

Memorandum and Articles of Association

Red Meat Advisory Council Limited
ACN 083 193 891

A company limited by guarantee

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Red Meat Advisory Council Limited

A Company Limited By Guarantee

MEMORANDUM OF ASSOCIATION

1. Name of company

The name of the company is Red Meat Advisory Council Limited.

2. Objects

(a) The objects for which the company is established are:

- (1) to consult with the Minister on agreed whole of industry matters including matters arising out of licensing and quota administration;
- (2) to respond to the Minister on issues the Minister raises with it;
- (3) to be custodian of the MOU and MISIP and promote and guide the assessment and progressive development of the MOU and MISIP;
- (4) to act as trustee, custodian trustee or investment manager of or for the net industry reserves and for those purposes:
 - (A) to undertake and execute any trust or discretion and the distribution amongst the beneficiaries or other persons or bodies entitled to it of any income or capital and whether in money or specie in furtherance of any discretion, obligation or permission;
 - (B) to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in, over or upon any real or personal property of any kind, including contingent and reversionary interests in any property and to undertake and carry on any business undertaking or transaction;
 - (C) to act solely or jointly with any other person or body; and
 - (D) to indemnify and hold harmless any person from any liability arising from the company's own fraud, negligence or breach of duty;
- (5) to arrange or provide for irrevocable letters of credit to be made available or paid out of net industry reserves for the benefit of MLA;
- (6) to develop and keep current a reserves investment strategy (within conditions for the transfer of assets determined by the Minister) which has regard to, among other things:
 - (A) the need to fund Peak Industry Councils from income from net industry reserves; and

- (B) any other application of net industry reserves for the benefit of the industry that is permitted under the conditions for transfer;
- (7) to administer and to report to industry on:
 - (A) any distribution of income from net industry reserves; and
 - (B) any other amount paid or distributed from net industry reserves administered by it under conditions for the transfer of assets determined by the Minister;
 - (8) to fund the activities of the company in and to co-ordinate with Peak Industry Councils development/update of the MISP as well as monitor and report on progress in delivery of its responsibilities;
 - (9) to review and provide support to the effective working of the interface between the Companies (as set out in the Statement of Principles to the MOU) as regards fund flows, contracts and AUS-MEAT or partnership arrangements;
 - (10) to foster harmony on appropriate issues and provide a forum for prevention or resolution of conflict across industry sectors or Companies; and
 - (11) generally to do all such other things as 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 is a separate and distinct object of the company.

3. Income and property

The income and property of the company must be applied towards the promotion of the objects of the company as set out in this memorandum of association and no part thereof may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the company.

4. Liability of members

The liability of the members is limited.

5. Contribution by members

Each member undertakes to contribute to the company's property if the company is wound up while it is a member or within one year after it ceases to be a member,

for payment of the company's debts and liabilities contracted before 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.

6. 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 may only be paid or distributed to the Commonwealth or to some other entity having objects similar to the objects of the company and whose constitution prohibits 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 as may be determined by the Commonwealth in consultation with the members of the company at or before the time of winding up.

7. Definitions and interpretation

(a) In this memorandum:

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

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

body means a body corporate, a body politic or an unincorporated body and includes an association;

cattle means bovine animals other than buffaloes;

Commonwealth means the Commonwealth of Australia acting through the Department;

Companies means AMPC, Livecorp and MLA;

Department means the Department of Primary Industries and Energy or whatever department administers the Australian Meat and Live-stock Industry (Repeals and Consequential Provisions) Act 1997 from time to time in accordance with the Administrative Arrangements Orders;

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

industry means the Australian meat and livestock industry;

industry reserves means the aggregate of the net assets in the final annual reports of Meat Industry Council, Australian Meat and Live-stock Corporation and Meat Research Corporation prepared under Part 5 of Schedule 5 Australian Meat and Live-Stock (Repeals and Consequential Provisions) Act 1997;

Livecorp means Australian Livestock Exporter Corporation Limited, ACN 082 408 740;

livestock means cattle, calves, sheep, lambs and goats, for live export or for production;

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 Australian Meat and Live-stock Industry Act 1997, 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;

Minister means the Minister for Primary Industries and Energy;

MISP means the Meat Industry Strategy 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;

MLA means Meat & Livestock Australia Limited, ACN 081 678 364.

