheep; and
- (4) producers of goats; and

(d) in relation to livestock:

- (1) cattle;
- (2) grain-fed cattle;
- (3) sheep; and
- (4) goats;

Commonwealth means the Commonwealth of Australia and its external territories;

Company Levies means levies or charges imposed on:

(a) producers of cattle and producers of grain-fed cattle for the purpose of payment to:

- (1) the marketing body because of:
 - (A) paragraphs 6(1)(a), 6(2)(a) and 6(3)(a) of schedule 3 of the Primary Industries (Excise) Levies Act 1999; and
 - (B) paragraphs 3(1)(a) and 3(2)(a) of schedule 3 of the Primary Industries (Customs) Charges Act 1999; and

- (2) the research body because of:
 - (A) paragraphs 6(1)(b), 6(2)(b) and 6(3)(b) of schedule 3 of the Primary Industries (Excise) Levies Act 1999; and
 - (B) paragraphs 3(1)(b) and 3(2)(b) of schedule 3 of the Primary Industries (Customs) Charges Act 1999;

(b) producers of sheep for the purpose of payment to:

- (1) the marketing body because of:
 - (A) paragraphs 4(1)(a) and 4(3)(a) of schedule 18 of the Primary Industries (Excise) Levies Act 1999; and
 - (B) paragraphs 3(A) and 4(a) of schedule 12 of the Primary Industries (Customs) Charges Act 1999; and

- (2) the research body because of:
 - (A) paragraphs 4(1)(b) and 4(3)(b) of schedule 18 of the Primary Industries (Excise) Levies Act 1999; and

- (B) paragraphs 3(b) and 4(b) of schedule 12 of the Primary Industries (Customs) Charges Act 1999; and
- (c) producers of goats for the purpose of payment to:
 - (1) the marketing body because of:
 - (A) paragraph 4(4)(a) of schedule 18 of the Primary Industries (Excise) Levies Act 1999; and
 - (B) paragraph 5(a) of schedule 12 of the Primary Industries (Customs) Charges Act 1999; and
 - (2) the research body because of:
 - (A) paragraph 4(4)(b) of schedule 18 of the Primary Industries (Excise) Levies Act 1999; and
 - (B) paragraph 5(b) of schedule 12 of the Primary Industries (Customs) Charges Act 1999.

core functions means functions undertaken by the company or arranged by the company to be undertaken by other persons which are funded by any one of the company, AMPC or Livecorp or funded by any other person who acquires services from or through the company for the benefit of the industry;

edible offal means any edible portion, other than the flesh, of livestock;

financial year means a period of 12 months commencing on 1 July in any year and ending on 30 June in the following year;

First Return Date means the Return Date for the financial year ending on 30 June 1999;

GICA means Goat Industry Council of Australia;

Goat Producer means a person entered on the register of members as a Goat Producer;

grain-fed cattle means grain-fed cattle that are eligible for GF or GFYG certification or third party audited certification approved by AUS-MEAT attesting that cattle are being fed to at least the AUS-MEAT minimum standard for grain-fed beef;

industry means the Australian meat and livestock industry;

industry research and development has the same meaning as in Part 3 of the Act;

joint functions means functions undertaken by the company or arranged by the company to be undertaken by other persons which are funded by any two or more of the company, AMPC and Livecorp;

Levies means levies or charges imposed on producers of livestock under the Levy Acts;

Levy Acts means:

- (a) Primary Industries (Excise) Levies Act 1999; and
- (b) Primary Industries (Customs) Charges Act 1999.

Livecorp means Australian Livestock Export Corporation Limited ACN 082 408 740;

livestock means cattle (including grain-fed cattle), calves, sheep, lambs and goats;

Lot Feeder means a person entered on the register of members as a Lot Feeder;

marketing body has the same meaning as in Part 3 of the Act;

meat means the fresh or preserved flesh of livestock and includes meat products, meat by-products and edible offal, but does not include meat of a kind declared by regulations to be, for the purposes of the Act, unfit for human consumption;

meat by-product includes skin, hide, tallow, meat meal and inedible offal;

meat product means food prepared from or containing meat, and includes canned meat;

member means a Producer or a Peak Council whose name is entered in the register of members and who has not ceased to be a member of the company;

Minister means the Minister for Primary Industries and Energy;

MISP means the Meat Industry Strategic Plan which has been implemented by the industry with effect from 1 July 1996, a copy of which is annexed to the MOU as Annexure "A", as revised and agreed from time to time under the MOU;

MOU means the Memorandum of Understanding in relation to the Australian meat and livestock industry agreed on 27 April 1998 to which the Commonwealth of Australia and the company are parties, as amended or replaced from time to time;

Peak Council means a body entered in the register of members as a Peak Council;

Producer means a person entered in the register of members as a Producer, and includes a Cattle Producer, a Lot Feeder, a Sheep Producer or a Goat Producer;

producer of cattle means a person engaged in the raising, finishing or trading of cattle for production or for live export;

producer of goats means a person engaged in the raising, finishing or trading of goats for production or for live export;

producer of grain-fed cattle means a person engaged in the finishing of grain-fed cattle for production or for live export;

producer of livestock means a person engaged in the raising, finishing or trading of livestock for production or for live export and includes a

producer of cattle, a producer of grain-fed cattle, a producer of sheep and a producer of goats;

producer of sheep means a person engaged in the raising, finishing or trading of sheep for production or for live export;

representative, in relation to a body corporate, means a representative of the body corporate authorised under section 250D of the Corporations Act 2001;

research body has the same meaning as in Part 3 of the Act;

Return Date, in relation to a financial year, means the date fixed by the directors under article 2.6 for the financial year before which Producers may notify the company of the information referred to in article 2.6(b)(3) ;

seal means any common seal or official seal of the company;

Selection Committee means a committee constituted under article 5.1;

sheep includes lambs; and

Sheep Producer means a person entered in the register of members as a Sheep Producer.

- (b) A member is to be taken to be present at a general meeting if the member is present in person or by proxy, attorney or representative.
- (c) Where a provision of these articles establishes an office of chairperson, the chairperson may be referred to as chairman or chairwoman, as the case requires.
- (d) A reference in an article in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (e) Unless the contrary intention appears, in these articles:
 - (1) headings and bold type are for convenience only and do not affect the interpretation of these articles;
 - (2) words importing the singular include the plural and vice versa;
 - (3) words importing a gender include every other gender;
 - (4) words used to denote persons generally or importing a natural person include a company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (5) a reference to a person includes that person's successors and legal personal representatives;
 - (6) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under the statute;

- (7) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of the word or phrase have corresponding meanings.

1.2 Application of the Corporations Act 2001

- (a) These articles are to be interpreted subject to the Corporations Act 2001.
- (b) Unless the contrary intention appears, an expression in an article that deals with a matter dealt with by a provision of the Corporations Act 2001 has the same meaning as in the provision of the Corporations Act 2001.
- (c) Subject to article 1.2(b), unless the contrary intention appears, an expression in an article that is defined in section 9 of the Corporations Act 2001 has the same meaning as in that section.

