

Constitution of the
Charolais Society of Australia Limited

a company limited by guarantee

ACN: 058202449

Adopted on 22 March 2019

Contents

Introduction	3
Purposes and powers	4
Members	5
Dispute resolution and disciplinary procedures	9
General meetings of members	11
Members' resolutions and statements.....	14
Voting at general meetings	16
Directors.....	18
Powers of directors.....	22
Duties of directors.....	24
Directors' meetings.....	26
Secretary.....	27
Minutes and records.....	27
By-laws and Regulations	28
Administrative matters	28
Indemnity, insurance and access.....	30
Winding up.....	31

Introduction

1. Definitions

1.1 In this Constitution:

- (a) **Company** means the Company referred to in clause 4
- (b) **Corporations Act** means the Corporations Act 2001 (Cth)
- (c) **elected chair** means a person elected by the directors to be the Company's chair under clause 49
- (d) **eligible voter** means members entitled to vote under this Constitution including ordinary members and Honorary Life members but does not include members who are excluded pursuant to clause 21
- (e) **general meeting** means a meeting of members and includes the annual general meeting, under clause 27.1
- (f) **Herdbook** means the definitive register of Charolais cattle in Australia maintained by the Company
- (g) **Herd Maintenance List** means the list of animals with an active status in the Company's records
- (h) **initial member** means a person who is named in the application for registration of the Company, with their consent, as a proposed member of the Company
- (i) **nominated representative** means an individual nominated by a body corporate member to represent it in Company matters pursuant to clause 19
- (j) **person** includes a body corporate
- (k) **present** means, in connection with a general meeting, a member present in person, by nominated representative or by proxy at the venue or venues for the meeting and including attending by technology
- (l) **Region** means any of the following geographical areas:
 - i. New South Wales and the Australian Capital Territory
 - ii. South Australia and the Northern Territory
 - iii. Queensland
 - iv. Victoria
 - v. Tasmania, and
 - vi. Western Australia;
- (m) **Regulations** means the Regulations of the Company
- (n) **special resolution** means a resolution:
 - vii. of which notice has been given under clause 28.5(c), and
 - viii. that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution, and

- (o) **surplus assets** means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

2. Interpretation

2.1 In this Constitution:

- (a) Words denoting the singular include the plural and vice versa, and words denoting one gender include all genders
- (b) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (c) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

3. Application of the Corporations Act

3.1 The replaceable rules set out in the Corporations Act do not apply to the Company.

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

4. Name of the Company

4.1 The name of the Company is Charolais Society of Australia Limited ACN 058 202 449.

5. Type of Company

5.1 The Company is a not-for-profit public company limited by guarantee.

5.2 The liability of members is limited to the amount of the guarantee in clause 6.

6. The guarantee

6.1 Each member must contribute an amount not more than \$100 (the guarantee) to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

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

Purposes and powers

7. Objects

7.1 The Company's objects are to pursue the following purposes:

- (a) to encourage the breeding of Charolais cattle and to develop, promote, and advance the Charolais cattle industry in Australia
- (b) to collect and publish information on Charolais cattle

- (c) to operate the Herdbook for Charolais cattle in Australia
- (d) to carry out or promote the carrying out of scientific research relevant to advancing the Charolais breed, and
- (e) to do such things as necessary, helpful or incidental to furthering the other purposes of the Company.

8. Powers

- 8.1 The Company has the powers of a natural person and of a body corporate but does not have the power to issue shares.
- 8.2 The Company must exercise its powers in furtherance of the objects of the Company.

9. Not-for-profit

- 9.1 The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 81.
- 9.2 Clause 9.1 does not prevent the Company from, in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company,
 - (b) granting scholarships to youth members in support of the Company's purposes, or
 - (c) the payment of market value rent by the Company to a member for premises leased by the member to the Company.
- 9.3 All payments to a member, or agreements to make future payments, pursuant to clause 9.2 must be disclosed to the members at the next general meeting.

Members

10. Membership and register of members

- 10.1 The number of members of the Company is unlimited.
- 10.2 The members of the Company are:
 - (a) the initial members, and
 - (b) any other person that the directors allow to be a member in accordance with this Constitution.
- 10.3 The Company must establish and maintain a register of members. The register of members must be kept by the Secretary and must contain:
 - (a) for each current member or nominated representative:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name

- ii. address
- iii. any alternative address nominated by the member for the service of notices, and
- iv. dates the membership started and ended.