MOU means the Memorandum of Understanding in relation to the industry agreed on 27 April 1998 to which Cattle Council of Australia Inc; Sheepmeat Council of Australia Inc; National Meat Association of Australia; Australian Meat Council Limited; Australian Livestock Exporters' Council Limited, Australian Lot Feeders' Association, MLA, AMPC, Livecorp and the Commonwealth of Australia are parties as amended or replaced from time to time;

net industry reserves means the balance of industry reserves remaining after:

- (a) provision of start up capital to MLA, AMPC, Livecorp, AUSMEAT and the company under clause 8(a) of the Statement of Principles to the MOU;
- (b) payment of costs and expenses of the parties to the MOU in respect of the negotiation of the MOU and associated matters; and
- (c) payment of any other costs, expenses or amounts relating to the establishment of arrangements agreed under the MOU and making provision or setting aside any reserve in respect of liabilities (including contingent liabilities) of Meat Industry Council, Australian Meat and Live-stock Corporation or Meat Research Corporation determined to be necessary or appropriate by the Commonwealth of Australia.

Peak Industry Council means a body (other than the company) that is or becomes a prescribed industry body for the purpose of s.59 of the Australian Meat and Live-stock Industry Act 1997 and that is or becomes a signatory to the MOU;

processing establishment means a place in Australia at which any of the species of animal identified in the definition of livestock is slaughtered;

processor means a proprietor of a processing establishment;

producer means a person engaged in the raising or finishing of livestock;

(b) Unless the contrary intention appears, in this memorandum:

- (1) headings and boldings 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 any 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 them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (7) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

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

**Cattle Council of Australia Inc.
NFF House, 14-16 Brisbane Avenue,
Barton ACT 2600**

THE COMMON SEAL of Cattle Council of Australia Inc. was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

**Sheepmeat Council of Australia Inc.
NFF House, 14-16 Brisbane Avenue,
Barton ACT 2600**

THE COMMON SEAL of Sheepmeat Council of Australia Inc. was affixed hereto in the presence of:

Signature

Signature

**National Meat Association
Australia
25-27 Albany Street
CROWS NEST NSW 2065**

Name and position

Name and position

**of THE COMMON SEAL of National Meat
Association of Australia** was affixed hereto in the
presence of:

Signature

Signature

Name and position

Name and position

**Australian Meat Council Limited
ACN 072 231 522
Suite 901, 23 Hunter Street
SYDNEY NSW 2000**

**THE COMMON SEAL of Australian Meat Council
Limited** was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

**Australian Livestock Exporters'
Council Limited
ACN 074 082 830
162 Kite Street
ORANGE NSW 2800**

**THE COMMON SEAL of Australian Livestock
Exporters' Council Limited** was affixed hereto in the
presence of:

Signature

Signature

Name and position

Name and position

**Australian Lot Feeders' Association
ACN 009 928 018
Level 3, 263 George Street
SYDNEY NSW 2000**

**THE COMMON SEAL of Australian Lot Feeders'
Association** was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

Dated: 26 June 1998

Red Meat Advisory Council Limited

A Company Limited By Guarantee

ARTICLES OF ASSOCIATION

1. PRELIMINARY

1.1 Definitions and interpretation

- (a) In these articles:

body means a body corporate, a body politic or an unincorporated body and includes an association;

Commonwealth means the Commonwealth of Australia and its external territories;

independent facilitator means the person who may be appointed to the office of part time chairperson of directors from time to time under article 4.1(e)(1);

Minister means the Minister for Primary Industries and Energy;