1.3 Exercise of powers

- (a) The company may, in any manner permitted by the Corporations Act 2001:
- (1) exercise any power;
 - (2) take any action; or
 - (3) engage in any conduct or procedure,
- which under the Corporations Act 2001 a company limited by guarantee may exercise, take or engage in if authorised by its articles of association.
- (b) Where these articles provide that a person or body may do a particular act or thing and the word “may” is used, the act or thing may be done at the discretion of the person or body.
- (c) Where these articles confer a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where these articles confer a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where these articles confer a power to make an appointment to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
- (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (2) subject to any contract between the company and the relevant person, to remove or suspend any person appointed, with or without cause; and

- (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (f) Where these articles confer a power or impose a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where these articles confer a power or impose a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where these articles confer power on a person or body to delegate a function or power:
 - (1) the delegation may be concurrent with the performance or exercise of that function or power by the person or body;
 - (2) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (3) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position;
 - (4) the delegation may include the power to delegate;
 - (5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

2 Membership

2.1 Classes of members

The members of the company are to be divided into two classes:

Producers; and
Peak Councils.

2.2 Classes of Producers

Producers are to be divided into four classes:

- (a) Cattle Producers;
- (b) Lot Feeders;

- (c) Sheep Producers; and
- (d) Goat Producers.

2.3 Persons eligible to be Producers

A person is eligible to be entered on the register of members as a Producer if the person:

- (a) is a producer of livestock; and
- (b) pays Levies during the financial year in which the person applies for membership or paid Levies during either or both of the two preceding financial years.

2.4 Eligibility for Producer classes

A Producer is eligible to be entered on the register of members as:

- (a) a Cattle Producer if the Producer is a producer of cattle;
- (b) a Lot Feeder if the Producer is a producer of grain-fed cattle;
- (c) a Sheep Producer if the Producer is a producer of sheep; and
- (d) a Goat Producer if the Producer is a producer of goats.

A Producer may belong to more than one class of Producers.

2.5 Rights of Producers

A Producer has the following rights as a member of the company:

- (a) the right to receive notices of general meetings and all other documents sent to members in respect of general meetings;
- (b) the right to attend and to speak at general meetings;
- (c) the right, as a member of each class of Producers to which the Producer belongs, at a general meeting held after the First Return Date:
 - (1) (except in the case of Goat Producers) to vote on the election of a member of the Selection Committee under article 5.2(b); and
 - (2) to vote on a resolution referred to in article 3.7(b) proposed by the Peak Council representing producers of the class of livestock applicable to that class of Producers; and
- (d) the right to vote on all other matters arising under the Corporations Act 2001 or under these articles at a general meeting held after the First Return Date.

2.6 Producers' voting rights

- (a) Subject to article 2.6(b), each Producer is entitled:
 - (1) for the purposes of article 2.5(c), to one vote for each class of Producers to which the Producer belongs; and
 - (2) for the purposes of article 2.5(d), to one vote.

(b) Subject to a Producer providing the information referred to in article 2.6(b)(3), the Producer's votes are to be based on the amount of Company Levies paid by the Producer, calculated as follows:

- (1) the directors must fix a Return Date for each financial year beginning with the financial year ending on 30 June 1999;
- (2) the Return Date must not be earlier than 8 weeks after the end of the financial year;
- (3) each Producer may notify the company, not later than the Return Date for each financial year, of the information requested by the company relating to the transactions and activities in which the Producer engaged and the Levies which the Producer paid during the financial year in respect of each class of livestock;
- (4) the company must determine or, if there is a difficulty, estimate, in relation to each Producer and based on the information provided by the Producer under article 2.6(b)(3), the amount of Company Levies which the Producer paid during the financial year, in total and separately in respect of each class of livestock;
- (5) the amount of Company Levies paid by a Producer during a financial year, as determined or estimated by the company, is to determine the voting rights of the Producer in the period from the Return Date for the financial year until the Return Date for the following financial year, in accordance with the following scale:

Company Levies paid	Votes
\$Nil - \$14,400	One vote for each \$1.00 paid
\$14,401 - \$43,200	14,400 votes plus 0.75 votes for each \$1.00 paid in excess of \$14,400
\$43,201 or more	36,000 votes plus 0.5 votes for each \$1.00 paid in excess of \$43,200

- (6) where a Producer belongs to more than one class of Producers, its votes are to be calculated:
 - (A) for the purposes of article 2.5(c), separately for each class of Producers in respect of Company Levies paid in respect of the class of livestock applicable to the class of Producers; and
 - (B) for the purposes of article 2.5(d), in aggregate in respect of total Company Levies paid in respect of all classes of livestock; and
- (7) the amounts in the "Company Levies paid" column in article 2.6(b)(5) are to be adjusted every three years, with effect on a Return Date and commencing with the Return Date which is the

third anniversary of the First Return Date, in accordance with the following formula:

$$A = B \times \frac{C}{D}$$

where:

- A is the adjusted amount;
 - B is the amount to be adjusted;
 - C is the arithmetic average of the total Company Levies paid to the company during each of the three financial years preceding the Return Date on which the adjustment is made; and
 - D is the arithmetic average of the total Company Levies paid to the company during each of the three financial years preceding the three financial years referred to in the definition of "C" (or in the case of the first adjustment, during the financial year preceding the First Return Date);
- (8) corresponding adjustments are to be made to the numbers "14,400" and "36,000" in the "Votes" column in article 2.6(b)(5); and
- (9) a Producer has no right to challenge or dispute a determination, estimate or adjustment made by the company under this article 2.6.

2.7 Bodies eligible to be Peak Councils

A body is eligible to be entered on the register of members as a Peak Council if the body:

- (a) is a prescribed industry body for the purposes of s.59 of the Act;
- (b) is declared by the Minister to be a body whose recommendations about amounts to be prescribed under Levy Acts in relation to Levies payable by one or more classes of producers of livestock are to be taken into consideration; and
- (c) is (except in the case of GICA) a signatory to the MOU.

2.8 First Peak Councils

The bodies eligible to be entered on the register of members as Peak Councils on the date of adoption of these articles of association, and the class or classes of producers of livestock they represent, are:

- (a) Cattle Council of Australia Inc. - producers of cattle;
- (b) Australian Lot Feeders' Association - producers of grain-fed cattle;
- (c) Sheepmeat Council of Australia Inc. - producers of sheep; and
- (d) Goat Industry Council of Australia - producers of goats.

2.9 Rights of Peak Councils

A Peak Council has the following rights as a member of the company:

- (a) the right to receive notices of general meetings and all other documents sent to members in respect of general meetings;
- (b) the right to attend and to speak at general meetings;
- (c) the right to vote on all matters arising under the Corporations Act 2001 or under these articles at a general meeting held before the First Return Date;
- (d) the right, exclusive of any other person, to propose resolutions in relation to amounts to be prescribed under Levy Acts in relation to Levies payable by the class or classes of producers of livestock it represents; and
- (e) (except in the case of GICA) the right to appoint a member of the Selection Committee under article 5.2(e).

2.10 Peak Councils not to vote after the First Return Date

Subject to article 2.17, a Peak Council has no right to vote at general meetings held after the First Return Date.