10.4 The Company must give current members access to the register of members (for a proper purpose).

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

11. Who can be a member

11.1 A person who supports the purposes of the Company is eligible to apply to be a member of the Company under clause 12.

12. How to apply to become a member

12.1 A person may apply to become a member of the Company by completing the Company's membership application form and sending it to the Secretary, including a statement that the person:

- (a) wants to become a member
- (b) supports the purpose(s) of the Company, and
- (c) agrees to comply with the Company's Constitution, Regulations and by-laws, including paying the guarantee under clause 6 if required, and
- (d) identifying the category of membership applied for and enclosing or otherwise paying the annual subscription fee (if any) and any membership application fee (if any) set by the directors.

13. Directors decide whether to approve membership

13.1 The directors must consider an application for membership within a reasonable time after the Secretary receives the application.

13.2 If the directors approve an application, the Secretary must as soon as possible:

- (a) enter the new member on the register of members, and
- (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).

13.3 If the directors reject an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected and return their annual subscription fee, but does not have to give reasons.

13.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clause 12.1. In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

14.1 Other than initial members, an applicant will become a member when they are entered on the register of members.

15. Categories of membership

15.1 The categories of membership are:

- (a) ordinary members
- (b) Youth members
- (c) Associate members, and
- (d) Honorary Life members.

15.2 Additional categories of members, if recommended by the directors, may be created from time to time by the members in general meeting.

15.3 Ordinary members hold all rights and responsibilities of membership of the Company including the right to register their cattle in the Herdbook or other records of the Company, subject to this Constitution.

16. Honorary Life members

16.1 If, in the opinion of the directors, an individual member has made over a period of years a significant contribution to the Company, the directors may appoint the member as an Honorary Life member of the Company.

16.2 Honorary Life members are entitled to vote at meetings of the Company, are eligible for election as a director, and are entitled to have their cattle recorded with the Company in accordance with the Regulations, and are not required to pay any annual subscription.

17. Associate members

17.1 Associate members are entitled to attend functions organised by the Company but are not entitled to:

- (a) be elected or appointed as a director
- (b) vote at a general meeting, or
- (c) register their cattle in the Herdbook or other records of the Company.

18. Youth members

18.1 Youth members must be aged less than 25 years of age when the annual subscription is due. Youth members are entitled to attend functions organised by the Company and to register their cattle in the Herdbook or other records of the Company, but are not entitled to:

- (a) be elected or appointed as a director, or
- (b) vote at a general meeting.

19. Body corporate members and nominated representatives

19.1 If a member is a body corporate, a partnership or a trustee of a trust, it must nominate 1 individual (nominated representative) to represent it in the Company. The nomination form must:

- (a) state the name and address of the nominated representative,
- (b) be signed by the nominated representative consenting to their appointment,

- (c) be executed by the member, and
- (d) be provided to the Secretary at least 48 hours prior to a general meeting that the nominated representative will attend.

19.2 A nominated representative is entitled to on act on behalf of the member in all Company matters, including attending meetings, proposing and voting on resolutions.

19.3 Any change to a member's nominated representative must be promptly notified to the Secretary.

19.4 An individual may not be the nominated representative of more than 1 member at one time.

20. Attorneys for members

20.1 An attorney for a member may act on behalf of the member, but if the attorney is to vote at a meeting of members or a class of members the instrument conferring the power of attorney or a certified copy of it must be produced to the Company at least 48 hours before the meeting, in the same way as the appointment of a proxy.

21. Annual subscriptions & moneys owed to the Company

21.1 The annual subscription payable by a member of the Company, if any, is the sum the directors determine.

21.2 The annual subscription must be paid by the date each year the directors determine.

21.3 If:

- (a) the annual subscription of a member, or any other moneys owing by the member to the Company, remains unpaid for 3 months after it becomes payable, and

(b) the member is notified that their subscription is overdue, then 14 days after such notification the member ceases to be entitled to any of the rights or privileges of membership and may not attend or vote at general meetings, but these will be reinstated on payment of all arrears.

21.4 For the avoidance of doubt, a resolution passed including the vote of a member whose right to vote has been removed by this clause 21.3, remains a valid resolution.

21.5 If the any moneys remain owing from a member to the Company for 6 months after the member has been notified of it being overdue, the Secretary may remove the member from the register of members and the member remains liable for all debts to the Company. The Secretary must notify the person of their removal from the register of members.