MOU means the Memorandum of Understanding in relation to the industry agreed on 27 April 1998 to which Cattle Council of Australia Inc; Sheepmeat Council of Australia Inc; National Meat Association of Australia; Australian Meat Council Limited; Australian Livestock Exporters' Council Limited, Australian Lot Feeders' Association, Meat & Livestock Australia Limited, Australian Meat Processor Corporation Limited, Australian Livestock Export Corporation Limited and the Commonwealth of Australia are parties as amended or replaced from time to time;

representative, in relation to a body corporate, means a representative of the body corporate authorised under section 249(3) of the Corporations Law or a corresponding previous law; and

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

- (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) A director is to be taken to be present at a meeting of directors if the director is present in person or by alternate director.
- (d) 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.
- (e) 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.

- (f) A reference in an article to:
 - (1) the President of a member includes a reference to the person occupying or acting in the position of president or chairman of the member by whatever name called; and
 - (2) the Vice-President of a member includes a reference to the person occupying or acting in the position of vice-president or deputy chairman of the member by whatever name called.

- (g) Unless the contrary intention appears, in these articles:
 - (1) headings and boldings 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 any 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 them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
 - (7) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

1.2 Application of the Corporations Law

- (a) These articles are to be interpreted subject to the Corporations Law.
- (b) Unless the contrary intention appears, an expression in an article that deals with a matter dealt with by a provision of the Corporations Law has the same meaning as in that provision of the Corporations Law.
- (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 Law has the same meaning as in that section.

1.3 Exercise of powers

- (a) The company may, in any manner permitted by the Corporations Law:

- (1) exercise any power;
- (2) take any action; or
- (3) engage in any conduct or procedure,

which under the Corporations Law 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 appointments 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, or to the exclusion of, 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 Eligibility for membership

- (a) A body is eligible to be entered on the register of members as a member of the company if the body:
 - (1) is prescribed as an industry representative body for the purposes of s.59 of the Australian Meat and Livestock Industry Act 1997; and
 - (2) is a signatory to the MOU.
- (b) A member must give the company notice if it has ceased to be eligible to be a member within 14 days of it ceasing to be eligible.
- (c) The directors must remove from the register of members any body whom the directors are satisfied is not or has ceased to be eligible to be a member of the company.

2.2 Rights of members

A member 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 at a general meeting under the Corporations Law or under these articles; and

- (d) the right to appoint and to remove one director.

2.3 Admission of members

- (a) On application for membership a body must state that
 - (1) it is eligible to be a member;
 - (2) to the best of its knowledge and belief all statements in the application for membership are correct; and
 - (3) it agrees to be bound by the memorandum and articles of association of the company.
- (b) The directors must, after considering the application
 - (1) if they are satisfied that the body is eligible to be a member of the company - admit the body as a member of the company; or
 - (2) otherwise - decline to admit the person as a member of the company.
- (c) The company must give the body written notice of the directors' decision on the application.

2.4 Cessation of membership

A body ceases to be a member:

- (a) if the member ceases to be a member under article 2.1(c);
- (b) if the member resigns from membership by notice in writing to the company;
- (c) if the member is wound up or otherwise enters into external administration; or
- (d) 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.

2.5 Membership not transferable

Unless otherwise provided by the terms of membership, membership of the company is personal to the member and is not transferable.

2.6 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) The 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 section 246 of the Corporations Law.
- (c) The directors may postpone, cancel or change the venue for a general meeting, but a general meeting convened under section 246 of the Corporations Law may not be postponed beyond the date by which section 246 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) Subject to these articles, notice of a general meeting must be given within the time limits prescribed by the Corporations Law and 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.
- (b) A notice of a general meeting must specify the time and place of the meeting and, except as provided in article 3.2(c), state the general nature of the business to be transacted at the meeting.
- (c) 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 Law ought to be transacted at the annual general meeting.
- (d) A person may waive notice of any general meeting by notice in writing to the company.
- (e) The non-receipt of notice of a general meeting or proxy form by 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 occurred by accident or error; or

- (2) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under article 3.2(d); 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.
- (f) A person's attendance at a general meeting:
 - (1) waives any objection that 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 that 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(c), unless the person objects to considering the matter when it is presented.

