

**CATTLE COUNCIL OF AUSTRALIA INC**

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**CONSTITUTION**

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## PART 1 PRELIMINARY

### 1. NAME

- 1.1 The organisation shall be called the "Cattle Council of Australia Inc", hereinafter referred to as the "Cattle Council".

### 2. DEFINITIONS

- 2.1 In this Constitution, unless the context demands otherwise:

**"Act"** means the *Associations Incorporation Act 1991* (ACT) and includes the Regulations under that Act;

**"Annual Conference"** means an industry forum convened at the discretion of the Board, if at all, as an annual conference of Members;

**"Annual General Meeting"** means a meeting held pursuant to clause 31;

**"Associate"** means an organisation recognised as an associate of the Cattle Council under regulation 7;

**"Board"** means the Directors who are for the time being appointed to the board of management of the Cattle Council under clause 23;

**"Board Meeting"** means a meeting of the Directors as a Board at which the business of the Cattle Council is undertaken;

**"Calender Year"** means the year commencing 1 January and ending 31 December;

**"Cattle"** means bovine animals bred or kept primarily for the production of meat, including the turnoff for slaughter of Cattle kept primarily for the production of milk;

**"Cattle Council"** means the association for which this Constitution is the "rules" and refers to the collective body of membership and a **"meeting of the Cattle Council"** means a meeting of the Members;

**"Chief Executive Officer"** means the person appointed under clause 27 and includes any person appointed to act for the Chief Executive Officer in the Chief Executive Officer's absence;

**"Commodity Council of the Federation"** mean the bodies recognised, from time to time, by the Federation as the peak bodies representing the interests of Australian rural commodity producers and primary producers under the constitution or rules of the Federation;

**"Councillor"** means a person who is, for the time being, a member of a Prescribed Committee;

**"Direct Member"** means an individual recognised, for the time being, as a direct member of the Cattle Council under clause 8 and for clarity includes an Independent Direct Member;

**"Direct Member Board Seat"** means a seat on the Board allocated to be filled by election by Members' Vote;

**“Director”** means a person appointed for the time being under the provisions of this Constitution to sit on the Board and includes any substitute Director;

**“Directors Vote”** means a vote under clause 34.

**“Federation”** means the National Farmers’ Federation or if the National Farmers’ Federation ceases to exist or the Cattle Council ceases to be a National Farmers’ Federation member, a like peak primary production body with the same or similar objects as the National Farmers Federation during its existence;

**“Financial Year”** means the calendar year ending on 30 June;

**“First Annual General Meeting”** means the first Annual General Meeting held after the adoption of this document as the Constitution of the Cattle Council;

**“First Board”** has the meaning given in clause 17;

**“First Schedule”** means the schedule attached to this Constitution;

**“Founding Members”** means those Representative Groups who are Members for the time being and who are identified in the regulation 4.1;

**“Independent Direct Member”** means a person who is for the time being a Direct Member and is one who has paid a full Subscription directly to the Cattle Council (without any reduction or waiver arising from being a member of a Representative Group Member);

**“General Meeting”** means a meeting of Members;

**“Governance, Finance and Audit Committee”** means the committee appointed under clause 26;

**“Member”** shall mean a person admitted for the time being as a member of the Cattle Council under this document;

**“Members’ Vote”** means a vote under clause 35;

**“Membership”** means membership of the Cattle Council;

**“Motion”** includes any amendment to a motion;

**“Non-Founding Representative Group”** means an organisation eligible for the time being to be recognised as a Member of the Cattle Council under clause 7 and who is not a Founding Member;

**“Office Bearer”** includes the President, the Vice-President and the Chair of the Governance, Finance and Audit Committee;

**“Prescribed Committee”** means a committee stated in regulation 18 as a committee whose members are entitled to carry the title of “Councillor”;

**“President”** means the person appointed under clause 24;

**“Property Identification Code”** means the eight character code allocated by the State authority to identify a livestock producing property;

**“Regulations”** means the regulations set out in the First Schedule, as amended from time to time;

**“Representative Group”** means an organisation that has as its primary purpose the representation of persons (whether individuals or organisations) who are directly engaged in the primary production industries of Australia and including Cattle production on a State or regional basis;

**“Secretary”** means the person appointed under clause 28 or, where no such person holds that office, the public officer of Cattle Council;

**“Special Resolution”** means a resolution of the Members where:

- (a) it is passed at a General Meeting of the Cattle Council, being a meeting of which at least 21 days’ notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members; and
- (b) it is passed by at least  $\frac{3}{4}$  of the votes of those Members who, being entitled to vote, vote in person or by proxy at the meeting, including in any online capacity.

**“State”** includes the Northern Territory and the Australian Capital Territory (ACT);

**“Subscriptions”** means subscriptions payable under clause 12;

**“Vice-President”** means the person appointed under clause 25; and

**“Voting Strength”** means a given Director’s vote entitlement as defined under regulation 12.

2.2 In this Constitution:

- (a) a reference to a clause is a reference to a provision of this Constitution and a reference to a regulation is a reference to the Regulations set out in the First Schedule;
- (b) a reference to a function includes a reference to a power, authority and duty; and
- (c) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

2.3 The provisions of Chapter 15 of the *Legislation Act 2001* (ACT) (“Legislation Act”) apply to and in respect of this Constitution as far as they are relevant in the same manner, as those provisions would so apply if this Constitution were a statutory instrument within the scope of the Legislation Act.

### 3. OBJECTS

3.1 The objects of Cattle Council are -

- (a) to represent and promote the interests of the Australian Cattle sector;
- (b) to function as a specialist Cattle industry organisation with concern for the profitability and livelihood of all Cattle producers;

- (c) to carry out activities necessary for the betterment and improvement of the Cattle industry;
- (d) to collect and disseminate information concerning the Cattle industry;
- (e) to co-operate with appropriate organisations at the State, National and international level;
- (f) to maintain a high level of liaison and co-operation as may be necessary for the fulfilment of the other objects of Cattle Council with Federal and State Government departments, agencies and authorities, with local government, and with other industry organisations;
- (g) to promote the development of the agricultural and pastoral industry and resources of Australia;
- (h) to act as a peak body for the red meat industry in Australia and in so doing to act in any role specified for this purpose in regulation 17; and
- (i) whenever appropriate having regard to each other of these objects, to develop and promote the policies of the Cattle Council through the Federation.

3.2 Cattle Council is responsible for the management of issues of national significance and, where practicable having regard to the objects stated in clause 3.1, shall:

- (a) defer, and take guidance on the management of issues which solely affect a State or region in which a Founding Member has an influential presence, to the relevant Founding Member; and
- (b) co-ordinate its work with the work of its relevant Founding Members, relevant Representative Group Members, the Federation, and other Commodity Councils of the Federation, with the intention of avoiding unnecessary duplication of effort and maximising use of available resources.

3.3 The income and property of Cattle Council whencesoever derived shall be applied solely towards the promotion of the objects of Cattle Council and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members, Councillors or Directors.

3.4 Nothing contained in this clause shall prevent the payment in good faith to any officer, Member or servant of Cattle Council of reasonable and proper remuneration:

- (a) for service rendered to Cattle Council;
- (b) for expenses incurred in attending to the business of Cattle Council pursuant to clause 39.3 and regulation 16;
- (c) by way of allowance for income foregone in attending to the business of Cattle Council pursuant to clause 39.3;
- (d) for goods supplied to Cattle Council in the ordinary and usual way of business;
- (e) for payment of interest at a rate not exceeding bank overdraft rates on money borrowed; or

(f) by way of reasonable and proper rent for premises let to Cattle Council.

#### **4. POWERS**

- 4.1 Cattle Council shall be responsible for determining and implementing policy on all non-State specific matters of a commodity nature affecting the Cattle industry in Australia.
- 4.2 Matters affecting the rural sector generally of which the Cattle industry is a part, or matters affecting more than one commodity, whilst open to determination by Cattle Council, may be referred to the Federation for the determination of policy for the whole rural sector.
- 4.3 Cattle Council shall have power to do all things deemed by it necessary or desirable for the purpose of achieving its objects within the sphere of its operations including raising and expenditure of finance, the power to purchase or otherwise acquire real and personal property and to sell, lease, mortgage, charge or otherwise deal with any of its real or personal property and in addition, to provide specialist services to its Members upon request and on such terms and conditions that may be arranged.
- 4.4 Cattle Council shall enforce the obligations agreed under this Constitution and Regulations and be entitled to restrain any Member from breaching the undertaking under clause 5.3.