21.6 The directors may waive or suspend the payment of any money to the Company by any member or class of members, either generally or in any particular case, where the directors consider it in the best interests of the Company.

21.7 A person who has been an Associate member for three consecutive years and who has paid all subscriptions during that time will be entitled to ordinary membership without payment of any application fee.

22. Cessation of membership

22.1 A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for a body corporate member)
- (c) resign, by writing to the Secretary
- (d) are expelled under clause 24
- (e) are removed for failure to pay membership subscription, or
- (f) have not responded within three months to a written request from the Secretary that they confirm in writing that they want to remain a member.

22.2 Notwithstanding clause 22.1(a), an executor or administrator of the estate of a deceased estate remains a member and entitled to register animals with the Company and must pay annual subscriptions when due, but is not entitled to vote or speak at meetings of the Company.

Dispute resolution and disciplinary procedures

23. Dispute resolution

23.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a member or director and:

- (a) one or more members
- (b) one or more directors, or
- (c) the Company.

23.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 24 until the disciplinary procedure is completed.

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

23.4 If those involved in the dispute do not resolve it under clause 23.3, they must within 10 days:

- (a) tell the directors about the dispute in writing
- (b) agree or request that a mediator be appointed, and
- (c) attempt in good faith to settle the dispute by mediation.

23.5 The mediator must:

- (a) be chosen by agreement of those involved, or
- (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by the president or chief executive officer of the law institute or society in the state or territory in which the Company has its registered office.

23.6 A mediator chosen by the directors under clause 23.5(b):

- (a) may be a member or former member of the Company

- (b) must not have a personal interest in the dispute, and
- (c) must not be biased towards or against anyone involved in the dispute.

23.7 When conducting the mediation, the mediator must:

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

23.8 The mediator may set rules for the conduct of the mediation within the parameters of clause 23.7.

24. Disciplining members

24.1 In accordance with this clause, the directors may resolve to suspend or expel a member from the Company if the directors consider that:

- (a) the member has breached this Constitution or the Company's bylaws or Regulations, or
- (b) the member's behaviour is causing, has caused, or is likely to cause harm to the Company (including its reputation).

24.2 At least 14 days before the directors' meeting at which a resolution under clause 24.1 will be considered, the Secretary must notify the member in writing:

- (a) that the directors are considering a resolution to suspend or expel the member
- (b) that this resolution will be considered at a directors' meeting and the date of that meeting
- (c) what the member is said to have done or not done
- (d) the nature of the resolution that has been proposed, and
- (e) that the member may provide an explanation to the directors, and details of how to do so.

24.3 Before the directors pass any resolution under clause 24.1, the member must be given a chance to explain or defend themselves by:

- (a) sending to the directors a written explanation before that directors' meeting, and/or
- (b) speaking at the meeting.

24.4 Explanations in writing must be delivered to the Secretary at least 48 hours prior to the directors' meeting at which it will be considered.

24.5 After considering any explanation under clause 24.3, the directors may:

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

- 24.6 Disciplinary procedures must be completed as soon as reasonably practical. The Secretary must give written notice to the member of the decision under clause 24.5 as soon as possible.
- 24.7 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
- 24.8 A member expelled under this clause will remain liable for all debts owed to the Company.

General meetings of members

25. General meetings called by directors

- 25.1 The Secretary at the request of the directors may call a general meeting.
- 25.2 If members with at least 5% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a general meeting, and
 - (b) hold the general meeting within 2 months of the members' request.
- 25.3 The percentage of votes that members have (in clause 25.2) is to be worked out as at midnight before the members request the meeting.
- 25.4 The members who make the request for a general meeting must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the Company.
- 25.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

26. General meetings called by members

- 26.1 If the directors do not call the meeting within 21 days of being requested under clause 25.2, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 26.2 To call and hold a meeting under clause 26.1 the members must:
- (a) as far as possible, follow the procedures for general meetings set out in this Constitution
 - (b) call the meeting using the list of members on the Company's member register, which the Company must provide to the members making the request at no cost, and
 - (c) hold the general meeting within three months after the request was given to the Company.
- 26.3 The Company must pay the members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

27. Annual general meeting

- 27.1 A general meeting, called the annual general meeting, must be held:
- (a) within 18 months after registration of the Company, and

- (b) after the first annual general meeting, at least once in every calendar year.
- 27.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- (a) a review of the Company's activities
 - (b) a review of the Company's finances
 - (c) any auditor's report
 - (d) a review of the Returning Officer's election report, and
 - (e) the appointment and payment of auditors, if any.
- 27.3 Before or at the annual general meeting, the directors must give information to the members on the Company's activities and finances during the period since the last annual general meeting.
- 27.4 The chair of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.
- 27.5 If the Company's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor, or that representative, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- 27.6 If any member shall desire to put any matter on an agenda for a general meeting, that member must give six weeks' notice of that item to the Secretary, and that matter will be included in the agenda for the next general meeting held following the expiration of that six week period.