3.3 Quorum at general meetings

- (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 consists of 2/3 of the members present at the meeting.
- (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.

3.4 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:
 - (4) another director who is present and willing to act; or
 - (5) if no other director willing to act is present at the meeting, a member who is present and willing to act.

3.5 Conduct of general meetings

- (a) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

3.6 Decisions at general meetings

- (a) 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) In the case of an equality of votes upon any proposed resolution:
 - (1) the chairperson of the meeting will not have a casting vote; and
 - (2) the proposed resolution is to be taken as having been lost.
- (c) 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; or
 - (2) by any member present and having the right to vote at the meeting.

- (d) 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.
- (e) 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.
- (f) If a poll is duly demanded at a general meeting, it will 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 will be the resolution of the meeting at which the poll was demanded.
- (g) 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.
- (h) The demand for a poll may be withdrawn.

3.7 Voting rights

- (a) Subject to these articles at a general meeting every member present has one vote.
- (b) 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.
- (c) 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.
- (d) A vote not disallowed by the chairperson of a meeting under article 3.7(d) is valid for all purposes.

3.8 Representation at general meetings

- (a) Subject to these articles, each member entitled to vote at a meeting of members may vote:
 - (1) by its representative;
 - (2) by proxy; or
 - (3) by attorney.
- (b) A proxy, attorney or representative 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, an instrument appointing a proxy, attorney or representative will be taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Corporations Law 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 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 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 3.8(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 body corporate, executed under the seal of the appointer; or
 - (2) signed by the appointer's attorney.

- (g) Subject to article 3.8(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 an attested copy of the power of attorney or other authority (if any) under which the instrument is signed, are:
 - (1) deposited at the registered office of the company or at such other place specified for that purpose in the notice convening the meeting before the time for holding the meeting or adjourned meeting or taking the poll (as the case may be);
 - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (3) in the case of a poll, produced when the poll is taken.
- (h) The directors may waive all or any of the requirements of articles 3.8(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 oral appointment of a proxy or attorney;
 - (2) an appointment of a proxy or attorney which is not signed or executed in the manner required by article 3.8(f); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by facsimile) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
- (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 3.8(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 appointees proxy or attorney on the resolution.

4. DIRECTORS

4.1 Appointment and removal of directors and chairpersons

- (a) A member must appoint the President for the time being of the member as a director.

- (b) A director may at any time be removed from office by the member who appointed him or her.
- (c) A member may from time to time appoint another director in the place of the director so removed or any director appointed by the member who dies or vacates office under article 4.2. The new director must be the President, Vice-President or an elected member of the board of the member.
- (d) An appointment or removal of a director must be in writing signed by the member entitled to make the appointment or effect the removal and will take effect immediately on being given to the company.
- (e) The directors may by unanimous decision
 - (1) appoint a person to the part time position of an independent facilitator to chair meetings of directors for a period of 1 year from the date of appointment; or
 - (2) elect one of the directors to the office of chairperson of directors for the period of 1 year from the date of election.

Within 1 month of expiry of the term of office the person may be reappointed as independent facilitator or reelected as chairperson for a further period of one year from the date of expiry of the term by unanimous decision of the directors.

- (f) A person may be appointed as independent facilitator if he or she is experienced in chairing meetings of company directors, has an ability to be impartial and has a knowledge of the financial services industry and trust administration.
- (g) An appointment of the independent facilitator must be in writing signed by the directors entitled to make the appointment and will take effect immediately on being given to the company.