2.11 Admission of members

- (a) A person may apply to be a member of the company by completing an Application Form and giving it to the company in a manner specified in article 10.3(a). Where an Application Form is signed by a partnership, it may be signed by one or more of those partners on behalf of the other partners. Where an Application Form is signed by a body corporate, it may be signed by an executive officer of the body corporate.
- (b) On application for membership as a Producer, a person must:
 - (1) state that it is a producer of one or more of cattle, grain fed cattle, sheep and goats and that it is eligible to be a Producer;
 - (2) state that to the best of its knowledge and belief all statements in the application for membership are correct; and
 - (3) agree to be bound by the memorandum and articles of association of the company.
- (c) On application for membership as a Producer, a person may provide the information requested in the Application Form relating to the transactions and activities in which it engaged and the Levies which it paid during the financial year preceding its application for membership in respect of each class of livestock.
- (d) On application for membership as a Peak Council, a body must:
 - (1) state that it is eligible to be a Peak Council;
 - (2) state that to the best of its knowledge and belief all statements in the application for membership are correct; and

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- (3) agree to be bound by the memorandum and articles of association of the company.
- (e) The directors may after considering the application:
 - (1) if they are satisfied that the person is eligible to be a member of the company - admit the person as a member of the company; or
 - (2) otherwise - decline to admit the person as a member of the company.
- (f) The company must give the person written notice of the directors' decision on the application.
- (g) The company must enter in the register of members, in addition to the information required by Chapter 2C of the Corporations Act 2001, the following information about each Producer:
 - (1) that the Producer is one or more of a Cattle Producer, a Lot Feeder, a Sheep Producer and a Goat Producer; and
 - (2) the total number of votes that the Producer is entitled to cast at a general meeting; and
 - (3) where the Producer belongs to more than one class of Producers, the number of votes that the Producer is entitled to cast at a general meeting in its capacity as a member of each class of Producers.
- (h) The company must enter in the register of members, in addition to the information required by Chapter 2C of the Corporations Act 2001, in respect of each Peak Council the class or classes of producers of livestock it represents.

2.12 Members to notify changes in information

- (a) A member must give the company notice of any change in the member's name or address within 60 days of the change occurring.
- (b) A member must give the company notice if it has ceased to be eligible to be a member within 60 days of it ceasing to be eligible.

2.13 Audit of information

- (a) The company may by notice given to a Producer require the Producer to provide to the company within 14 days of the date on which the notice is given evidence in writing of the information relevant to establishing:
 - (1) that the Producer continues to be eligible to be a Producer; and
 - (2) where the Producer has provided information to the company under article 2.6(b)(3) or 2.11(c), the information requested by the company under those articles for the financial year preceding the date on which the notice is given.
- (b) The company may require that information referred to in article 2.13(a) be verified by statutory declaration made by the Producer or an officer of the

Producer or by a certificate given by an independent person approved by the company.

- (c) If:
- (1) a member fails to provide the company with the information required under article 2.13(a) within the period specified in the notice; or
 - (2) the directors, after considering the information provided by a member under article 2.13(a), are satisfied that the member has ceased to be eligible to be a Producer,

the member will cease to be a member of the company and the company must give the person notice that it has ceased to be a member with effect from the date of the notice.

- (d) If the directors, after considering the information provided by a member under article 2.13(a), are satisfied that the amount of Company Levies that the member paid during the financial year preceding the date on which notice was given under article 2.13(a) differs from the amount if any previously determined or estimated by the company, then the company must alter the register of members by entering in the register the total number of votes that the directors are satisfied the member is entitled to cast at a general meeting and, where the member belongs to more than one class of Producers, the number of votes that the directors are satisfied the member is entitled to cast at a general meeting its capacity as a member of each class of Producers.

2.14 Subscribers to the company's memorandum

- (a) Each of the six persons who subscribed to the company's memorandum of association will cease to be a member automatically on the date that the company enters in the register of members the names and relevant particulars of at least five persons as Producers and at least three bodies as Peak Councils.
- (b) Subject to these articles, at any general meeting held before the subscribers to the company's memorandum of association cease to be members, every member present has one vote.

2.15 Expulsion of members

- (a) The directors may expel, and remove from the register of members, any person:
 - (1) whom the directors are satisfied has ceased to be eligible to be a member; or
 - (2) who is uncontactable as specified in article 2.15(b).
- (b) A person is uncontactable if, notwithstanding article 10.5, the directors are satisfied that, for the last 3 consecutive financial years prior to the decision to expel and remove the person, all notices from the company to the

person given in accordance with article 10.1 have not been received by the person.

2.16 Cessation of membership

A person ceases to be a member:

- (a) if the member ceases to be a member under article 2.13(c), article 2.14 or article 2.15;
- (b) if the member resigns from membership by notice in writing to the company;
- (c) if (being a natural person) the member dies or the member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) if the member becomes bankrupt or insolvent or is wound up or makes any arrangement or compromise with its creditors; or
- (e) in any other circumstances prescribed in the terms of membership applicable to the member or in any undertaking given by the member upon its admission to membership.

2.17 Variation of class rights

Unless otherwise provided by the terms of membership of a class of members or a class of Producers:

- (a) all or any of the rights or privileges attached to the class may be varied, whether or not the company is being wound up, only with the consent in writing of three quarters of the members of the class, or with the sanction of a special resolution passed at a separate meeting of the members of the class;
- (b) the provisions of these articles relating to general meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the members of the class; and
- (c) the rights conferred upon the members of the class are to be taken as not having been varied by the admission of further members of the class or of a class having rights or privileges ranking equally with them.

2.18 Membership not transferable

- (a) Unless otherwise provided by the terms of membership, membership of the company is personal to a member and is not transferable.
- (b) Where the terms of membership permit the transfer of membership, a member must not transfer or purport to transfer its membership if the transfer would contravene those terms.

2.19 Equitable and other claims

Except as otherwise required by law or provided by these articles, the company is not:

- (a) compelled in any way to recognise a person as holding a membership upon any trust, even if the company has notice of that trust; or
- (b) compelled in any way to recognise, or bound by, any equitable, contingent, future or partial claim to or interest in a membership on the part of any other person except an absolute right of ownership in the registered member, even if the company has notice of that claim or interest.

3 General meetings

3.1 Convening of general meetings

- (a) Any 2 directors may, whenever they think fit, convene a general meeting.
- (b) A general meeting may be convened only as provided by this article 3.1 or as provided by Division 2, Part 2G.2 of the Corporations Act 2001.
- (c) The directors may postpone, cancel or change the venue for a general meeting, but a general meeting convened under Division 2, Part 2G.2 of the Corporations Act 2001 may not be postponed beyond the date by which Division 2, Part 2G.2 of the Corporations Act 2001 requires it to be held and may not be cancelled without the consent of the requisitioning member or members.

3.2 Notice of general meetings

- (a) Advance notice of a general meeting must be given by causing a notice of the meeting to be published on the company's website not less than 8 weeks before the day on which the meeting is to be held. The company may also:
 - (1) give copies of the advance notice to each Peak Council; and
 - (2) cause the advance notice to be published in any newspaper the company thinks appropriate; and
 - (3) cause particulars of the meeting to be made public in any other way and at any time the company thinks appropriate.
- (b) Advance notice of a general meeting must:
 - (1) specify the day, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting;
 - (3) state that the company's register of members will close for the purpose of the meeting and specify the date of closure; and
 - (4) state that any person who is a Producer who is eligible to be but who is not a member of the company may apply to be a member of the company before the register is closed for the purpose of the meeting.