### **PART 2 MEMBERSHIP**

#### **5. MEMBERSHIP CATEGORIES**

5.1 Cattle Council has the following categories of Membership:

- (a) Founding Members;
- (b) Non-Founding Representative Group Members; and
- (c) Direct Members;

noting that Associates may have some entitlements of association with the Cattle Council (as determined through the Regulations) but are not Members of the Cattle Council.

- 5.2 On admission to Membership, all Members are bound by their obligations under this Constitution and the Regulations and, without limiting that commitment, each specifically acknowledge the obligations in clauses 5.3, 11, 12 and 13 and each Member undertakes to be bound by the Constitution and the Regulations of the Cattle Council.
- 5.3 By admission to Membership, Members acknowledge that Cattle Council alone retains the right to represent the national Cattle industry and its participants, and Members agree not to represent themselves as speaking for that industry.
- 5.4 A Direct Member shall only remain eligible to be a Member whilst ever their Subscriptions are not in arrears and whilst they have, for the time being, the current authority represented to the Cattle Council under regulation 3.

## 6. FOUNDING MEMBER

6.1 The Founding Members shall be the organisations identified in the regulation 4.1.

6.2 If a Founding Member ceases to be a Member the Board may do any one of the following:

- (a) replace the Founding Member with another eligible Representative Group, who shall not be entitled to be considered a "Founding Member" unless already qualified to be considered as such, but shall inherit all other entitlements of the Founding Member who it replaces; or
- (b) by vote of three quarters or more majority, replace the Board seat associated with the former Founding Member with an additional Direct Member Board Seat; and

in default of any such decision, the Board seat associated with the former Founding Member shall be considered as a casual vacancy capable of being filled (including by the Founding Member re-joining the Cattle Council by application to the Board) until an appropriate and eligible organisation is identified and admitted to the Membership (noting that any person filling the casual vacancy will have an obligation to retire at each successive Annual General Meeting, whilst the casual vacancy will remain and will be capable of being filled again), but if:

- (c) no eligible Representative Group is identified for the purpose of clause 6.2(a) within 15 months (or such longer time as the Board by ordinary resolution permits) of the Founding Members ceasing to be a Member; and
- (d) the former Founding Member is not re-admitted as a Member within that 15 months (or such longer time as the Board by ordinary resolution permits);

then the Board may by ordinary resolution cause the seat associated with the former Founding Member to become an additional Direct Member Board Seat, noting that the Board seat shall cease to exist and shall not fall vacant if it is not converted or replaced under this clause.

6.3 For clarification an organisation is eligible to replace a Founding Member if the organisation meets the requirements prescribed in regulations 4.2, 4.3, 4.4, 4.5 and 4.6:

- (a) if the powers under clause 6.2(a) or 6.2(b) are not exercised, a Founding Member shall be entitled to re-join the Cattle Council, but subject to admission by the Board, and if they re-join within 15 months (or such longer time as the Board by ordinary resolution permits) of ceasing to be a Member, they can resume their entitlements without the Board amending the Regulations;
- (b) if the powers under clause 6.2(a) or 6.2(b) are exercised, a Founding Member shall remain entitled, subject to admission by the Board, to re-join the Cattle Council within 15 months (or such longer time as the Board by ordinary resolution permits) of ceasing to be a Member, but then only on such Membership entitlements (including Founding Member entitlements) as the Board determines in its discretion;

- (c) a Founding Member shall be entitled, subject to admission by the Board, to re-join the Cattle Council as a Representative Group at any time after 15 months of ceasing to be a Member, and shall be entitled to retain the title of "Founding Member", but on such Membership entitlements as the Board determines in its discretion, noting in such a case that Founding Member shall not be considered a "Founding Member" for the purpose of clause 3.2, unless the Board expressly decides to do so.

## **7. NON-FOUNDING REPRESENTATIVE GROUP MEMBERSHIP**

- 7.1 Non-Founding Representative Group Members shall be those Representative Groups who are not Founding Members and who are admitted for the time being as Members.
- 7.2 An organisation is eligible for admission as a Non-Founding Representative Group Member if:
  - (a) the organisation meets the requirements prescribed in regulations 5.1, 5.2, 5.3 and 5.4; and
  - (b) its application for admission as a Member is accepted by the Board.

## **8. DIRECT MEMBERS**

- 8.1 Direct Members shall be individuals who are Cattle producers (or individual persons directly engaged in raising Cattle in Australia or otherwise in Australian Cattle production) that apply to be and are approved by the Secretary to be a Direct Member of the Cattle Council and shall be identified as Direct Members on the Cattle Council Member database.
- 8.2 An individual Cattle producer is eligible for Direct Membership if they meet the requirements prescribed in regulation 6.1 and, as the case may be, have produced to the Cattle Council the written authority requested to be produced within 21 days of written request, or such further time as the Secretary may permit.

## **9. MEMBERSHIP ENTITLEMENTS**

- 9.1 The Board determines all rights, privileges and obligations for each Membership category.
- 9.2 Unless otherwise specified in this document all rights, privileges and obligations are as outlined under this Part and the Regulations.
- 9.3 A right, privilege or obligation which an organisation has by reason of being a Member:
  - (a) is not capable of being transferred or transmitted to another person or organisation; and
  - (b) terminates upon cessation of the Membership.

## **10. CESSATION OF MEMBERSHIP**

- 10.1 A Membership ceases to be a Member if:

- (a) in the case of a body corporate, it is wound up or in the case of an unincorporated association, it is dissolved or the members cease to associate;
- (b) in the case of a Direct Member:
  - (i) the Member dies; or
  - (ii) the Member becomes ineligible for Direct Membership if they cease to meet the requirements prescribed in clause 8 and regulation 6.1.
- (c) in all cases:
  - (i) the Member resigns from Membership in accordance with the terms of this Constitution; or
  - (ii) the Member is expelled from the Cattle Council.

## **11. RESIGNATION OF MEMBERSHIP**

- 11.1 A Member is not entitled to resign from the Cattle Council except in accordance with this clause.
- 11.2 A Member who has paid all amounts due to the Cattle Council may resign from Membership.
- 11.3 Subject to the Board's discretion, a resigning Member must give a minimum of six months written notice with the notice to expire at the calendar end of the sixth month. The Member remains liable for any Membership or Subscription fees accruing or payable within that period.
- 11.4 Where an organisation ceases to be a Member, the Secretary shall make an appropriate entry in the regulations or in the case of Direct Members the Member database.

## **12. FEES, SUBSCRIPTIONS ETC.**

- 12.1 Unless otherwise determined by the Board, Membership shall run annually for the period of 12 months and will renew automatically at the commencement of each calendar year unless ended in the prior Calendar Year.
- 12.2 All Representative Group Members must pay Subscriptions in accordance with the Regulations and as determined by the Board from time to time.
- 12.3 All Direct Members must pay Subscriptions in accordance with the Regulations and as determined by the Board from time to time. Subscriptions shall become a debt payable within 30 days after the end of the Calendar Year or such further period as the Secretary specifies on the invoice, if at all.

## **13. MEMBERS' LIABILITIES**

- 13.1 The liability of a Member to contribute towards the payment of the debts and liabilities of Cattle Council or the costs, charges and expenses of the winding up of Cattle Council is limited to the amount, if any, of unpaid Subscriptions in respect of that Member, whether those Subscriptions have been invoiced or not.

## **14. MEMBER SANCTIONS**

14.1 Where the Board is of the opinion that a Member:

- (a) has refused or neglected to comply with a provision of this Constitution and Regulations; or
- (b) has acted in a manner prejudicial to the interests and objects of Cattle Council; or
- (c) has committed a serious breach of the Constitution or Regulations; or
- (d) has failed to pay its Subscriptions as required by the Regulations;

the Board may, by resolution:

- (e) request the Member to show cause why the Member should not be either expelled from the Cattle Council or suspended from the rights and privileges of Membership; or
- (f) expel the Member from the Cattle Council; or
- (g) suspend such of the Member's rights and privileges of Membership as the Board may determine for a specified period.