28. Notice of general meetings

- 28.1 Notice of a general meeting must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 28.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 28.3 Subject to clause 28.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or
 - (b) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 28.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 28.5 Notice of a general meeting must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
- (b) the general nature of the meeting's business
- (c) if applicable, that a special resolution is to be proposed and the words of the proposed special resolution
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy must be an eligible voter
 - ii. the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the Company at least 48 hours before the meeting.

28.6 The accidental omission to give notice of a general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting does not invalidate the proceedings at or any resolution passed at the meeting.

28.7 If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

29. Quorum at general meetings

29.1 For a general meeting to be held, at least 10 eligible voters (a quorum) must be present for the whole meeting. When determining whether a quorum is present, an individual may only be counted once (even if that person is a nominated representative or proxy of more than one member).

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

29.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chair specifies. If the chair does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week
- (b) if the time is not specified – the same time, and
- (c) if the place is not specified – the same place.

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

30. Auditor's right to attend meetings

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

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

31. Using technology to hold meetings

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

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

32. Chair for general meetings

32.1 The elected chair is entitled to chair general meetings.

32.2 If:

- (a) there is no elected chair
- (b) the elected chair is not present within 30 minutes after the starting time set for the meeting, or
- (c) the elected chair is present but says they do not wish to act as chair of the meeting,

then the Vice-President, if any, is entitled to chair general meetings.

32.3 The members present and entitled to vote at a general meeting may choose a director or member to be the chair for that meeting if:

- (a) there is no elected chair or Vice-President, or
- (b) the elected chair and the Vice-President are both not present within 30 minutes after the starting time set for the meeting, or
- (c) the elected chair and the Vice-President are present but say they do not wish to act as chair of the meeting.

33. Role of the chair

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

33.2 The chair does not have a casting vote at general meetings.

34. Adjournment of meetings

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

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

Members' resolutions and statements

35. Members' resolutions and statements

35.1 Members with at least 5% of the votes that may be cast on a resolution may give:

- (a) written notice to the Company of a resolution they propose to move at a general meeting (members' resolution), and/or
- (b) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).

- 35.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 35.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 35.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 35.5 The percentage of votes that members have (as described in clause 35.1) is to be worked out as at midnight before the request or notice is given to the Company.
- 35.6 If the Company has been given notice of a members' resolution under clause 35.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- 35.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

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

- 36.1 If the Company has been given a notice or request under clause 35:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Company's cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the Company will pay these expenses.
- 36.2 The Company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 36.1(b) applies, and the members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

37. Circular resolutions of members

- 37.1 Subject to clause 37.3, the Company may pass a resolution without a general meeting being held (a circular resolution).

- 37.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 37.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, or
 - (b) where not allowed by the Corporations Act.
- 37.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 37.5 or clause 37.6.
- 37.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 37.6 The Company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply and containing a statement that they agree to the resolution.

Voting at general meetings

38. How many votes a member has

- 38.1 Subject to this Constitution, each ordinary member and Honorary Life member has one vote.

39. Challenge to member's right to vote

- 39.1 A member or the chair may only challenge a person's right to vote at a general meeting at that meeting.
- 39.2 If a challenge is made under clause 39.1, the chair must decide whether or not the person may vote. The chair's decision is final.

40. How voting is carried out

- 40.1 Before a vote is taken, the chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 40.2 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing (a poll), or
 - (c) another method chosen by the chair that is fair and reasonable in the circumstances.
- 40.3 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.
- 40.4 The chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 40.5 Voting for election of directors may be carried out in the manner prescribed in clause 46.

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

- 41.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least three eligible voters present in person or by proxy
 - (b) eligible voters present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chair.
- 41.2 A vote in writing must be taken when and how the chair directs, unless clause 41.3 applies.
- 41.3 A vote in writing must be held immediately if it is demanded under clause 41.1 to decide whether to adjourn the meeting.
- 41.4 A demand for a vote in writing may be withdrawn.