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- (c) Subject to these articles, 21 days' notice of a general meeting must be given in the manner authorised by article 10.1 to each person who is at the date of the notice:
- (1) a member;
 - (2) a director; or
 - (3) an auditor of the company.
- (d) A notice of a general meeting must:
- (1) specify the place, date and time for the meeting;
 - (2) except as provided in article 3.2(f), state the general nature of the meeting's business;
 - (3) set out the terms of any special resolution to be passed at the meeting; and
 - (4) set out the information required by the Corporations Act 2001 regarding the appointment of proxies.
- (e) A notice of general meeting must set out the terms of any resolution proposed to be put to the vote of the meeting:
- (1) to remove a director of the company; or
 - (2) on the requisition of members under Division 4, Part 2G.2 of the Corporations Act 2001; or
 - (3) to endorse a recommendation that a Peak Council proposes to make to the Minister in relation to the making of regulations prescribing amounts for the purposes of:
 - (A) paragraph 6(1)(a), 6(1)(b), 6(2)(a), 6(2)(b), 6(3)(a) or 6(3)(b) of schedule 3 of the Primary Industries (Excise) Levies Act 1999;
 - (B) paragraph 3(1)(a), 3(1)(b), 3(2)(a) or 3(2)(b) of schedule 3 of the Primary Industries (Customs) Charges Act 1999.
 - (C) paragraph 4(1)(a), 4(1)(b), 4(3)(a), 4(3)(b), 4(4)(a) or 4(4)(c) of schedule 18 of the Primary Industries (Excise) Levies Act 1999; or
 - (D) paragraph 3(a), 3(b), 4(a), 4(b), 5(a) or 5(b) of schedule 12 of the Primary Industries (Customs) Charges Act 1999.
- and the terms of the resolution may not be altered or modified at the meeting.
- (f) It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of accounts and the reports of the directors and auditor, the appointment and fixing of the remuneration of the auditor of the company or any other business which under the Corporations Act 2001 ought to be transacted at the annual general meeting.

- (g) A person may waive notice of any general meeting by notice in writing to the company.
- (h) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this article 3.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (A) has waived or waives notice of the meeting under article 3.2(g); or
 - (B) has notified or notifies the company of the person's agreement to that act, matter, thing or resolution by notice in writing to the company.
- (i) A person's attendance at a general meeting:
 - (1) waives any objection the person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (2) waives any objection the person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in article 3.2(f), unless the person objects to considering the matter when it is presented.

3.3 Admission to general meetings

The chairperson of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- (a) in possession of a pictorial-recording or sound-recording device;
- (b) in possession of a placard or banner;
- (c) in possession of an article considered by the chairperson to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
- (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (f) who is not:
 - (1) a member or a proxy, attorney or representative of a member;
 - (2) a director; or
 - (3) an auditor of the company.

3.4 Quorum at general meetings

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- (a) No business may be transacted at any general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum is constituted as provided by section 249T of the Corporations Act 2001.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened upon the requisition of members, the meeting must be dissolved; or
 - (2) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
 - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

3.5 Chairperson of general meetings

- (a) The chairperson of directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.
- (b) If at a general meeting:
 - (1) there is no chairperson of directors;
 - (2) the chairperson of directors is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,

the members present must elect as chairperson of the meeting another director who is present and willing to act. If no other director willing to act is present at the meeting, the meeting must be dissolved, unless the meeting was convened under Division 2, Part 2G.2 of the Corporations Act 2001 in which case the members present may elect as chairperson of the meeting one of the members present who is willing to act.

3.6 Conduct of general meetings

- (a) The chairperson of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion necessary or desirable for:

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- (1) proper and orderly debate or discussion, including limiting the time that a person present may speak on any business, question, motion or resolution being considered by the meeting; and
 - (2) the proper and orderly casting or recording of votes at the general meeting, whether on a show of hands or on a poll, including the appointment of scrutineers.
- (b) The chairperson of a general meeting may at any time he or she considers it necessary or desirable for the proper and orderly conduct of the meeting:
- (1) terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the members present; or
 - (2) allow debate or discussion on any business, question, motion or resolution being considered by the meeting to continue.
- (c) The chairperson of a general meeting may:
- (1) refuse to allow debate or discussion on any business, question, motion or resolution which is not within the business referred to in the notice of meeting or article 3.2(f); and
 - (2) refuse to allow any amendment to be moved to a resolution of which notice has been given under article 3.2(e).
- (d) A decision by the chairperson under article 3.6(a), (b) or (c) is final.
- (e) The chairperson of a general meeting may at any time during the course of the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting.
- (f) If the chairperson exercises his or her right under article 3.6(e), it is in the chairperson's sole discretion whether to seek the approval of the members present to the adjournment.
- (g) The chairperson's rights under article 3.6(e) are exclusive and, unless otherwise required by the chairperson, no vote may be taken or demanded by the members present in respect of any adjournment.
- (h) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (i) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (j) Where a meeting is adjourned, the directors may postpone, cancel or change the venue of the adjourned meeting.

3.7 Decisions at general meetings

- (a) Subject to article 3.7(b), except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general

meeting are to be decided by a majority of votes cast by the members present at the meeting and any such decision is for all purposes a decision of the members.

- (b)
 - (1) A resolution to endorse a recommendation that a Peak Council representing producers of cattle proposes to make to the Minister about amounts to be prescribed under Levy Acts in relation to Levies payable by producers of cattle must be decided on a poll by a majority of votes cast by the Cattle Producers present at the meeting.
 - (2) A resolution to endorse a recommendation that a Peak Council representing producers of grain-fed cattle proposes to make to the Minister about amounts to be prescribed under Levy Acts in relation to Levies payable by producers of grain-fed cattle must be decided on a poll by a majority of votes cast by the Lot Feeders present at the meeting.
 - (3) A resolution to endorse a recommendation that a Peak Council representing producers of sheep proposes to make to the Minister about amounts to be prescribed under Levy Acts in relation to Levies payable by producers of sheep must be decided on a poll by a majority of votes cast by the Sheep Producers present at the meeting.
 - (4) A resolution to endorse a recommendation that a Peak Council representing producers of goats proposes to make to the Minister about amounts to be prescribed under Levy Acts in relation to Levies payable by producers of goats must be decided on a poll by a majority of votes cast by the Goat Producers present at the meeting.
- (c) In the case of an equality of votes upon any proposed resolution, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote.
- (d) Subject to article 3.7(b), a resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands:
 - (1) by the chairperson of the meeting;
 - (2) by at least 3 members having the right to vote at the meeting; or
 - (3) by a member or members who together are entitled to at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (e) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.

- (f) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) If a poll is duly demanded at a general meeting, it is to be taken in such 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 is to be the resolution of the meeting at which the poll was demanded.
- (h) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (i) The demand for a poll may be withdrawn.

3.8 Voting rights

- (a) Subject to these articles (including article 3.7(d)), at a general meeting if a vote is to be decided on a show of hands, every Producer present has one vote.
- (b) Subject to these articles, at a general meeting if a vote is to be decided on a poll, every Producer present has the total number of votes entered against its name in the register of members.
- (c) Subject to these articles, at a general meeting if a vote is to be decided on a poll by members of a class of Producers, every such member present has the number of votes entered against its name as a Producer of that class in the register of members.
- (d) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (e) An objection to the qualification of a person to vote at a general meeting:
 - (1) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) must be referred to the chairperson of the meeting, whose decision is final.
- (f) A vote not disallowed by the chairperson of a meeting under article 3.8(e) is valid for all purposes.