14.2 In making a decision under this clause 14, the Board may:

- (a) act on the recommendation, information or advice of any committee permitted by the Board to consider matters relevant to clause 14.1;
- (b) may act through (whether in whole or in part) any committee permitted by the Board to consider matters relevant to clause 14.1;
- (c) consider such evidence as it considers reasonably appropriate;
- (d) make its own inquiry (but without being bound to do so); and
- (e) make its decision according to the matters before it, determining the weight and relevancies according to its own considerations without further review being available except as this Constitution expressly permits.

14.3 Where the Board passes a resolution under clause 14.1 which is adverse to the Member (that is has formed the relevant opinion and has passed a resolution under clauses 14.1(e), 14.1(f) or 14.1(g)), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member who is subject to the resolution:

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days after service of the notice;
- (c) stating the date, place and time of that meeting; and

- (d) informing the Member that they may attend and speak at that meeting at their own cost and submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

14.4 If a Member has been the subject of a notice issued under clause 14.3 and:

- (a) the Member does not respond in writing to the notice within 14 days after service of the notice advising of the Member's intention to appeal the decision (under clause 15) then the Board need not convene the meeting and the resolution shall stand unaffected; or
- (b) the Member responds in writing to the notice within 14 days after service of the notice advising of the Member's intention to appeal the decision (under clause 15) then the Board, including through a committee, shall convene the meeting as notified to the Member and the resolution shall be suspended pending the outcome of the deliberations from the notified meeting.

14.5 In making a determination under these clauses under clauses 14.1(e), 14.1(f) or 14.1(g), 15 and 16:

- (a) to the extent permitted by law, the rules of natural justice apply in the manner and according to the procedures stated in this Constitution;
- (b) subject to this Constitution, all decisions are at the discretion of the Board, who may act through or with the recommendation, information or advice of any committee;
- (c) the subject Member has no entitlement to legal representation, but may seek legal advice; and
- (d) the subject Member has no further rights to appeal or information in respect of the breach or sanctions imposed, other than those provided for by this Constitution or where relevant, the Regulations.

## **15. RIGHT OF APPEAL OF MEMBER**

15.1 Subject to section 50 of the Act, at a meeting of the Board (who may act through a committee) to be convened under clause 14.3, the Board shall:

- (a) give the Member an opportunity to make oral submissions on the grounds alleged;
- (b) consider any written submissions given to the Board by that Member at or prior to the meeting;
- (c) make its own inquiry (but without being bound to do so) and make its decision according to the matters before it, determining the weight and relevancies according to its own considerations without further review being available;
- (d) consider any new or additional information put before it and including evidence of conduct subsequent to the time on which the resolution was passed; and
- (e) by resolution determine whether to confirm or to revoke the resolution of the Board made under clause 14.1 or it may substitute a new resolution,

which can result in a lower or higher penalty than that provided for in the resolution that was reviewed.

15.2 Where a resolution is made pursuant to clause 15.1 the Secretary shall, within 7 days after that resolution, issue a notice in writing to inform the Member of that resolution.

15.3 Notwithstanding anything in clause 14 or this clause, if, after service of a notice pursuant to clause 14.3 the Member advises (by whatever means) the Board that it does not intend to defend the grounds alleged in the notice or does not intend to make oral or written submissions on the grounds alleged then it shall not be necessary for the Board to meet.

## **16. EXPULSION**

16.1 A Member may be expelled from Cattle Council other than pursuant to clause 14 by a meeting of the Board on the condition that:

- (a) eight weeks' written notice has been given to the Member by the Chief Executive Officer; and
- (b) such Motion is carried by not less than two-thirds of the Voting Strength of the Board.

16.2 An expelled Member shall pay Cattle Council all monies owing by it to Cattle Council at the date of expulsion.

## **PART 3 DIRECTORS**

### **17. THE FIRST BOARD**

17.1 The First Board shall be the Directors serving at the time of the adoption of this document as the Constitution of the Cattle Council and shall consist of the persons nominated at regulation 10 and those subsequently appointed prior to the first Annual General Meeting and in accordance with regulation 11.

17.2 The First Board shall serve until the First Annual General Meeting at which point all Board members must resign, but remain eligible for renomination to the Board where in accordance with this Constitution and the Regulations.

17.3 Where a seat on the First Board becomes vacant for the purposes of clause 21, any replacement Board member shall serve only until the first Annual General Meeting.

### **18. POWER OF DIRECTORS**

18.1 Directors are nominated and endorsed by the collective Membership and must act in a manner consistent with the objects outlined in clause 3 and in the best interests all Members and of the Cattle Council.

18.2 Directors shall have all the powers of a natural person to conduct the business of the Cattle Council and may determine the industry policy of Cattle Council giving proper consideration to (but not bound by):

- (a) the views expressed and resolutions passed by Members' Vote;
- (b) the views expressed at Member and industry Forums (see clause 33); and

- (c) where appropriate to the interests of the Cattle Council, industry policy and the views expressed by the Federation,

but for clarity, nothing in this clause diminishes the duties of the Board to act independently and in the best interests of Cattle Council according to its objects outlined in clause 3.

- 18.3 Except as provided for under this Constitution, all decisions of the Board shall be by resolution on Motion.

**19. APPOINTMENT OF DIRECTORS**

- 19.1 Each year up to four Directors will be appointed from the Founding Members and endorsed by the Membership in accordance with regulation 11.

- 19.2 On the Cattle Council achieving:

- (a) not less than 200 Direct Members, there shall be two Direct Member Board Seats; and
- (b) not less than 500 Independent Direct Members, there shall be a further two Direct Member Board Seats;

provided that,

- (c) having reached 200, if the number of Direct Members falls below an average of 150 Direct Members over any subsequent two year period, then the two Direct Member Board Seats gained under clause (a) shall be cancelled at the next occurring Annual General Meeting until there are again not less than 200 Direct Members or more, whereupon clause (a) shall apply; and
- (d) if the number of Independent Direct Members falls below 300, then the two Direct Member Board Seats gained under clause (b) shall be cancelled at the next occurring Annual General Meeting until there are again not less than 500 Independent Direct Members or more, whereupon clause (b) shall apply,

noting that the Board may at its discretion hold a mid-term election to fill any seats formed under this clause.

- 19.3 Direct Members may, at each Annual General Meeting:

- (a) nominate additional Directors to the Direct Member Board Seats in accordance with regulation 11.7; and
- (b) each nominee must be nominated by at least 20 Direct Members.

- 19.4 Subject to there being two or more Direct Member Board Seats under clause 19.2, then:

- (a) the Secretary must, not less than 40 days prior to the anticipated date of the Annual General Meeting, call for nominations for persons to stand for election to the Board by the Direct Members; and
- (b) all nominations for persons to stand for election to the Board by the Direct Members must be received by the Secretary at least 28 days before the

Annual General Meeting, together with a short curriculum vitae addressing the relevant eligibility criteria.

- 19.5 Elections for Directors shall be conducted by ballot in accordance with method prescribed by the Regulations.
- 19.6 Any Representative Group Member who is entitled to nominate a person to the Board must advise the Secretary in writing of their nominee at least 28 days before the Annual General Meeting.
- 19.7 In all cases, to be eligible to be nominated as a Director, an individual must meet the skills and requirements of the Director position for which they are nominated, as prescribed in regulation 11.8.
- 19.8 Where there is more than one nomination for a Director's position an election shall be held and the Direct Members will determine the position by ballot through the voting method prescribed in the Regulations.
- 19.9 Directors may be reimbursed in accordance with the Regulations for expenses reasonably incurred in the conduct of Cattle Council business.

## **20. TERM OF DIRECTORS**

- 20.1 Subject to regulation 11.1, all Directors terms shall be two years from the date of appointment, ending at the conclusion of the most approximate Annual General Meeting
- 20.2 Directors may be reappointed for successive terms without limit.

## **21. VACANCIES**

- 21.1 For the purpose of this Constitution, a vacancy in the office of Director occurs if the Director:
- (a) dies;
  - (b) ceases to be a Direct Member;
  - (c) resigns the office;
  - (d) suffers from mental or physical incapacity;
  - (e) is disqualified from office under subsection 63(1) of the Act;
  - (f) ceases to be eligible under the Regulations; or
  - (g) is not accepted or endorsed in accordance with clause 23.1.
- 21.2 If an office of Director falls vacant:
- (a) where that Director was appointed by a Representative Group, the Representative Group who nominated that Director may appoint an eligible person to fill that vacancy, where such appointment is a prescribed entitlement under the Regulations; or
  - (b) where that Director held a Direct Member Board Seat, the Board may appoint someone to fill the vacancy.