42. Appointment of proxy

- 42.1 An eligible voter may appoint a proxy to attend and vote at a general meeting on their behalf.
- 42.2 A proxy must be an eligible voter.
- 42.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 41.1.
- 42.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the Company's name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 42.5 A proxy appointment may be standing (ongoing).
- 42.6 Proxy forms must be received by the Company at the address stated in the notice under clause 28.5(d) or at the Company's registered address at least 48 hours before a meeting.
- 42.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 42.8 Unless the Company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 42.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

43. Voting by proxy

- 43.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 43.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

44. Number of directors

- 44.1 The Company must have at least three and no more than eight directors, being one director from each Region (regional director) and 2 national directors.
- 44.2 A regional director:
- (a) must have a place of business or residence in the relevant Region
 - (b) will report to the directors on matters and activities in that Region
 - (c) will report to the relevant Regional Committee upon matters and activities of the Company but without breaching board confidentiality as applies, and
 - (d) is entitled to be a member of the relevant Regional Committee.

45. Election and appointment of directors

- 45.1 A person is eligible for election as a director of the Company if they:
- (a) are an eligible voter or a nominated representative of an eligible voter
 - (b) give the Company their signed consent to act as a director of the Company
 - (c) are not ineligible to be a director under the Corporations Act, and
 - (d) own solely or partly not less than ten head of active female Charolais cattle which are registered in the Company's Herd Maintenance List and over the age of 18 months on the 1st January of the year of the closing date for the making of nominations.
- 45.2 The directors may appoint a person as a director to fill a casual vacancy if that person:
- (a) is an eligible voter, or a nominated representative of an eligible voter,
 - (b) is not ineligible to be a director under the Corporations Act,
 - (c) gives the Company their signed consent to act as a director of the Company, and
 - (d) in relation to a vacancy occurring in a position of a regional director, the directors may;
 - i. appoint the unsuccessful candidate who obtained the greatest number of votes in the immediately preceding election in that Region

- ii. request the regional committee for that Region to provide a list of nominees to fill the casual vacancy, or
 - iii. in relation to a vacancy occurring in a position of national director, appoint the unsuccessful candidate who obtained the greatest number of votes in the immediately preceding election,
- (e) if the person in respect of whom a casual vacancy arises was a national director, the directors may request all regional committees to provide a nominee to fill the casual vacancy, each being a person who in every respect would be eligible to be a candidate for election to the directors. The directors may choose a person so nominated.

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

46. Election procedure

46.1 Each candidate for election as a director must be nominated by 2 members or nominated representatives.

46.2 A nomination of a candidate for election must:

- (a) be in writing
- (b) be signed by the candidate
- (c) name the members or nominated representatives that nominated them, and
- (d) must attach a resume of the candidate not exceeding 200 words describing the age, experience, and suitability of the candidate as a director.

46.3 Prior to 1 November in each year the directors must:

- (a) appoint a Returning Officer
- (b) select the closing date for the nomination of candidates for election
- (c) select the date upon which ballot papers are to be forwarded to members, and
- (d) select the closing date for the return of ballot papers which must be a date at least three weeks after the date determined in accordance with paragraph (c) but not later than 15 February in the year of the election.

46.4 A Returning Officer may be any person selected by the directors and may include a member, or an officer of the Company.