3.9 Representation at general meetings

- (a) Subject to these articles, each member entitled to vote at a meeting of members may vote:
 - (1) in person or:
 - (A) where a member is a body corporate, by its representative;

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- (B) where a member is a partnership, by one only of the partners;
 - (C) where a member is the trustee of a trust estate, by the trustee, or, if there is more than one trustee, by one only of the trustees;
- (2) by proxy; or
 - (3) by attorney.
- (b) A proxy, attorney or representative may, but need not, be a member of the company.
 - (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
 - (d) Unless otherwise provided in the instrument or terms of appointment, an instrument appointing a proxy or attorney, and the terms of appointment of a representative, will be taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Corporations Act 2001 or by these articles;
 - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given;
 - (3) to speak to any proposed resolution on which the proxy, attorney or representative may vote;
 - (4) to demand or join in demanding a poll on any resolution on which the proxy, attorney or representative may vote;
 - (5) even though the instrument or terms may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting; and
 - (6) even though the instrument or terms may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
 - (e) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution

and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.

- (f) Subject to article 3.9(h), an instrument appointing a proxy or attorney need not be in any particular form provided it is in writing, legally valid and:
- (1) in the case of a natural person, signed by the appointer;
 - (2) in the case of a body corporate, signed in accordance with section 127 of the Corporations Act 2001 or by a duly authorised officer of the appointer; or
 - (3) in either case, signed by the appointer's attorney; or
 - (4) in the case of an appointment notified electronically, authenticated in a manner approved by the directors.
- (g) Subject to article 3.9(h), a proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed or authenticated, are deposited at the registered office of the company or at such other place specified for that purpose in the notice convening the meeting, or otherwise received by the company by facsimile transmission or electronically in accordance with the Corporations Act 2001, 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- (h) The directors may waive all or any of the requirements of articles 3.9(f) and (g) and in particular may, upon the production of such other evidence as the directors require to prove the validity of the appointment of a proxy or attorney, accept:
- (1) an appointment of a proxy or attorney which is not signed or authenticated in the manner required by article 3.9(f); and
 - (2) the deposit, tabling or production of a copy (including a copy sent by facsimile transmission or electronically) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed or authenticated.
- (i) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the company by the time and at one of the places at which the instrument appointing the proxy or attorney is required to be deposited, tabled or produced under article 3.9(g).
- (j) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

4 Directors

4.1 Appointment and removal of directors

- (a) The minimum number of directors is 3. The maximum number of directors may be determined by the directors but must not be more than 11 unless the company, by resolution, determines otherwise. The directors must not determine a maximum which is less than the number of directors in office at the time the determination takes effect.
- (b) The names of the directors at the date of adoption of these articles are:
- Robert Montgomery Graham (Chairman)
 - James David Alexander
 - Richard Ian Brooks (Managing Director)
 - David Charles Crombie
 - Barry James Fisher
 - Hardinge Guy Fitzhardinge
 - Arthur Macedon Heatley
 - Gerald Leslie Martin
 - Patrick Hoyle Musgrave
 - Ruth Margaret Wade
 - Ian Douglas Stuart Watson
- (c) Subject to articles 4.1(a) and 4.1(o), the company may, by resolution, elect any natural person to be a director, either as an addition to the existing directors or as otherwise provided in this article 4.1.
- (d) Subject to article 4.1(a), the directors may appoint any natural person to be a director, either as an addition to the existing directors or to fill a casual vacancy (including a casual vacancy arising where a director retires from office under article 4.1(f) or 4.1(g) or where a director is removed from office under article 4.1(m)(1) and no person is appointed in his or her place under article 4.1(j) or 4.1(m)(2), as the case may be).
- (e) At each annual general meeting of the company each director appointed under article 4.1(d) since the last annual general meeting must retire from office.
- (f) At each annual general meeting of the company held after the third anniversary of the registration of the company one-third of the directors (excluding any director referred to in article 4.1(e) and rounded down, if necessary, to the nearest whole number) must retire from office as directors.
- (g) At each annual general meeting of the company held after the fifth anniversary of the registration of the company any director who, if he or she does not retire, will at the conclusion of the meeting have been in

office for 3 or more years and for 3 or more annual general meetings since he or she was last elected to office must retire from office as directors.

- (h) Articles 4.1(e), 4.1(f) and 4.1(g) do not apply to the person appointed to the office of Managing Director.
- (i) The directors who must retire at an annual general meeting in accordance with article 4.1(f) are those who have been longest in office since their last election but, as between the directors named in article 4.1(b) and as between persons who were last elected as directors on the same day, those to retire must be determined by agreement among themselves or, in the absence of agreement, by lot.
- (j) Subject to article 4.1(o), the company may, by resolution, fill the office vacated by a director under article 4.1(e), 4.1(f) or 4.1(g) by electing a person to that office.
- (k) A director retiring from office under article 4.1(e), 4.1(f) or 4.1(g) may stand for re-election and, if the office vacated by the director is not filled by a resolution of the company under article 4.1(j), the director (if offering himself or herself for re-election) is to be taken as having been re-elected to that office unless:
 - (1) it is expressly resolved not to fill the vacated office; or
 - (2) a resolution for the re-election of the director is put and lost.
- (l) The retirement of a director from office under article 4.1(e), 4.1(f) or 4.1(g) and the re-election of the director or the election of another person to that office (as the case may be) take effect at the conclusion of the meeting at which the retirement and re-election or election occur.
- (m) The company may:
 - (1) in accordance with section 203D of the Corporations Act 2001, by resolution, remove a director from office; and
 - (2) subject to article 4.1(o), by resolution, fill the office vacated by a director who is removed under article 4.1(m)(1) by electing another person to that office.
- (n) A person elected as a director under article 4.1(m)(2) must retire under article 4.1(f) or 4.1(g) on the same day that the director in whose place he or she was elected would have had to retire under article 4.1(f) or 4.1(g) if that director had not been removed from office under article 4.1(m)(1).
- (o) A person may be re-elected or elected to the office of director at a general meeting only if he or she satisfies the conditions in both article 4.1(o)(1) and article 4.1(o)(2):
 - (1)
 - (A) the person is a director retiring from office under article 4.1(e), 4.1(f) or 4.1(g) and has, before the date fixed by the Selection Committee under article 5.4(a), served on the company a notice signed by him or her signifying his or her intention to stand for re-election at that meeting;

- (B) the person has, before the date fixed by the Selection Committee under article 5.4(a), been nominated by the directors for election at that meeting;
 - (C) where the person is a member, he or she has, before the date fixed by the Selection Committee under article 5.4(a), served on the company a notice signed by him or her signifying his or her desire to be a candidate for election at that meeting; or
 - (D) where the person is not a member, some member intending to nominate him or her for election at that meeting has, before the date fixed by the Selection Committee under article 5.4(a), served on the company a notice signed by the member and signifying the member's intention to nominate the person for election which is accompanied by a notice signed by the person signifying his or her consent to the nomination; and
- (2) the person has, before that meeting, been endorsed for re-election or election to the office of director by the Selection Committee.

4.2 Vacation of office

The office of a director becomes vacant:

- (a) in the circumstances prescribed by the Corporations Act 2001;
- (b) if the director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health; or
- (c) if the director resigns by notice in writing to the company.

4.3 Remuneration of directors

- (a) Each director is entitled to such remuneration out of the funds of the company as the directors determine, but if (subject to article 6.4(b)) the company in general meeting has fixed a limit on the amount of remuneration payable to the directors, the aggregate remuneration of the directors under this article 4.3(a) must not exceed that limit.
- (b) The remuneration of a director:
 - (1) may be a stated salary or a fixed sum for attendance at each meeting of directors or both; or
 - (2) may be a share of a fixed sum determined by the company in general meeting to be the remuneration payable to all directors, which is to be divided between the directors in the proportions agreed between them or, failing agreement, equally,

and if it is a stated salary under article 4.3(b)(1) or a share of a fixed sum under article 4.3(b)(2), will be taken to accrue from day to day.