21.3 Any Director appointed under clause 21.1(g) shall resign at the next Annual General Meeting, but remain eligible for renomination to the Board where in accordance with this Constitution and the Regulations.

## **22. EXPULSION, SUSPENSION OR SANCTIONING OF A DIRECTOR**

22.1 Pursuant to clause 23.3(g), the Board may expel or suspend or otherwise discipline a Director if the Board determines by resolution that:

- (a) a Director is in substantial breach of a provision of this Constitution;
- (b) a Director is in substantial breach of the Cattle Council of Australia Code of Business Conduct and Ethics;
- (c) any act or omission of a Director is unbecoming of a Director, or prejudicial to the interests or reputation of the Cattle Council; or
- (d) the Director engages in persistent and/or vexatious litigation against the Cattle Council;

22.2 The Board must not expel or suspend or otherwise discipline a Director unless:

- (a) at least 14 days' Notice has been given to the Director stating the date, time and place at which the question of suspension, expulsion or disciplining of that Director is to be considered by the Board, and the nature of alleged event(s) giving rise to the expulsion; and
- (b) the affected Director is given the opportunity of explaining to the Board, orally or in writing, why the Director should not be suspended, expelled or otherwise disciplined; and
- (c) if the Act requires, refer the matter to the Members for consideration in accordance with the Act.

22.3 Notwithstanding clause 22.2, the Board will be entitled to immediately suspend a Director if, in the opinion of the Board, the Director's behaviour or actions pose a threat to staff or the operation of the Cattle Council.

22.4 At a meeting to be convened for the purpose of 22.2, the Board may:

- (a) act on the recommendation, information or advice of any committee permitted by the Board to consider matters relevant to the matter before the meeting;
- (b) consider such evidence as it considers reasonably appropriate;
- (c) make its own inquiry (but without being bound to do so); and
- (d) make its decision according to the matters before it, determining the weight and relevancies according to its own considerations without further review being available except as this Constitution or the Act expressly permits.

22.5 Where a Director is appointed to a seat on the Board to which a Representative Group Member has the right to nominate the appointee, and that Director has resigned, been suspended or expelled, then the full rights of that Representative Group Member will remain and the Member will be entitled to replace the Director

with an alternate Director on a temporary or permanent basis as determined by the Member.

## **23. THE BOARD**

23.1 Direct Members at each Annual General Meeting shall elect candidates to hold office in the Direct Member Board Seats and vote to elect or accept as required Representative Group nominees to the Board and each Director shall take office from the close of the Annual General Meeting.

23.2 The Board shall comprise of the President, one Director from each Representative Group Member and such additional Directors as prescribed in regulation 11.

23.3 The Board shall, owing its duty to Cattle Council as a whole be responsible for:

- (a) the day to day management of Cattle Council;
- (b) the management policies of Cattle Council;
- (c) the determination of Cattle Council industry policy, paying due consideration to matters approved under clause 35 and to the views expressed by any relevant sub-committees;
- (d) the implementation of policy;
- (e) the resolution of the issues which arise between Annual General Meetings;
- (f) the exercise of any power or right explicitly granted to the Board by this Constitution and Regulations;
- (g) the expulsion, suspension or disciplining of a Member or Director as directed by clauses 14, 16 or 22 respectively; and
- (h) the exercise of any power ordinarily exercised by the board of management of an incorporated association.

23.4 Directors must attend such Cattle Council and other Cattle industry forums attracting broad attendance by Cattle producers as the Board reasonably directs.

## **24. PRESIDENT**

24.1 At the first Board meeting following election of Directors at the Annual General Meeting the newly appointed Board shall elect a President from amongst its Directors and/or Councillors. The first Board meeting may be called prior to the conclusion of the Annual General Meeting.

24.2 The President:

- (a) must be a current Direct Member and must be nominated by two current Directors;
- (b) shall assume office at the conclusion of the Annual General Meeting and hold office for two years, until the conclusion of the Annual General Meeting in their 2nd year;
- (c) shall chair Board meetings;

- (d) shall have a casting vote, but not a deliberative vote; and
  - (e) shall be paid a Presidential allowance in addition to the travelling expenses and those expenses approved by the Council under clause 39.3. The Board shall review the amount of the President's allowance annually.
- 24.3 The incumbent President is entitled to re-nomination for the position of President in successive terms provided that the maximum continuous term shall be four years.
- 24.4 Notwithstanding clause 24.1, an incumbent President is eligible for re-election without having to revert to the position of Director or Councillor for the purpose of the election for a second term.
- 24.5 Where a Director appointed by a Representative Group is appointed President, their seat as a "Director" seat shall be deemed vacant and shall be filled as clause 21.2(a) permits.
- 24.6 If a person who was otherwise to be elected as a Director is elected President then:
- (a) the candidate with the next highest votes that stood at that election shall be appointed as a Director to fill the seat left vacant; or
  - (b) if there were no other candidates for that election, it shall be deemed a casual vacancy for the purposes of clause 21.
- 24.7 If, for any reason, the office of the President becomes vacant, the Vice-President shall fill that vacancy until the next Annual General Meeting and the office of the Vice-President shall be deemed vacant.
- 24.8 When the President is absent from a Board meeting, the next most senior Office Bearer or, in their absence, the Chief Executive Officer, will act as chair in place of the President. The acting chair shall retain his or her total deliberative votes but shall not have a casting vote. If a vote is tied then the resolution shall be held over and put again when the President resumes the chair.

## **25. VICE-PRESIDENT**

- 25.1 At the first Board meeting following the Annual General Meeting the Board shall elect a Vice-President from among the members of the new Board.
- 25.2 The Vice-President shall assume office at the conclusion of such Annual General Meeting and shall hold office for one year and continue in office until the conclusion of the next Annual General Meeting.
- 25.3 The term of office of the Vice-President shall be one year but the incumbent Vice-President shall be eligible for re-election provided that the maximum continuous term shall be four years.
- 25.4 If, for any reason, the office of the Vice-President becomes vacant, the Board may appoint another Director to fill that vacancy for the remainder of the Vice-President's term.

## **26. GOVERNANCE, FINANCE & AUDIT COMMITTEE**

- 26.1 At the first Board meeting following the Annual General Meeting the Board shall:

- (a) elect a Governance, Finance and Audit Committee from among the members of the Board; and
- (b) appoint a chairperson from among the members appointed to that committee.

26.2 The Governance, Finance and Audit Committee shall:

- (a) assume responsibility at the conclusion of the Annual General Meeting;
- (b) be responsible until the conclusion of the next the Annual General Meeting;
- (c) have a minimum of three and a maximum of four members, with such non-Director members as are approved by the Board;
- (d) include no less than three Directors; and
- (e) is accountable to the Board.

26.3 The Governance, Finance and Audit Committee shall procure that the Chief Executive Officer:

- (a) collects and receives all moneys due to the Cattle Council and makes all payments authorised by the Cattle Council;
- (b) keeps or procures to be kept correct accounts and books showing the financial affairs of the Cattle Council with full details of all receipts and expenditure connected with the activities of the Cattle Council; and
- (c) meets the audit requirements set out in clause 51.

26.4 If, for any reason, one of the Governance, Finance & Audit Committee positions becomes vacant, the Board may appoint another Director to fill that vacancy for the remainder of the term.

## **27. STAFF**

27.1 The Board (or a sub-committee including the President appointed by the Board) shall appoint a Chief Executive Officer, responsible to the President, and other such salaried officers as the Board may determine.

27.2 In the absence of the Chief Executive Officer the Board may appoint a person to act for the Chief Executive Officer.