46.5 A Returning Officer will be ineligible for candidature in the election in respect of which the appointment is made.

46.6 The Returning Officer will be solely responsible for conducting the election of directors.

- 46.7 After 1 November in each year, and at least 4 weeks prior to the closing date for the nomination of candidates for election, the Returning Officer must send by post or email to every eligible voter a notice:
- (a) advising the eligibility requirements of a candidate for election;
 - (b) advising the requirements in this Constitution which a nomination for candidate must comply with;
 - (c) inviting nominations for candidates; and
 - (d) advising the closing date for nominations.
- 46.8 A candidate may be nominated as either or both:
- (a) a regional director, and
 - (b) a national director
- but may be elected to only one of such positions.
- 46.9 If the number of candidates for election as directors is greater than the number of vacancies, a ballot must be held for the election of the candidates. If a ballot is required, balloting lists must be prepared listing the names of the candidates in alphabetical order.
- 46.10 At least 3 weeks before the closing date for the return of ballot papers the Returning Officer must forward by post or email to each eligible voter:
- (a) a ballot paper which relates to candidates nominated for the region in which the member has their registered address
 - (b) a ballot paper which relates to the candidates nominated as national directors
 - (c) a copy of the resume submitted by each candidate listed on each ballot paper forwarded to the eligible vote, and
 - (d) instructions on how to cast a valid vote, being those instructions prepared by the Returning Officer.
- 46.11 The candidates receiving the greatest number of votes cast in their favour will be elected as directors. A candidate need not receive more than 50% of the votes to be elected.
- 46.12 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the result is determined by lot.
- 46.13 As soon as practicable after the closing date for the return of ballot papers, the Returning Officer:
- (a) will count the votes cast with respect to the election of directors for each region, and declare the results, and
 - (b) immediately after the counting and declaration referred to in clause (a), the Returning Officer will count the votes cast with respect to the election of national directors, disregarding those votes for persons who have already been declared elected to the directors, and declare the results of the election with the respect to national directors.

46.14 There is not a vacancy for the purpose of clause 45.2 because the number of directors is less than the maximum allowed under rule 44. There is a vacancy only if the number of directors is less than the number elected at the previous annual general meeting.

46.15 Notwithstanding the earlier provisions of this clause the members in general meeting may by ordinary resolution remove a director from office.

47. Term of office

47.1 An election of the directors will take place each calendar year, commencing in the year 2019 with half the directors to retire annually upon the declaration of election results by the Returning Officer pursuant to clause 46.13.

47.2 The directors to retire will be:

- (a) in odd years - the representatives of the Regions of Tasmania, New South Wales and South Australia and a national director, and
- (b) in even years - the representatives of Western Australia, Queensland and Victoria and a national director.

47.3 The national director to retire each year shall be the national director who has served the longest in office from their last election or appointment. If there are 2 national directors who have been in office an equal length of time the national director to retire shall in default of agreement be decided by lot.

47.4 A director's term of office starts:

- (a) the day the Returning Officer declares the election result, or on the day they are appointed by the directors to fill a casual vacancy, and ends:
- (b) if retiring pursuant to clause 47.2 without being re-elected, the day the Returning Officer declares the election result, or such other day and time pursuant to clause 48.

47.5 A director who retires under clause 47.1 or 47.2 may nominate for election or re-election, subject to clause 47.6.

47.6 A director who has held office for a continuous period of ten years or more may only be re-appointed or re-elected by a special resolution.

48. When a director stops being a director

48.1 A director stops being a director if they:

- (a) cease to have a place of business or residence in Australia
- (b) retire pursuant to clauses 47.1 or 47.2 and are not re-elected
- (c) give written notice of resignation as a director to the Company
- (d) die
- (e) are removed as a director by a resolution of the members
- (f) stop being a member of the Company

- (g) are a nominated representative of a member, and that member stops being a member
- (h) are a nominated representative of a member, and the member notifies the Company that the person is no longer a nominated representative
- (i) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (j) become ineligible to be a director of the Company under the Corporations Act or under this Constitution.

49. Office bearers

49.1 The office bearers of the Company are:

- (a) the President and chair
- (b) Vice-President
- (c) the Secretary, and
- (d) Honorary Treasurer.

49.2 The President is also the elected chair of the directors. Only directors (except the Secretary) may be officer bearers.

49.3 No person will be eligible to stand for the position of President if the person has held the office of President for the preceding 3 years.

49.4 The President and Vice-President are elected by the directors at the first meeting of the directors held after the 1st February and hold office until the end of the first meeting of the directors held after the following 1st February.

49.5 The directors present must appoint one of their number to act as chair of the meeting for the purpose of the election.

49.6 The directors may appoint an Honorary Treasurer for the Company. The directors may remove an Honorary Treasurer from that role at any time.

49.7 The Secretary and Honorary Treasurer are entitled to attend and speak at meetings but may not vote unless they were also elected as directors of the Company.

49.8 A casual vacancy in an office may be filled by the directors appointing another officer to fill the role.

Powers of directors

50. Powers of directors

50.1 The directors are responsible for managing and directing the activities of the Company to achieve the purposes set out in clause 7.

50.2 The directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by members.

50.3 The directors must decide on the responsible financial management of the Company including:

- (a) any suitable written delegations of power under clause 52, and
- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

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

50.5 Where this Constitution refers to the directors doing something, that is done by a resolution of the majority of the directors.