- (c) In addition to his or her remuneration under article 4.3(b), a director is entitled to be paid all travelling and other expenses properly incurred by the director in connection with the affairs of the company, including attending and returning from general meetings of the company or meetings of the directors or of committees of the directors.
- (d) If a director renders or is called upon to perform extra services or to make any special exertions in connection with the affairs of the company, the directors may arrange for a special remuneration to be paid to that director, either in addition to or in substitution for that director's remuneration under article 4.3(b).
- (e) Nothing in article 4.3(b) restricts the remuneration to which a director may be entitled as an officer of the company or of a related body corporate in a capacity other than director, which may be either in addition to or in substitution for the director's remuneration under article 4.3(b).

4.4 Membership qualification

- (a) A director is not required to be a member of the company to qualify for appointment.
- (b) A director who is not a member of the company is nevertheless entitled to attend and speak at general meetings.

4.5 Interested directors

- (a) A director may hold any other office or place of profit (other than auditor) in the company or any related body corporate in conjunction with his or her directorship and may be appointed to that office or place upon such terms as to remuneration, tenure of office and otherwise as the directors think fit.
- (b) A director of the company may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the company or in which the company may be interested as a shareholder or otherwise and is not accountable to the company for any remuneration or other benefits received by the director as a director or officer of, or from having an interest in, that body corporate.
- (c) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in such manner in all respects as the directors think fit (including voting in favour of any resolution appointing a director as a director or other officer of that body corporate or voting for the payment of remuneration to the directors or other officers of that body corporate) and a director may, if permitted by law, vote in favour of the exercise of those voting rights notwithstanding that he or she is, or may be about to be appointed, a director or other officer of that other body corporate and, as such, interested in the exercise of those voting rights.
- (d) A director is not disqualified merely because of being a director from contracting with the company in any respect including, without limitation:

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- (1) selling any property to, or purchasing any property from, the company;
 - (2) lending any money to, or borrowing any money from, the company with or without interest and with or without security;
 - (3) guaranteeing the repayment of any money borrowed by the company for a commission or profit;
 - (4) underwriting or guaranteeing the subscription for securities in the company or in any related body corporate or any other body corporate promoted by the company or in which the company may be interested as a shareholder or otherwise, for a commission or profit; or
 - (5) being employed by the company or acting in any professional capacity (other than auditor) on behalf of the company.
- (e) No contract made by a director with the company and no contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is avoided or rendered voidable merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.
- (f) No director contracting with or being interested in any arrangement involving the company is liable to account to the company for any profit realised by or under any such contract or arrangement merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.
- (g) Subject to article 4.5(h), a director who is in any way interested in any contract or arrangement or proposed contract or arrangement may, despite that interest, be present at the invitation of the chairperson at any meeting of directors considering that contract or arrangement or proposed contract or arrangement but must not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (h) Article 4.5(g) does not apply if, and to the extent that, it would be contrary to the Corporations Act 2001.
- (i) The directors may make regulations requiring the disclosure of interests that a director, and any person deemed by the directors to be related to or associated with the director, may have in any matter concerning the company or a related body corporate and any regulations made under this article will bind all directors.

4.6 Powers and duties of directors

- (a) The directors are responsible for managing the business of the company in a manner which is consistent with the arrangements for the industry set out from time to time in the MOU and may exercise to the exclusion of the company in general meeting all the powers of the company which are not

required, by the Corporations Act 2001 or by these articles, to be exercised by the company in general meeting.

- (b) The directors will consult regularly with the Peak Councils in the discharge of their responsibilities under article 4.6(a) to ensure that the company's activities are conducted consistently with the MOU.
- (c) Without limiting the generality of article 4.6(a), the directors may exercise all the powers of the company to borrow or otherwise raise money, to charge any property or business of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
- (d) The directors may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the company.
- (e) The directors may pay out of the company's funds all expenses of the promotion, formation and registration of the company and the vesting in it of the assets acquired by it.
- (f) The directors may:
 - (1) appoint or employ any person to be an officer, agent or attorney of the company for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for such period and upon such conditions as they think fit;
 - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney of the company at any time, with or without cause.
- (g) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the directors think fit.

4.7 Proceedings of directors

- (a) The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other method of audio or audio visual communication of a number of the directors sufficient to constitute a quorum, constitutes a meeting of the directors and all the provisions in these articles relating to meetings of the directors apply, so far as they can and with such changes as are necessary, to meetings of the directors by telephone or audio or audio visual communication.

- (c) A director participating in a meeting by telephone or audio or audio visual communication is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or audio or audio visual communication is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the directors involved was at that place for the duration of the meeting.

4.8 Convening of meetings of directors

- (a) A director may, whenever the director thinks fit, convene a meeting of the directors.
- (b) A secretary must, on the requisition of a director, convene a meeting of the directors.

4.9 Notice of meetings of directors

- (a) Subject to these articles, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, other than a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person, electronically or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) A director may waive notice of any meeting of directors by notifying the company to that effect in person, electronically or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the director:
 - (A) has waived or waives notice of that meeting under article 4.9(c); or
 - (B) has notified or notifies the company of his or her agreement to that act, matter, thing or resolution personally, electronically or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.

- (e) Attendance by a person at a meeting of directors waives any objection that the person may have to a failure to give notice of the meeting.

4.10 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of the number of directors present at the meeting of directors which equals 50% of the number of directors in office plus one if the number of directors in office is an even number and 50% of the number of directors in office rounded up to the next whole number if the number of directors in office is an uneven number.
- (c) If there is a vacancy in the office of a director then, subject to article 4.10(d), the remaining director or directors may act.
- (d) If the number of directors in office at any time is less than the minimum number of directors fixed under these articles, the remaining director or directors must act as soon as possible:
 - (1) to increase the number of directors to satisfy the minimum number of directors required under these articles; or
 - (2) to convene a general meeting of the company for that purpose,and, until that has happened, must act only if and to the extent that there is an emergency requiring them to act.

4.11 Chairperson of directors

- (a) The first director to hold the office of chairperson of directors is Robert Montgomery Graham who is appointed to that office for a period of 3 years and is eligible for re-election under article 4.11(b).
- (b) Subject to article 4.11(a), the directors may elect one of the directors to the office of chairperson of directors and may determine the period for which that director is to be chairperson of directors.
- (c) The office of chairperson of directors may, if the directors so resolve, be treated as an extra service or special exertion performed by the director holding that office for the purposes of article 4.3(d).
- (d) The chairperson of directors must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as chairperson at each meeting of directors.
- (e) If at a meeting of directors:
 - (1) there is no chairperson of directors;
 - (2) the chairperson of directors is not present within 10 minutes after the time appointed for the holding of the meeting; or
 - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,

the directors present must elect one of themselves to be chairperson of the meeting.

4.12 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under these articles.
- (b) Questions arising at a meeting of directors are to be decided by a majority of votes cast by the directors present and any such decision is for all purposes a determination of the directors.
- (c) In the case of an equality of votes upon any proposed resolution the chairperson of the meeting will have a second or casting vote.