27.3 The Chief Executive Officer shall:

- (a) be responsible to the Board for the management of Cattle Council;
- (b) conduct the correspondence of Cattle Council, attend meetings, take or procure to be taken minutes of proceedings, and attend properly to directions given to them by the Board;
- (c) be responsible for reporting on action taken on all resolutions carried at meetings of Cattle Council and for bringing to the notice of each meeting any resolutions not attended to;

- (d) be responsible for fulfilling the role and directions of the Board and the Governance, Finance and Audit Committee in respect of good corporate governance and financial dealings of Cattle Council;
  - (e) advise the President and Board on the effects for the Cattle industry of implementation of Cattle Council's policies; and
  - (f) confer with officers of the Public Service as appropriate, Members of Parliament and Ministers of State, as well as leaders and representatives of other State or national organisations and business firms on matters relating to the implementation of the Cattle Council's policies.
- 27.4 On particular subjects the staff may work in co-operation with, or enlist the assistance of, the staff of the Federation, other Commodity Councils, and staff of Founding and Non-Founding Representative Group Members.
- 27.5 Cattle Council may, subject to agreement by the Federation, have access to the special services provided by the Federation; the degree of usage of these services shall be co-ordinated by the Board and the relevant officers of the Federation.
- 28. SECRETARY**
- 28.1 The Chief Executive Officer shall hold the office of Secretary of Cattle Council.
- 28.2 The Secretary shall keep or procure to be kept minutes of:
- (a) all elections and appointments of Directors;
  - (b) the names of Directors or sub-committee members present at a Board or sub-committee meetings or of Members present at Annual General Meetings;
  - (c) all proceedings at any Cattle Council meeting including Board meetings, sub-committee meetings and Annual General Meetings; and
  - (d) minutes of all proceedings at any meeting of Cattle Council shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting and shall be counter signed by the Chief Executive Officer.
- 28.3 The Secretary or a nominee of the Secretary shall hold the office of Public Officer.

**29. INDEMNIFICATION CLAUSE**

- 29.1 Every Office Bearer and member of the staff of Cattle Council and any member of a sub-committee thereof, shall be indemnified by the Cattle Council against all costs, losses and expenses, which any officer may incur or become liable to by reason of any authorised contract or act pursuant to the discharge of their duties. Such cost, losses and expenses shall be paid by Cattle Council.

**PART 4 DECISIONS AND MEETINGS**

**30. BOARD MEETING**

- 30.1 The Board shall meet at such times and places as it deems appropriate.

- 30.2 The Board may resolve all matters by a vote where, on a poll, each Board member may exercise the Voting Strength that he or she holds, as prescribed in regulation 12.
- 30.3 At a meeting of the Board a quorum shall exist where 51% of the total Voting Strength and 51% of the Directors currently appointed are present.
- 30.4 Except in the case of urgent meetings, prior to each meeting of the Board, the Chief Executive Officer shall send to each Director a copy of the agenda for that meeting.
- 30.5 A Director nominated by a Representative Group Member may, by notice to the President, nominate a substitute Director to attend a meeting of the Board and exercise their vote(s) if they are unable to attend.
- 30.6 As soon as practicable after any meeting of the Board, the Secretary shall:
- (a) send to each Director a record of that meeting; and
  - (b) once the Directors have approved that record, make available to Members a summary of that meeting record.

### **31. ANNUAL GENERAL MEETING**

- 31.1 The Annual General Meeting shall be convened once per year, subject to the Act, on such date and at such place and time as the Board sees fit.
- 31.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any other General Meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of the Cattle Council during the last preceding Financial Year;
  - (c) to elect and accept members of the Board as the case requires; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Act.
- 31.3 The Annual General Meeting may be held as the Board sees fit and minutes shall be kept in respect of the business transacted under clause 31.2.
- 31.4 There shall be a quorum at an Annual General Meeting or General Meeting when a majority of Directors are present or if 200 Direct Members are present either in person or via proxy.
- 31.5 In the event that there is no quorum, the Annual General Meeting shall be adjourned for a period of 14 days at the same time and place, or otherwise as the Chief Executive Officer advises.

### **32. ADJOURNMENT**

- 32.1 The person presiding at a Cattle Council meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but, except with the consent of all

Members, no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

32.2 Where a meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

32.3 Except as provided in clause 32.2 above, there is no requirement that a notice of adjournment or notice of adjourned business be given.

### **33. PRODUCER FORUMS**

33.1 Cattle Council may hold Cattle producer forums ("Forums") at such times and places as the Board may determine.

33.2 The Board may determine in its discretion:

- (a) the number of Forums in a given year; and
- (b) who will chair the Forums.

33.3 Forums are not formal meetings of Cattle Council and will be open to non-members. No Cattle Council business will be conducted at these Forums. The chair may allow recommendations to be made and those recommendations will be passed on to the Cattle Council Board and its sub-committees for deliberation.

### **34. DIRECTOR VOTING**

34.1 At meetings of the Board the Voting Strength of the Directors shall be as prescribed in regulation 12. The Voting Strength of Directors may be reviewed by the Board, which shall, if appropriate, amend the Regulations by resolution. The review and the new allocation of voting rights shall take effect from the first day of the new Financial Year first commencing after the Annual General Meeting at which the review and changes were made.

34.2 Upon any Motion put to the Board by correspondence or other recorded means, each Director may exercise its Voting Strength.

34.3 A Director who is absent from a Board meeting may exercise their vote on any matter before that meeting by:

- (a) providing their vote in writing to the Chief Executive Officer; or
- (b) passing their vote by written proxy to another Board Member, to be exercised on their behalf.

### **35. MEMBERS' VOTE AND ELECTIONS**

35.1 For the purposes of putting a resolution for consideration by Members' Vote, a Members' Vote shall constitute a vote of the Direct Members present and entitled to vote in person or by proxy.

35.2 The Board must give 14 days' notice to all Direct Members that a Members' Vote has been called, and provide details of how the Member can vote.

35.3 Notwithstanding clause 35.2, 14 days' notice is not required for Motions put from the floor to a Members' Vote at an Annual General Meeting.

- 35.4 A Members' Vote must be held on the following matters:
- (a) the election and/or acceptance of the Directors to the Board;
  - (b) approval of the audited accounts as prescribed in clause 39.4; and
  - (c) any other matter that the Board decides to put to a Members' Vote.
- 35.5 Unless otherwise stated in this Constitution, a Members' Vote shall be resolved by simple majority and can be conducted by:
- (a) show of hands;
  - (b) secret ballot; and/or
  - (c) electronic poll.
- 35.6 Members may vote by proxy in the form determined by the Board from time to time.
- 35.7 All proxies must be lodged with the Secretary a minimum of 48 hours prior to the commencement of the General Meeting.

### **36. SUBMISSION OF MOTIONS**

- 36.1 Motions for consideration at a meeting of the Cattle Council may be submitted to the Cattle Council by:
- (a) a minimum of 20 Direct Members;
  - (b) any Representative Group Member;
  - (c) the President; and
  - (d) the Board.
- 36.2 Motions for consideration at a meeting of the Cattle Council may, subject to any conditions hereinafter provided:
- (a) be moved at an Annual General Meeting;
  - (b) be submitted to the Chief Executive Officer in writing for placing on the agenda for the Board or Annual General Meeting; or
  - (c) subject to the Regulations, be put and resolved by correspondence, or other electronic or recorded means, provided that the President may decide that the Motion be resolved in this manner.

### **37. DETERMINATION OF MOTIONS**

- 37.1 Except as prescribed in clause 35.5 all Motions will be determined by a show of hands unless a poll is demanded in accordance with clause 37.2.
- 37.2 A poll may be demanded at any time before or on the declaration of a show of hands by any Representative Group Member, or not less than five Direct Members present and entitled to vote in that Motion.

### **38. DELEGATION TO SUB-COMMITTEE**

- 38.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Directors, Members and individuals as the Board thinks fit) the exercise of such of the functions of the sub-committee as are specified in the instrument, other than:
- (a) this power of delegation;
  - (b) the determination of policy of Cattle Council; and
  - (c) a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution at an Annual General Meeting.
- 38.2 A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 38.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
- 38.4 Notwithstanding any delegation under this clause, the sub-committee may continue to exercise any function delegated.
- 38.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 38.6 The Board may, by resolution, revoke wholly or in part any delegation under this clause.
- 38.7 A sub-committee may meet and adjourn as it thinks proper, subject to the Board.

## **PART 5 MISCELLANEOUS**

### **39. EXPENSES**

- 39.1 The funds of Cattle Council shall be derived from entrance fees and Subscriptions of Members, donations and, subject to any resolution passed by Cattle Council in General Meeting and subject to section 114 of the Act, such other sources as the Board determines.
- 39.2 Each Member shall pay the Subscription determined in accordance with regulation 9.
- 39.3 The Board shall review from time to time the level of reimbursement for travel expenses, and shall take into account the determinations of the Governance, Finance & Audit Committee.
- 39.4 The Board shall prepare a budget for each year's expenditure and recommendations for Subscription rates for that year. The budget shall be made available to Members at the Annual General Meeting.
- 39.5 Members who are in arrears 60 days after any instalment is due may be subject to disciplinary action in accordance with clause 14.