4.2 Vacation of office

The office of a director becomes vacant:

- (a) in the circumstances prescribed by the Corporations Law;
- (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) A director (other than an independent facilitator) is not entitled to be remunerated out of the funds of the company.

- (b) An independent facilitator is entitled to such remuneration out of the funds of the company as the directors determine.
- (c) Notwithstanding article 4.3(a), an independent facilitator is entitled to be paid all travelling and other expenses properly incurred by that 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 where the payments do not exceed an amount previously approved by the directors.

4.4 Membership qualification

A director is entitled to attend and speak at general meetings notwithstanding that he or she is not a member of the company.

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:
 - (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 Law.
 - (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 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 Law or by these articles, to be exercised by the company in general meeting.
- (b) 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.

- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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 despatch 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) Meetings of directors will be held at least quarterly.

- (b) A director may, whenever the director thinks fit, convene a meeting of the directors.
- (c) 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:
 - (1) a director, other than a director on leave of absence approved by the directors; or
 - (2) an alternate director appointed under article 4.14 by a director on leave of absence approved by the directors.

A written notice of a meeting of directors must be given to the director at the address or facsimile number of the principal place of business of the member and at the address or facsimile number he or she has supplied to the company for the giving of notices.

- (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;
 - (4) may be given in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication; and
 - (5) will be taken to have been given to an alternate director if it is given to the director who appointed that alternate director.
- (c) A director or alternate director may waive notice of any meeting of directors by notifying the company to that effect in person 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 a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (1) the non-receipt occurred by accident or error;
 - (2) before or after the meeting, the director or an alternate director appointed by 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 or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication; or
 - (3) the director or an alternate director appointed by the director attended the meeting.
- (e) The non-receipt of notice of a meeting of directors by an alternate director of a director on leave of absence approved by the directors does not invalidate any act, matter or thing done or resolution passed at the meeting if.
- (1) the non-receipt occurred by accident or error;
 - (2) before or after the meeting, the alternate director or the director who appointed the alternate 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 or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication; or
 - (3) the alternate director or the director who appointed the alternate director attended the meeting.
- (f) Attendance by a person at a meeting of directors waives any objection that person and:
- (1) if the person is a director, an alternate director appointed by that person; or
 - (2) if the person is an alternate director, the director who appointed that person as alternate director,
- 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 2/3 of the directors present at the meeting of directors (not counting an independent facilitator).
- (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 not sufficient to constitute a quorum at a meeting of directors or is less than the minimum number of directors required under the Corporations Law for a company limited by guarantee, the remaining director or directors must act as soon as possible:
- (1) to increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under the Corporations Law for a company limited by guarantee; or
 - (2) to convene a general meeting of the company for that purpose,
- and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.

4.11 Observers at meetings of directors

- (a) A director may invite one person to attend directors' meetings as an observer. Preferably the person so invited will be the executive director of the member who appointed the director. The invitation may be a standing one.
- (b) The chairperson of directors may invite the chairperson of each of Meat & Livestock Australia Limited, Australian Meat Processor Corporation Limited and Australian Livestock Export Corporation Limited and any other person whom he or she considers relevant in view of the business to be considered at the meeting to attend directors' meetings as an observer. The invitation may be a standing one.
- (c) An observer may only speak at a meeting at the invitation of the chairperson of directors and may not vote.

4.12 Chairperson of directors

- (a) 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.
- (b) 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.

4.13 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 (other than an independent facilitator) and any such decision is for all purposes a determination of the directors. An independent facilitator has no right to vote at directors' meetings.
- (c) In the case of an equality of votes upon any proposed resolution:
 - (1) the chairperson of the meeting will not have a casting vote; and
 - (2) the proposed resolution is to be taken as having been lost.

4.14 Written resolutions

- (a) If all of the directors, other than:
 - (1) an independent facilitator;
 - (2) any director on leave of absence approved by the directors;
 - (3) 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
 - (4) 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 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 4.14(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) 2 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 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 4.14(a), the document is to be taken as a minute of a meeting of directors.