4.13 Written resolutions

- (a) If:
 - (1) all of the directors, other than:
 - (A) any director on leave of absence approved by the directors;
 - (B) any director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
 - (C) any director who the directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question,

assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - (2) the directors who assent to the document would have constituted a quorum at a meeting of directors held to consider that act, matter, thing or resolution,

then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the directors.
- (b) For the purposes of article 4.13(a):
 - (1) the meeting is to be taken as having been held:
 - (A) if the directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to by a director; or
 - (B) if the directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a director;

- (2) two or more separate documents in identical terms each of which is assented to by one or more directors are to be taken as constituting one document; and
 - (3) a director may signify assent to a document by signing the document or by notifying the company of the director's assent in person, electronically or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) Where a director signifies assent to a document otherwise than by signing the document, the director must by way of confirmation sign the document at the next meeting of the directors attended by that director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
 - (d) Where a document is assented to in accordance with article 4.13(a), the document is to be taken as a minute of a meeting of directors.

4.14 Committees of directors

- (a) The directors may delegate any of their powers to a committee or committees consisting of such persons as they think fit. However a committee must consist of a majority of persons who are directors.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) The provisions of these articles applying to meetings and resolutions of directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of directors.
- (d) Membership of a committee of directors may, if the directors so resolve, be treated as an extra service or special exertion performed by the members for the purposes of article 4.3(d).

4.15 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) Acceptance of such a delegation may, if the directors so resolve, be treated as an extra service or special exertion performed by the delegate for the purposes of article 4.3(d).

4.16 Validity of acts

An act done by a person acting as a director or by a meeting of directors or a committee of directors attended by a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or

- (c) the person not being entitled to vote,
if that circumstance was not known by the person or the directors or committee
(as the case may be) when the act was done.

5 Selection Committee

5.1 Role of Selection Committee

There is to be a Selection Committee for the purpose of reporting to the members of the company on the suitability of candidates for re-election or election to the office of director at general meetings.

5.2 Constitution of Selection Committee

- (a) The Selection Committee is to consist of:
- (1) until the 2015 annual general meeting, three persons elected by Producers;
 - (2) from the 2015 annual general meeting, four persons elected by Producers;
 - (3) three persons appointed by Peak Councils; and
 - (4) two directors.
- (b) The members of the Selection Committee referred to in article 5.2(a)(1) and (2) are to consist of:
- (1) until the 2015 annual general meeting, one person who is elected by Cattle Producers;
 - (2) from the 2015 annual general meeting, two persons who are elected by Cattle Producers;
 - (3) one person who is elected by Sheep Producers; and
 - (4) one person who is elected by Lot Feeders,
- and they are to be elected by the relevant Producers at the relevant annual general meeting.
- (c) A member of the Selection Committee referred to in articles 5.2(a)(1) and (2) holds office from the conclusion of the annual general meeting at which he or she is elected until the conclusion of the third annual general meeting after that annual general meeting.
- (d) A person may be elected to the Selection Committee at an annual general meeting under article 5.2(b) only if he or she:
- (1) is a Producer and has, at least 6 weeks before the annual general meeting, served on the company a notice signed by him or her signifying his or her desire to be a candidate for election to the Selection Committee at that meeting; or

- (2) is nominated in writing by a Producer that is a body corporate and the Producer has, at least 6 weeks before the annual general meeting, served on the company a notice signed by the Producer nominating that person together with a notice signed by that person consenting to be a candidate for election to the Selection Committee at that meeting.
- (e) The members of the Selection Committee referred to in article 5.2(a)(3) are to consist of:
- (1) one person who is appointed by the Cattle Council of Australia Inc.;
 - (2) one person who is appointed by the Sheepmeat Council of Australia Inc.; and
 - (3) one person who is appointed by the Australian Lot Feeders' Association,
- in each case by notice in writing served on the company at least 30 days before an annual general meeting.
- (f) A member of the Selection Committee referred to in article 5.2(a)(3) holds office from the conclusion of the annual general meeting held after his or her appointment until the conclusion of the following annual general meeting.
- (g) The directors may appoint the directors who are to be the members of the Selection Committee referred to in article 5.2(a)(4) and may determine the period for which they hold office. If a director appointed under this article 5.3(g) is a candidate for re-election, the directors must appoint another director who is not a candidate for re-election in his or her place.
- (h) The notice convening an annual general meeting must include the names of any candidates for election as members of the Selection Committee under article 5.2(b), the names of the persons elected under article 5.2(b) who are not candidates for election but will remain members of the Selection Committee after the annual general meeting, the names of the persons appointed by the Peak Councils under article 5.2(e), and the names of the directors referred to in article 5.2(g).

5.3 Proceedings of Selection Committee

- (a) The members of the Selection Committee must elect one of their members to preside as chairperson at meetings of the Selection Committee and determine the period for which that member is to be chairperson of the Selection Committee.
- (b) The members of the Selection Committee referred to in article 5.2(a)(4) have no right to vote at meetings of the Selection Committee.
- (c) The provisions of these articles applying to meetings and resolutions of directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of the Selection Committee.

5.4 Endorsement of candidates for election as directors

- (a) Within one month of each annual general meeting, the Selection Committee must fix the date by which:
- (1) the directors retiring from office under article 4.1(f) at the next annual general meeting must be determined; and
 - (2) the persons who are candidates for re-election or election to the office of director at the next annual general meeting must serve notice of their intention to stand for re-election or of their candidacy or be nominated under article 4.1(o)(1).
- (b) The Selection Committee may take any action that it thinks appropriate to advertise vacancies and to identify persons suitable for re-election or election to the office of director.
- (c) The Board may provide a written report to the Selection Committee, and a presentation to a meeting of the Selection Committee, on the views of the Board on the qualifications and experience of candidates to be endorsed by the Selection Committee for re-election or election to the office of director.
- (d) In determining whether to endorse a candidate for re-election or election to the office of director the Selection Committee must have regard to the qualifications of the candidate relevant to, or the experience of the candidate in, one or more of the following fields:
- (1) livestock production;
 - (2) business management;
 - (3) finance;
 - (4) the promotion of products;
 - (5) the international marketing of products;
 - (6) administration of research and development;
 - (7) commercialisation of the results of research and development;
 - (8) conservation and management of natural resources, and environmental and ecological matters; and
 - (9) any other field or fields nominated by the directors,
- and to the extent to which all the directors collectively would possess an appropriate mix of the qualifications and experience in the fields referred to in this article 5.4(d).
- (e) The Selection Committee must not endorse more candidates than the number of vacancies to be filled at an annual general meeting.
- (f) An endorsement of a candidate must include a statement containing, in respect of the candidate, particulars of the person's qualifications and experience in the fields referred to in article 5.4(d) and other information relating to the person that is, in the Selection Committee's opinion, likely

to help the members to decide whether to re-elect or elect the person to the office of director.

6 Executive officers

6.1 Managing Director

- (a) The directors may appoint a person as Managing Director of the company.
- (b) On appointment the Managing Director will become a director of the company.
- (c) The Managing Director's appointment as a director of the company automatically terminates if he or she ceases to be Managing Director.

6.2 Secretaries

- (a) The Board must appoint at least one secretary and may appoint additional secretaries.
- (b) The Board may appoint one or more assistant secretaries.

6.3 Auditor

The Board must appoint the company's auditor.