39.6 All money received by Cattle Council shall be deposited as soon as practicable and without deduction to the credit of the Cattle Council's bank account.

39.7 The Chief Executive Officer shall, as soon as practicable after receiving any money, issue or cause to be issued an appropriate receipt.

#### **40. BANK ACCOUNT**

40.1 Cattle Council shall have its own bank account, which shall be operated upon as directed by the Board.

#### **41. ALTERATION OF CONSTITUTION**

41.1 The Constitution may be amended by Special Resolution. Minor alterations to Motions of constitutional amendment will be permitted by leave of a majority of the Board, provided that the original intent of the resolution is maintained.

#### **42. COMMON SEAL**

42.1 Cattle Council need not have a common seal.

#### **43. CUSTODY OF BOOKS**

43.1 Subject to the Act, this Constitution and the Regulations, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to Cattle Council.

#### **44. ACCESS TO FORMAL RECORDS**

44.1 The signed minutes of members meetings and the annual accounts of Cattle Council shall be available for inspection at a place in the Australian Capital Territory, free of charge, by an authorised representative of a Member during business hours.

#### **45. SERVICE OF NOTICE**

45.1 For the purpose of this Constitution a notice to be given by a Member for any purpose under this Constitution shall, unless stated expressly otherwise, be given in writing and shall be subject to a notice period of seven days, provided that a simple majority of the Board, may waive the seven day requirement.

45.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **46. ELECTRONIC COMMUNICATION**

46.1 Any notice required to be served under this Constitution or Regulations may be served by electronic means where:

(a) an approved electronic communication address has been provided by the recipient; or

(b) the recipient has otherwise given their approval for such communications to be served electronically.

46.2 A Member may attend a meeting “in person” using any reliable electronic means in including by telephony or transmission over the internet.

46.3 Any vote or ballot may be conducted by post or through electronic means, provided that the process is permitted in the Regulations.

#### **47. SURPLUS PROPERTY**

47.1 At the first General Meeting of Cattle Council and at any subsequent meeting of the Board, the Board may by resolution nominate;

(a) another association for the purpose of paragraph 92(1)(a) of the Act; or

(b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act;

in which it is to vest its surplus property in the event of the dissolution or winding up of Cattle Council.

47.2 An association nominated under clause 47.1(a) must fulfil the requirements specified in subsection 92(2) of the Act.

#### **48. POLITICAL NEUTRALITY**

48.1 Cattle Council shall be apolitical and shall not make donations to party funds or political candidates.

#### **49. MEMBERS OF PARLIAMENT**

49.1 No member of any State or Federal Parliament may be a Director.

49.2 If any Director seeks election to any Parliament they shall be given leave of absence from the Board from the date of nomination until the date of election. If they are defeated at the poll, they may resume their seat on the Board, but if they are elected their seat on the Board will be declared vacant.

#### **50. HEADQUARTERS**

50.1 Cattle Council shall have its headquarters in the Australian Capital Territory, or such other place as the Board may determine.

#### **51. AUDIT**

51.1 Yearly audits of the accounts of Cattle Council shall be made by a professional accountant appointed each year at the Annual General Meeting.

51.2 Audits shall be in accordance with the Act.

#### **52. DISSOLUTION**

52.1 A special General Meeting may be called by the Board for the purpose of dissolving Cattle Council.

52.2 At least three months' notice in writing must be given to Members and the resolution must be carried by not less than three quarters of the Members' Vote.

52.3 Upon such determination, the Board shall direct the determination and adjustment of outstanding charges amongst the Members, the manner in which property and assets of Cattle Council are to be realised, and the payment of all debts and liabilities of Cattle Council.

52.4 If there remains after the satisfaction of all such debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to:

- (a) the entity nominated pursuant to clause 47; or
- (b) if the nominated entity is no longer available, some other institution, or institutions, whether incorporated or not, having objects similar to the objects of the Cattle Council, and which shall prohibit the distribution of its or their own income and property amongst its or their Members to an extent at least as great as is imposed on the Cattle Council under or by virtue of clause 3.3 hereof, such institution to be nominated under clause 47.1 or in default thereof, by the Supreme Court of the Australian Capital Territory and if so far as effect cannot be given to the aforesaid provision, then to some charitable object.

### **53. USE OF NAME**

53.1 Each Founding and Non-Founding Representative Member shall be entitled to describe itself as a "Member of the Cattle Council of Australia Inc".

53.2 Each Direct Member of the Cattle Council shall be entitled to describe themselves as a "Direct Member of the Cattle Council of Australia Inc".

53.3 Each Associate of the Cattle Council shall be entitled to describe itself as an "Associate of the Cattle Council of Australia Inc".

### **54. POWER TO MAKE REGULATIONS**

54.1 Unless otherwise stated in this Constitution, the Board shall have power to make, amend or repeal the Regulations.

54.2 Regulation 4.1 may not be amended except as required in the event that a Founding Member:

- (a) ceases or resumes Membership in accordance with Part 2 of this document;
- (b) merges with another Founding Member; or
- (c) changes the name under which the Founding Member operates.

54.3 The Regulations shall have, and continue in, effect until varied under this clause.

### **55. MISCELLANEOUS MATTERS**

55.1 The decision of the Board upon any interpretation or upon any matter affecting Cattle Council not provided for by this Constitution or by the Regulations shall be final and binding on the Members.

## FIRST SCHEDULE

### REGULATIONS

#### 1. Meanings

These Regulations are to be read in conjunction with the Constitution of the Cattle Council of Australia Inc and form part of the contractual commitment of each Member to the Cattle Council, but do not form part of the Constitution.

#### 2. Definitions

2.1 In these Regulations:

**"Membership Cattle Enterprises"** means enterprises comprising 50 or more Cattle owned by financial members of a Member;

**"Membership Cattle Numbers"** means the total number of Cattle owned by financial members of a Member;

**"North"** means Queensland, Northern Territory and the Kimberley / Pilbara region of Western Australia;

**"Returning Officer"** means the person appointed under regulation 14;

**"South"** means all other areas of Australia not included in the "North";

**"State Cattle Enterprises"** means the average of the numbers of Cattle enterprises comprising 50 or more Cattle in a State for the last three years for which figures are available prepared by the Australian Bureau of Statistics. The same three years shall be used in determining "State Cattle Numbers";

**"State Cattle Numbers"** means the average of the Cattle numbers in a State calculated for the last three years for which figures are available prepared by the Australian Bureau of Statistics;

and those words defined in the Constitution have the same meaning in these Regulations as they have in the Constitution.

#### 3. MEMBER REPRESENTATIONS

3.1 By renewing their respective Membership every Direct Member represents that it has the authority of the registered holder of a current Property Identification Code to use that number to qualify for membership of the Cattle Council and where requested from time to time, shall produce to the Cattle Council written confirmation of authority granted by the person in whose name the Property Identification Code is registered.

#### 4. FOUNDING MEMBERS

4.1 The Founding Producer Representative Groups of Cattle Council or "Founding Members" are:

(a) AgForce Cattle Ltd;

(b) Livestock SA;

- (c) NSW Farmers Association;
- (d) Northern Territory Cattlemen's Association;
- (e) Pastoralists and Graziers Association of Western Australia;
- (f) Tasmanian Farmers & Graziers Association;
- (g) Victorian Farmers' Federation; and
- (h) Western Australian Farmers Federation.

4.2 If a Founding Member ceases to be a Member under clause 10 and the Board resolves to replace the Founding Member with another eligible organisation under clause 6.2, then an organisation is eligible to replace a Founding Member if the organisation;

- (a) has the object of operating in a State for the purpose, inter alia, of promoting the development of the Cattle industry in that State or in part of that State;
- (b) represents not less than ten per cent of the Cattle industry in that State pursuant to the formula prescribed in regulation 4.3;
- (c) has been nominated by either a Founding Member or by 100 Direct Members and applies for Membership in accordance with regulation 4.4; and
- (d) has been approved for Membership by the Board by simple majority.

4.3 Pursuant to regulation 4.2 the proportion of the Cattle industry represented by an organisation in a state shall be calculated by using the formula:

$$\frac{\text{Membership Cattle Numbers} \times 0.7}{\text{State Cattle Numbers}} + \frac{\text{Membership Cattle Enterprises} \times 0.3}{\text{State Cattle Enterprises}} \times 100 = \text{Proportion of State Cattle Industry Represented}$$

4.4 An organisation seeking to replace a Founding Member must apply in writing stating:

- (a) the verified number of Cattle enterprises, as defined in the Regulations, which are owned by its financial members;
- (b) the total number of Cattle at the end of its latest Financial Year in such enterprises;
- (c) that, if admitted to Founding Membership, the organisation recognises its obligations under clauses 5.3, 11, 12 and 13 and undertakes to be bound by the Constitution and the Regulations of Cattle Council.