4.15 Alternate directors

- (a) A director (other than an independent facilitator) may appoint a person to be the director's alternate director for such period as the director thinks fit.
- (b) An alternate director must be a person who can represent and take decisions on behalf of the member who appointed the director.
- (c) An alternate director is entitled, if the appointer does not attend a meeting of directors, to attend and vote in place of and on behalf of the appointer.
- (d) In the absence of the appointer, an alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director is to be taken to be the exercise of the power by the appointer.
- (e) The office of an alternate director is vacated if and when the appointer vacates office as a director.
- (f) The appointment of an alternate director may be terminated at any time by the appointer even though the period of the appointment of the alternate director has not expired.
- (g) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the director who makes or made the appointment and does not take effect unless and until the company has been given notice in writing of the appointment or termination.
- (h) An alternate director is not to be taken into account in determining the minimum or maximum number of directors allowed under these articles.
- (i) In determining whether a quorum is present at a meeting of directors, an alternate director who attends the meeting is to be counted as a director for the director on whose behalf the alternate director is attending the meeting.

- (j) An alternate director is not entitled to be remunerated by the company for his or her services as alternate director.
- (k) An alternate director, while acting as a director, is responsible to the company for his or her own acts and defaults and is not to be taken to be the agent of the director by whom he or she was appointed.

4.16 Committees of directors

- (a) The directors may delegate any of their powers to a committee or committees consisting of such number of directors as they think fit.
- (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.

4.17 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).

4.18 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. SECRETARY

5.1 Secretary

- (a) The directors must appoint at least one secretary and may appoint additional secretaries.

- (b) The appointment of a secretary may be for such period, at such remuneration and upon such conditions as the directors think fit.
- (c) An act done by a person acting as secretary is not invalidated by reason only of:
 - (1) a defect in the person's appointment as a secretary; or
 - (2) the person being disqualified to be a secretary,if that circumstance was not known by the person when the act was done.

6. SEALS

6.1 Safe custody of seal

The directors must provide for the safe custody of the seal.

6.2 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.

6.3 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 6.2(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 6.3.
- (c) Failure to comply with article 6.3(a) or (b) does not invalidate any document to which the seal is properly affixed.

6.4 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.

7. NO DISTRIBUTION OF PROFITS

7.1 Distributions

Clause 3 of the memorandum of association which prohibits the payment of distributions to members shall have effect as if the provisions of that clause were repeated in these articles.

8. WINDING UP

8.1 Winding up

Clauses 5 and 6 of the memorandum of association relating to the winding up of the company shall 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 4.14(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, as the member has supplied to the company for the giving of notices; 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 for the giving of notices does not require the company to give any notice to that person by facsimile.
- (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 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.

10.2 Notices by the company to directors

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

10.3 Notices by members or directors to the company

Subject to these articles, a notice may be given by a member, director or alternate 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.

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 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 Other communications and documents

Articles 10.1 to 10.5 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

10.7 Notices in writing

A reference in these articles to a notice in writing includes a notice given by facsimile transmission 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 alternate director 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 must 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 Law.

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 Australian Capital Territory (in which Territory 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.

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

Cattle Council of Australia Inc. **THE COMMON SEAL** of **Cattle Council of Australia Inc.** was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

Sheepmeat Council of Australia Inc. **THE COMMON SEAL** of **Sheepmeat Council of Australia Inc.** was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

National Meat Association of Australia **THE COMMON SEAL** of **National Meat Association of Australia** was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

Australian Meat Council Limited **THE COMMON SEAL** of **Australian Meat Council Limited** was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

Australian Livestock Exporters' Council Limited **THE COMMON SEAL** of **Australian Livestock Exporters' Council Limited** was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

Australian Lot Feeders' Association

THE COMMON SEAL of **Australian Lot Feeders' Association** was affixed hereto in the presence of:

Signature

Signature

Name and position

Name and position

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