6.4 Provisions applicable to all executive officers

- (a) A reference in this article 6.4 to an executive officer is a reference to a managing director, secretary or assistant secretary appointed under this Part 6.
- (b) The appointment of an executive officer may be for such period, at such remuneration and upon such conditions as the directors think fit.
- (c) Subject to any contract between the company and the relevant executive officer, any executive officer of the company may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
 - (1) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) as they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (e) An executive officer is not required to be a member of the company to qualify for appointment.

- (f) An act done by a person acting as an executive officer is not invalidated by reason only of:
- (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified to be an executive officer,
- if that circumstance was not known by the person when the act was done.

7 Seals

7.1 Safe custody of seal

The directors must provide for the safe custody of the seal, if any.

7.2 Use of seal

- (a) The seal must be used only by the authority of the directors or of a committee of the directors authorised by the directors to authorise the use of the seal.
- (b) The authority to use the seal may be given before or after the seal is used.
- (c) Until the directors otherwise determine, every document to which the seal is affixed must be signed by a director and countersigned by another director, a secretary or another person appointed by the directors to countersign that document or a class of documents in which that document is included.

7.3 Seal register

- (a) The company must keep a seal register and, upon the affixing of the seal to any document (other than a certificate for securities of the company), must enter in the register particulars of the document, giving in each case the date of the document, the names of the parties to the document, a short description of the document and the names of the persons signing and countersigning the document under article 7.2(c).
- (b) The register must be produced at meetings of directors for confirmation of the use of the seal since confirmation was last given under this article 7.3.
- (c) Failure to comply with article 7.3(a) or (b) does not invalidate any document to which the seal is properly affixed.

7.4 Official seal

- (a) The company may have for use in place of its common seal outside the state or territory where its common seal is kept one or more official seals, each of which must be a facsimile of the common seal of the company with the addition on its face of the name of the place where it is to be used.
- (b) A document sealed with an official seal is to be taken as having been sealed with the common seal of the company.

8 Winding up

8.1 Winding up

Clauses 7 and 8 of the memorandum of association relating to the winding up of the company are to have effect as if the provisions of those clauses were repeated in these articles.

9 Minutes and records

9.1 Minutes

The directors must cause minutes of all proceedings of general meetings and of meetings of the directors and of committees of the directors to be entered, within one month after the relevant meeting is held, in books kept for that purpose.

9.2 Signing of minutes

Except in the case of documents which are taken to be minutes under article 4.13(d), those minutes must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

9.3 Minutes as evidence

Any minutes of a meeting purporting to be signed by the chairperson of the meeting or of the next succeeding meeting are (in the absence of proof to the contrary) sufficient evidence of:

- (a) the matters stated in the minutes of the meeting;
- (b) the meeting having been duly convened and held; and
- (c) the validity of all proceedings at the meeting.

9.4 Inspection of records

- (a) The directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them will be open to the inspection of members other than directors.
- (b) A member other than a director does not have the right to inspect any books, records or documents of the company except as provided by law or authorised by the directors.

10 Notices

10.1 Notices by the company to members

- (a) A notice may be given by the company to a member:

- (1) by serving it personally at, or by sending it by post in a prepaid envelope to, the member's address as shown in the register of members or such other address, or by facsimile transmission to such facsimile number or by electronic transmission to such electronic address, as the member has supplied to the company for the giving of notices or by other electronic means approved by the directors and nominated by the member; or
 - (2) if the member does not have a registered address and has not supplied another address to the company for the giving of notices, by exhibiting it at the registered office of the company.
- (b) The fact that a person has supplied a facsimile number or electronic address or nominated other electronic means for the giving of notices does not require the company to give any notice to that person in that manner.
 - (c) A signature to any notice given by the company to a member under this article 10.1 may be in writing or a facsimile printed or affixed by some mechanical, electronic or other means.
 - (d) A certificate signed by a director or secretary of the company to the effect that a notice has been given in accordance with these articles is conclusive evidence of that fact.
 - (e) Where a Producer comprises joint members, a notice may be given by the company to the member who is named first in the register of members and notice to that person is deemed notice to all the joint members.

10.2 Notices by the company to directors

Subject to these articles, a notice may be given by the company to any director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's usual residential or business address, or such other address, or by facsimile transmission to such facsimile number or electronic transmission to such electronic address, as the director has supplied to the company for the giving of notices or by other electronic means approved by the directors and nominated by the director.

10.3 Notices by members or directors to the company

- (a) Subject to these articles, a notice may be given by a member or director to the company by serving it on the company at, or by sending it by post in a prepaid envelope to, the registered office of the company, by facsimile transmission to the principal facsimile number at the registered office of the company, by electronic transmission to any electronic address notified by the company for this purpose or by other electronic means approved by the directors.
- (b) Where a Producer comprises joint members:
 - (1) any one of those members may sign a notice that may be given under article 10.3(a); and

- (2) to the extent of inconsistency between more than one such notice, a later notice prevails over an earlier one.
- (c) Where a notice is signed by a body corporate, the notice may, notwithstanding any other provision of these articles, be signed by an executive officer of the body corporate.

10.4 Notices posted to addresses outside the Commonwealth

A notice sent by post to an address outside the Commonwealth must be sent by airmail.

10.5 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile transmission, service of the notice is to be taken to be effected if the correct facsimile number appears on the facsimile transmission report generated by the sender's facsimile machine and to have been effected at the time the facsimile transmission is sent.
- (c) Where a notice is sent by electronic transmission, service of the notice is to be taken to be effected at the time the electronic transmission is sent provided that, in the case of notices to the company, the sender complies with any action required by the company to verify service of the notice on the company.
- (d) Where a notice is sent by other electronic means, service of the notice is to be taken to be effected in the manner determined by the directors for such notices.
- (e) Where the company gives a notice under article 10.1(a)(2) by exhibiting it at the registered office of the company, service of the notice is to be taken to be effected when the notice was first so exhibited.

10.6 Signing

A reference in these articles to signing a notice includes authentication of the notice in the manner approved by the directors.

10.7 Other communications and documents

Articles 10.1 to 10.6 (inclusive) and 10.8 apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

10.8 Notices in writing

A reference in these articles to a notice in writing includes a notice given by facsimile transmission or electronically or any other form of written communication.

11 Indemnity and insurance

11.1 Persons to whom articles 11.2 and 11.4 apply

Articles 11.2 and 11.4 apply:

- (a) to each person who is or has been a director or executive officer (within the meaning of article 6.4(a)) of the company;
- (b) to such other officers or former officers of the company or of its related bodies corporate as the directors in each case determine.

11.2 Indemnity

The company may indemnify, on a full indemnity basis and to the full extent permitted by law, each person to whom this article 11.2 applies for all losses or liabilities incurred by the person as an officer of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

- (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (b) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act 2001.

11.3 Extent of indemnity

The indemnity in article 11.2:

- (a) is a continuing obligation and is enforceable by a person to whom article 11.2 applies even though that person may have ceased to be an officer of the company or of a related body corporate;
- (b) operates only to the extent that the loss or liability is not covered by insurance.

11.4 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this article 11.4 applies against any liability incurred by the person as an officer of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

11.5 Savings

Nothing in article 11.2 or 11.4:

- (a) affects any other right or remedy that a person to whom those articles apply may have in respect of any loss or liability referred to in those articles; or
- (b) limits the capacity of the company to indemnify or provide insurance for any person to whom those articles do not apply.

12 General**12.1 Submission to jurisdiction**

Each member submits to the non-exclusive jurisdiction of the Supreme Court of the State or Territory in which the registered office of the company is located, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

12.2 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, these articles which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, these articles which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.