50.6 Directors may not appoint alternate directors.

51. Acts valid notwithstanding defects

51.1 The acts of a director or Secretary of the Company are valid despite any defect that may afterwards be discovered in their appointment or qualification.

51.2 Where a person whose office as director of the Company is vacated under a provision of the Corporations Act purports to do an act as a director of the Company, that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

52. Delegation of directors' powers & attorneys

52.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate, including by way of appointment of an attorney.

52.2 The delegation must be recorded in the Company's minute book.

53. Committees

53.1 The directors may delegate any of their powers to 1 or more committees of directors which may include also any individual who is not a director.

53.2 A committee must exercise the powers delegated to it in accordance with any directions of the directors. The effect of the committee exercising a power in this way is the same as if the directors exercised it.

53.3 The meetings and proceedings of any committee consisting of 2 or more people are governed by the provisions in this Constitution regulating the meetings and proceedings of the directors.

54. No payments to directors

54.1 The Company must not pay fees to a director for acting as a director.

54.2 The Company may:

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

- 54.3 Any payment made under clause 54.2 must be approved by the directors.
- 54.4 Any payment made to a director or a company, partnership or trust in which a director has an interest, or any spouse or relative of the director has an interest, must be approved by the directors and must be disclosed to the members at the next general meeting.
- 54.5 The Company may pay premiums for insurance indemnifying directors, as allowed for by law and this Constitution.

55. Regions and regional committees

- 55.1 The eligible voters whose registered addresses are within a Region may from time to time meet to select nominees for a regional committee.
- 55.2 The selection of nominees may be made in any manner which the members meeting for that purpose decide.
- 55.3 The eligible voters of a Region may request the directors to constitute a committee of the directors for that Region made up of the persons nominated.
- 55.4 The directors may constitute a committee of the directors for a Region, made up of such persons as the directors decides, whether or not nominated by the eligible voters in a Region.
- 55.5 Every regional committee formed will confirm to any directions which may be given by the directors.
- 55.6 Every regional committee must meet at least once per year and may meet and adjourn as it thinks proper.
- 55.7 Every regional committee must:
- (a) carry out such functions as are from time to time delegated by the directors
 - (b) make inspections of members' stock as directed by the directors, or as it considers appropriate, for the purpose from time to time authorised by the directors
 - (c) send to the Company the information obtained during inspections referred to in paragraph (b)
 - (d) provide to the Secretary all information which the Secretary may request, and
 - (e) promote the interests of the Charolais breed.
- 55.8 The provisions of this Constitution relating to procedure for general meetings will apply mutatis mutandis in relation to general meetings of members in a Region, except that a quorum will be 3 eligible voters.
- 55.9 The directors may terminate a regional committee at any time.

Duties of directors

56. Duties of directors

- 56.1 The directors must comply with their duties as directors under legislation and common law:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company
- (b) to act in good faith in the best interests of the Company and to further the purposes of the Company
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 57
- (f) to ensure that the financial affairs of the Company are managed responsibly, and
- (g) not to allow the Company to operate while it is insolvent.

56.2 Directors have a duty to comply with any codes of conduct and policies of the Company.

57. Conflicts of interest

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

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

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

57.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 57.4:

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

57.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the Company, and the other members have the same interest
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company (see clause 78)
- (c) their interest relates to a payment by the Company under clause 77 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
 - ii. says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

58. When the directors meet

58.1 The directors must meet at least 3 times a year.

59. Calling directors' meetings

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

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

60. Chair for directors' meetings

60.1 The elected chair is entitled to chair directors' meetings.

60.2 If the elected chair is:

- (a) not present within 15 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chair of the meeting,
- then the Vice-President is entitled to chair the meeting.

60.3 The directors at a directors' meeting may choose a director to be the chair for that meeting if the elected chair and the Vice-President are:

- (a) not present within 15 minutes after the starting time set for the meeting, or
- (b) are present but do not want to act as chair of the meeting.

61. Quorum at directors' meetings

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

61.2 A quorum must be present for the whole meeting.

62. Using technology to hold directors' meetings

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

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

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

63. Passing directors' resolutions

63.1 A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

64. Circular resolutions of directors

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

64.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 64.3 or clause 64.4.

64.3 Each director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or

- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 64.4 The Company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply and containing a statement that they agree to the resolution.
- 64.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 64.3 or clause 64.4.