4.5 The application of an organisation for Founding Membership shall be delivered by the Secretary to the Board for approval and assessment of eligibility pursuant to regulation 4.2.

- 4.6 As soon as is practicable after receiving advice from the Board that an application for Founding Membership is eligible and approved under regulation 4.2, the Secretary shall refer the application to the other Founding Members, giving them not less than eight weeks' notice of the application before the matter is referred to Board.

## **5. NON-FOUNDING REPRESENTATIVE GROUPS**

- 5.1 An organisation is eligible to become a Non-Founding Representative Group if the organisation:

- (a) has the object of operating for the purpose, inter alia, of promoting the development of the Cattle industry either in a State, in part of a State or in multiple States;
- (b) represents not less than 500 producers or ten per cent of the Cattle industry in a State pursuant to the formula prescribed in regulation 4.3;
- (c) has been nominated for Membership by either a Founding Member or by 100 Direct Members and applies for Membership in accordance with regulation 5.2; and
- (d) has been approved for Membership by the Board.

- 5.2 An organisation seeking Non-Founding Representative Group membership shall apply in writing stating:

- (a) the verified number of members; or
- (b) the verified number of Cattle enterprises, as defined in the Regulations, which are owned by its financial members;
- (c) the total number of Cattle at the end of its latest Financial Year in such enterprises;
- (d) that, if admitted to Non-Founding Membership, the organisation recognises its obligations under clauses 5.3, 11, 12 and 13 and undertakes to be bound by the Constitution and the Regulations.

- 5.3 The application of an organisation for Non-Founding Representative Group shall be delivered by the Secretary to the Board for approval and assessment of eligibility pursuant to regulation 5.2.

- 5.4 As soon as is practicable after receiving advice from the Board that an application for Non-Founding Representative Group Membership is eligible and approved under regulation 5.2, the Secretary shall refer the application to the other Representative Group Members, giving them not less than eight weeks' notice of the application before the matter is referred to Board.

## **6. DIRECT MEMBERS**

- 6.1 An individual is eligible to become a Direct Member if they:

- (a) declare that they are an Australian Cattle producer and can provide a current Property Identification Code to demonstrate this;

- (b) declare they support promoting the development of the Cattle industry in Australia; and
- (c) has been approved for Membership by the Secretariat.

6.2 An individual shall apply for Direct Membership in the manner approved by the Board from time to time, stating:

- (a) that, if admitted to Direct Membership, they recognise their obligations under clauses 5.3, 11, 12 and 13 and undertake to be bound by the Constitution and the Regulations.

## 7. ASSOCIATES

7.1 The Board may admit organisations as Associates as it deems appropriate.

7.2 Associates shall:

- (a) pay a membership Subscriptions as prescribed in regulation 9;
- (b) not be eligible to vote at an Annual General Meeting; and
- (c) receive other Rights and Benefits as prescribed in regulation 8.

## 8. RIGHTS AND BENEFITS

8.1 The following table outlines the rights and privileges of each Membership category:

Right or Privilege	Founding Member	Non-Founding Representative Group Member	Direct Member	Associate
Nominate for Board Positions	✓	✓	x	x
Nominate for Direct Member Board Seats	x	x	✓	x
Nominate for Cattle Council sub-committees	1 per sub-committee	1 per sub-committee	Can apply	2
Provide motions at/for Board Meetings	✓	✓	✓	x
Provide motions at AGM & Cattle Council convened Forums including any Annual Conference	✓	✓	✓	x
Speak to Motions at Board Meetings	✓	✓	x	x
Speak to Motions at AGM and Cattle Council convened Forums including any Annual Conference	✓	✓	✓	✓
Vote on Motions at	✓	✓	x	x

Right or Privilege	Founding Member	Non-Founding Representative Group Member	Direct Member	Associate
Board Meetings				
Vote on Motions at AGM and Cattle Council convened Forums including any Annual Conference	✓	✓	✓	x
Vote on Elections of the Board	x	x	✓	x
Receive Minutes of Board Meetings	✓	✓	x	x
Receive Summary of Board Meetings	✓	✓	✓	✓
Receive Member access to Cattle Council website	✓	✓	✓	✓

## 9. FEES, SUBSCRIPTIONS ETC.

9.1 The following table outlines the fees for the Founding Members:

Founding Member	Annual Fee (GST Incl)
AgForce Cattle Ltd	\$150,000
Livestock SA	\$25,000
NSW Farmers Association	\$100,000
Northern Territory Cattlemen's Association	\$25,000
Pastoralists and Graziers Association of WA	\$25,000
Tasmanian Farmers & Graziers Association	\$25,000
Victorian Farmers' Federation	\$25,000
Western Australian Farmers Federation	\$25,000

9.2 The Founding Members fees shall be invoiced quarterly and reviewed once the number of additional Directors exceeds 2.

9.3 Subject to the Board's discretion, whereupon four Direct Member Board Seats are filled pursuant to clause 19.2:

- (a) the fees payable by AgForce Cattle Ltd pursuant to regulation 9.1 shall be reduced by \$25,000; and
- (b) the fees payable by NSW Farmers Association pursuant to regulation 9.1 shall be reduced by \$25,000.

9.4 The Non-Founding Representative Group Members shall pay an annual fee of not less than \$25,000 (GST incl).

- 9.5 Direct Members shall pay an annual fee of \$110 (GST incl) except where:
- (a) the individual has a valid membership with one or more Founding Producer Representative Groups; or
  - (b) the individual has a valid membership with one or more Non-Founding Producer Representative Group; or
  - (c) the Board agree to waive the individual's Membership fee for whatever reason.
- 9.6 Associates shall pay an annual fee of not less than \$2,200 (GST incl).
- 9.7 Subscriptions from Members will be used by Cattle Council towards the expenses of Cattle Council, which include:
- (a) Cattle Council's subscription fees to the Federation; and
  - (b) costs incurred in fulfilling the objects set out in clause 3.
- 9.8 Subscriptions shall be determined by the Board.
- 9.9 Subscriptions shall be payable within 30 days of the date of the invoice.

## **10. THE FIRST BOARD**

- 10.1 The First Board shall consist of the following persons:

<b>Position</b>	<b>Director Name</b>
President	Andrew Ogilvie
Board Position 1	Peter Hall
Board Position 2	Andrew Withers
Board Position 3	Tony Hegarty
Board Position 4	Tom Stockwell
Board Position 5	David Lovelock
Board Position 6	Paul Saward
Board Position 7	Michael McCormack
Board Position 8	Geoff Pearson
Board Position 9	Vacant (refer to clause 19.2)
Board Position 10	Vacant (refer to clause 19.2)
Board Position 11	Vacant (refer to clause 19.2)
Board Position 12	Vacant (refer to clause 19.2)

## **11. APPOINTMENT OF DIRECTORS**

- 11.1 At the First Annual General Meeting the new Board will be elected with following terms of office:

- (a) AgForce Cattle Ltd – 2 years;
  - (b) Livestock SA Ltd – 2 years;
  - (c) Western Australian Farmers Federation Ltd – 2 years;
  - (d) Victorian Farmers' Federation - Ltd – 2 years;
  - (e) NSW Farmers Association – 1 year;
  - (f) Pastoralists and Graziers Association of WA – 1 year ;
  - (g) Tasmanian Farmers & Graziers Association – 1 year; and
  - (h) Northern Territory Cattlemen's Association– 1 year.
- 11.2 The following Founding Members will be required to nominate a representative for the Board in years ending in an even number:
- (a) AgForce Cattle Ltd;
  - (b) Livestock SA;
  - (c) Western Australian Farmers Federation; and
  - (d) Victorian Farmers' Federation.
- 11.3 The following Founding Members will be required to nominate a representative for the Board in years ending in an odd number:
- (a) NSW Farmers Association;
  - (b) Pastoralists and Graziers Association of WA;
  - (c) Tasmanian Farmers & Graziers Association; and
  - (d) Northern Territory Cattlemen's Association.
- 11.4 Subject to clause 19.2, each Non-Founding Representative Group Members shall be entitled to nominate one Director, unless otherwise determined by the Board to be more or less.
- 11.5 Where a Founding Member or Non-Founding Representative Group Member, being entitled to nominate a candidate for a Director position, nominates more than one candidate, the preferred candidate shall be determined by Members' Vote in accordance with clause 19.8.
- 11.6 Each year additional Directors will be elected from the Direct Members with:
- (a) additional Directors added in two's with one being from the South and one being from the North; and
  - (b) being elected by more than 50% of those Members voting in that election.
- 11.7 The number of permitted additional Directors shall be based on the following conditions:

Conditions	Number of Additional Directors	
	North	South
Less than 200 Direct Members	0	0
More than 200 Direct Members	1	1
More than 500 'Independent Direct Members'	2	2

11.8 The Board must agree that the nominees for each Director position meet the following skills and requirements before being eligible for election:

Board Position	Skills & Requirements
Board Position 1	<ul style="list-style-type: none"> <li>• Nominated by AgForce Cattle Ltd;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a Queensland Property Identification Code.</li> </ul>
Board Position 2	<ul style="list-style-type: none"> <li>• Nominated by Livestock SA;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a South Australian Property Identification Code.</li> </ul>
Board Position 3	<ul style="list-style-type: none"> <li>• Nominated by NSW Farmers Association;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a NSW Property Identification Code.</li> <li>•</li> </ul>
Board Position 4	<ul style="list-style-type: none"> <li>• Nominated by Northern Territory Cattlemen's Association;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has an NT Property Identification Code.</li> </ul>
Board Position 5	<ul style="list-style-type: none"> <li>• Nominated by Pastoralists and Graziers Association of WA;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a Western Australian Property Identification Code.</li> </ul>
Board Position 6	<ul style="list-style-type: none"> <li>• Nominated by Tasmanian Farmers &amp; Graziers Association;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a Tasmanian Property Identification Code.</li> </ul>
Board Position 7	<ul style="list-style-type: none"> <li>• Nominated by Victorian Farmers' Federation;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a Victorian Property Identification Code.</li> </ul>
Board Position 8	<ul style="list-style-type: none"> <li>• Nominated by Western Australian Farmers Federation;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a Western Australian Property Identification Code.</li> </ul>
Board Position 9	<ul style="list-style-type: none"> <li>• Nominated by 20 Direct Members;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a Property Identification Code in the North.</li> </ul>
Board Position 10	<ul style="list-style-type: none"> <li>• Nominated by 20 Direct Members;</li> <li>• Direct Member of Cattle Council;</li> </ul>

	<ul style="list-style-type: none"> <li>• Has a Property Identification Code in the South.</li> </ul>
Board Position 11	<ul style="list-style-type: none"> <li>• Nominated by 20 Direct Members;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a Property Identification Code in the North.</li> </ul>
Board Position 12	<ul style="list-style-type: none"> <li>• Nominated by 20 Direct Members;</li> <li>• Direct Member of Cattle Council;</li> <li>• Has a Property Identification Code in the South.</li> </ul>

## 12. VOTING STRENGTH OF DIRECTORS

12.1 Each Director will hold the following voting entitlements:

Board Position	Voting Strength
Board Position 1	6
Board Position 3	4
Board Position 2, 4, 5, 6, 7, 8, 9, 10, 11 & 12	1 each
Non-Founding Representative Group	1 each or as determined under regulation 11.4

12.2 Subject to the Board's discretion, whereupon four Direct Member Board Seats are filled pursuant to clause 19.2:

- (a) the voting strength of Board Position 1 (nominated by AgForce Cattle Ltd) under regulation 12.1 shall be reduced by 1; and
- (b) the voting strength of Board Position 3 (nominated by NSW Farmers Association) under regulation 12.1 shall be reduced by 1.

## 13. METHOD OF VOTING

13.1 Elections for Directors shall be conducted by secret ballot.

13.2 Ballots shall be conducted by paper ballot, online vote or by other such means as is determined by the Board.

13.3 Each Member entitled to vote:

- (a) shall record a vote in order of preference for the candidates nominated, with the number "1" indicating a first preference and so on sequentially in order of preference; and
- (b) must record at least as many preferences as there are vacant seats but may give further preferences for as many of the remaining candidates as the Member chooses but only the preferences for the number of vacant seats shall count.

13.4 In the event the number of candidates is the same or fewer than the number of seats vacant, the Returning Officer shall deem the nominees to have been elected without the need for a formal ballot.

13.5 Where an election fails to fill any vacant seats, the position will be deemed vacant in accordance with clause 21.

#### **14. RETURNING OFFICER**

14.1 The Board shall appoint from the Membership a Returning Officer to conduct the election.

14.2 The Returning Officer must be a person not standing for election.

14.3 The Returning Officer may determine a vote cast to be informal where it does not satisfy the preferential voting requirements outlined in regulation 13.

14.4 In the event of a dispute as to the conduct or scrutiny of the ballot, the decision of the Returning Officer shall be final.

#### **15. COUNTING VOTES**

15.1 At the close of the poll, the Returning Officer shall determine the total number of preferential votes recorded for each candidate on all formal ballot papers.

15.2 Candidates shall be elected in order of preferential votes won, with the first preference having a weighting equal to the number of vacant seats up for election and the second preference having a weighting of one less and so on sequentially until the weighting equals one.

15.3 The candidates aggregating the highest aggregate of weighted votes shall be "elected".

15.4 In the event of a tie between candidates on their total weighted votes for the last available seat, the candidate with the highest number of separate ballot papers marking any weighted vote in their favour shall prevail.

15.5 The Returning Officer must re-examine or recount some or all of the ballots cast in an election where requested to do so by a voting Member but is not obliged to re-examine or recount the same ballots more than once per election.

15.6 The Returning Officer may conduct such recounts as he or she determines necessary to achieve an accurate vote count.

15.7 The results of any election shall be announced at the conclusion of the Annual General Meeting.

#### **16. ALLOWANCES AND EXPENSES**

16.1 Pursuant to clause 39.3, expenses shall be reimbursed and shall be limited as stated in items (a) to (f):

(a) Council Meetings - All attendance payments for Councillors attending Cattle Council meetings in City and Country areas are paid as per Table 2 of the ATO schedule for "Reasonable daily travel allowance amounts";

(b) Board Meetings - For city meetings, a flat rate of \$290 applies. For country meetings executives are paid as per Table 2 of the ATO schedule for "Reasonable daily travel allowance amounts";

- (c) Other Meetings - Councillor attendance at meetings funded solely by Cattle Council (other than Executive and Council Meetings) will be paid a per diem of \$220 per day. If the meeting requires the Councillor to incur any expenses such as overnight accommodation, Councillors may claim any actual expenses with provision of receipts.

ATO Schedule -

<http://law.ato.gov.au/atolaw/view.htm?docid=TXD/TD200532/NAT/ATO/00001>

- (d) Councillors may book flights through Cattle Council's approved travel consultant or alternatively can pay for their tickets privately and claim actual costs on the provision of a receipt. For domestic flights, Councillors may book one economy (or equivalent classification) return airfare. Councillors must endeavour to book flights as soon as meeting dates are confirmed and it must be the best fare on the day of purchase. For international flights, Councillors may book one business (or equivalent classification) return airfare unless otherwise determined by the President or Chief Executive Officer.
- (e) Reimbursement for expenses incurred for Councillors using their private vehicle for Cattle Council business shall be paid as per the ATO schedule for "claiming a deduction for car expenses using the cents per kilometre method".

ATO Schedule - <http://www.ato.gov.au/individuals/content.asp?doc=/content/33874.htm>

- (f) Taxi fares and telephone expenses incurred as consequence of travel on Cattle Council business are redeemable upon provision of a receipt.

## **17. PEAK BODY**

- 17.1 Pursuant to clause 3.1(h) Cattle Council will act as the Prescribed Body within the Red Meat Industry MOU under the *Australian Meat and Livestock Industry Act 1997* (Cth).

## **18. PRESCRIBED COMMITTEES**

- 18.1 The following committees are Prescribed Committees whose members are entitled to carry the title of Councillor:
  - (a) Marketing, Market Access & Trade Committee;
  - (b) Animal Health, Welfare and Biosecurity Committee;
  - (c) Research, Development, Extension & Sustainability Committee; and
  - (d) Industry Systems & Food Safety Committee.