Secretary

65. Appointment and role of Secretary

- 65.1 The Company must have at least one Secretary, who may also be a director.
- 65.2 A Secretary must be appointed by the directors (after giving the Company their signed consent to act as Secretary of the Company) and may be removed by the directors.
- 65.3 The directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 65.4 The role of the Secretary includes:
 - (a) maintaining a register of the Company's members, and
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.
- 65.5 The Secretary may but need not be a member or nominated representative.

Minutes and records

66. Minutes and records

- 66.1 The Company must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of general meetings
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each general meeting, and
 - (d) a copy of a members' statement distributed to members under clause 35.
- 66.2 The Company must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 66.3 To allow members to inspect the Company's records:
 - (a) the Company must give a member access to the records set out in clause 66.1, and

- (b) the directors may at their discretion authorise a member to inspect other records of the Company, including records referred to in clause 66.2 and clause 67.1.

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

- (a) the chair of the meeting, or
- (b) the chair of the next meeting.

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

67. Financial and related records

67.1 The Company must make and keep written financial records that:

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

67.2 The Company must also keep written records that correctly record its operations.

67.3 The Company must retain its records for at least 7 years.

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

By-laws and Regulations

68. By-laws and Regulations

68.1 The directors may pass a resolution to make or amend by-laws and/or Regulations to:

- (a) give effect to this Constitution, or
- (b) govern any matter relating to the Company, the members or the Company's activities.

68.2 Members and directors must comply with by-laws and Regulations as if they were part of this Constitution.

Administrative matters

69. What is notice

69.1 Anything written to or from the Company under any clause in this Constitution is written notice and is subject to clauses 70 to 72, unless specified otherwise.

69.2 Clauses 70 to 72 do not apply to a notice of proxy under clause 42.6.

70. Notice to the Company

70.1 Written notice or any communication under this Constitution may be given to the Company, the directors or the Secretary by:

- (a) delivering it to the Company's registered office

- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided
- (c) sending it to an email address or other electronic address notified by the Company to the members as the Company's email address or other electronic address, or
- (d) sending it to the fax number notified by the Company to the members as the Company's fax number, (if any).

71. Notice to members

71.1 Written notice or any communication under this Constitution may be given to a member:

- (a) in person
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified webpage, place or address (including an electronic address).

71.2 If the Company does not have contact details for a member, the Company is not required to give notice to them.

72. When notice is taken to be given

72.1 A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 71.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

73. Company's financial year

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

74. Amending the Constitution

74.1 The members may amend this Constitution by passing a special resolution.

75. Execution of documents

75.1 The Company may but need not have a common seal.

75.2 The Company may execute a document by:

- (a) two directors of the Company signing it, or
- (b) a director and the Secretary signing it.

The same person may not sign in the dual capacities of director and Secretary.

75.3 In addition to the execution method in clause 75.2, the directors may authorise a person to execute documents on behalf of the Company.

76. Formalities omitted

76.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially. The decision of the directors is final and binding on all members.

Indemnity, insurance and access

77. Indemnity

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

77.2 In this clause, 'officer' means a director, Honorary Treasurer or Secretary and includes a director, Honorary Treasurer or Secretary after they have ceased to hold that office.

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

- (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so, and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

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

78. Insurance

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

78.2 The Company must not obtain or contribute towards the cost of insurance against a liability incurred by the person as an officer of the Company or a related body corporate arising out of:

- (a) conduct involving a wilful breach of duty in relation to the Company, or
- (b) a contravention of section 182 or 183 of the Corporations Act.

78.3 Notwithstanding clause 57, a director is not precluded from voting in respect of proposed insurance, merely because the contract insures or would insure the director against a liability incurred by the director as an officer of the Company or of a related body corporate.

79. Directors' access to documents

- 79.1 A director has a right of access to the financial records of the Company at all reasonable times.
- 79.2 If the directors agree, the Company must give a director or former director access to:
- (a) documents of the Company determined by the directors, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.
- 79.3 Directors must only access documents of the Company for a proper purpose (including to defend themselves from litigation or claims).

Winding up

80. Surplus assets not to be distributed to members

- 80.1 If the Company is wound up, any surplus assets must not be distributed to a member or a former member of the Company.

81. Distribution of surplus assets

- 81.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more organisations:
- (a) with purposes similar to, or inclusive of, the purposes in clause 7, and
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- 81.2 The decision as to the organisation to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.