

# ARTICLES OF ASSOCIATION

of

## THE AUSTRALIAN BRANGUS CATTLE ASSOCIATION LIMITED

### **Interpretation**

1. In these Articles of Association:

**"Committee"** means the Office Bearers and elected Members of the Company;

**"Company"** means the Australian Brangus Cattle Association Limited;

**"Law"** means the Corporations Law;

**"Regulations"** means the regulations made or deemed to have been made by the Committee pursuant to the Articles as from time to time in force.

**"seal"** means the common seal of a Company or Corporation ;

**"Secretary"** means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

**"Incorporated Association"** means the incorporated body know as Australian Brangus Cattle Association Inc. whose funds and other assets and liabilities the Company is authorised to take over by paragraph 2(a) of the Memorandum of Association.

Unless otherwise defined in these Articles:

- (a) words which are given a special meaning by the Law have the same meaning in these Articles;
- (b) words importing the singular include the plural and vice versa;
- (c) the term person include bodies corporate, unincorporated associations, and trusts; and
- (d) words importing any gender include all other genders.
- (e) expressions referring to writing shall unless the contrary intention appears be construed as including references to printing lithography, photography and other modes of representing or reproducing words in a visible form.

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Law as in force at the date at which these regulations become binding on the Company.

2. The Company is established for the purposes set out in the Memorandum of Association.

## Membership

3. The subscribers to the Memorandum of Association and such other persons as the committee shall admit to membership in accordance with these articles of Association shall be members of the Company.
- 4.1 If the whole of the funds and other assets of the incorporated association become the absolute property of the Company forthwith after its incorporation then every person who at the date of incorporation of the Company is a member of the incorporated association and who on or before 18/03/93 agrees in writing to become a member of the Company shall be admitted by the committee to membership of the Company.
- 4.2 Every member of the Company who previously to his agreeing to become a member of the Company has paid his subscription due on 31/07/93 as a member of the incorporated association shall not be liable to pay any further sum by way of annual subscription to the Company for the period prior to 31/07/94.
- 5.1 Every applicant for membership of the Company (other than the subscribers to the Memorandum of Association and members of the incorporated association referred to in Article 4) shall be proposed by a member of the Company to whom the applicant shall be personally known. The application for membership shall be made in writing signed by the applicant and his proposer and shall be in such form as the Committee from time to time prescribes.
- 5.2 Any person, institution, companies or individuals associated together under agreement or partnership, State and/or Commonwealth institution may be admitted as a member of the Company.
- 5.3 **Member** - A member shall be any person, institution, partnership or corporation State and/or Commonwealth institution whose application has been approved and annual subscription has been received, who shall be actively engaged in the breeding and registration of either Brangus cattle and/or enrolment Stock for Brangus cattle. A member is entitled to the voting power or right equivalent to one vote. An institution partnership or corporation shall nominate one person to be its representative and for the purpose of voting, such nominated person shall be regarded as the member. An individual member of an institution, partnership, or corporation shall not be entitled to separate membership unless he or she is actively engaged in the breeding and registration of Brangus or enrolment stock outside the institution, partnership or corporation.
- 5.4 **Associate Member** - Associate membership may be granted to any person, institution, partnership or corporation, State and/or Commonwealth institution interested in the promotion of the Brangus breed of cattle but not engaged in breeding registered Brangus cattle. Such Associate membership shall be without voting power or rights to register or transfer cattle.
- 5.5 **Commercial Member** - A commercial member shall be any person, institution, partnership, or corporation, State and or Commonwealth institution, interested in the promotion of the Brangus cattle through the production of commercial

cattle but not engaged in the breeding of registered Brangus cattle, and will be entitled to receive all circulars detailing enquires for the purchase of commercial cattle.

- 5.6 **Life Membership** - The Committee may elect as a life member of the Company any person who in the opinion of the Committee has through past services to the Company advanced the interests of Brangus cattle. A life member shall have all the rights and privileges of a member as defined in Article 5.3 but shall not pay an annual subscription.
- 5.7 **Honorary Membership** - The Committee may elect as an honorary member of the Company any person who in the opinion of the Committee has through past services to the Company advanced the interests of Brangus cattle. An Honorary member shall have the same rights and privileges as an Associate member as defined in Article 5.4 but shall not pay an annual subscription.
- 5.8 **Junior Membership** - Junior Membership may be granted to any person under or equal to the age of 25 years or partnership of persons under or equal to the age of 25 years. A junior member may become actively engaged in the breeding and registration of their Brangus cattle and/or enrolment stock of Brangus cattle and shall not be limited to the number of head registered annually.
- 6 At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.
- 7 When an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of his acceptance within 14 days and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription, the applicant shall become a member of the Company provided nevertheless that if such payment be not made within 3 calendar months after the date of the notice the committee may in its discretion cancel its acceptance of the applicant for membership of the Company.
- 8 The entrance fee and annual subscription payable for the various classes of membership of the Company shall be such as the Committee in general meeting shall from time to time prescribe provided that until the Committee shall otherwise resolve the entrance fee shall be \$20.00 and the annual subscription shall be \$80.00.
- 9 All annual subscriptions shall become due and payable in advance on 31 July in every year.

### **Cessation of Membership**

- 10 If the subscription of a member shall remain unpaid for a period of 3 calendar months after it becomes due then the member may after 14 days notice of

default shall have been sent to him by the Secretary or honorary Treasurer be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.

- 11 A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other money due by him to the Company and in addition for any sum not exceeding \$20.00 for which he is liable as a member of the Company under clause 7 of the Memorandum of Association of the Company.
- 12.1 If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Company or Regulations or shall be guilty of any conduct which, in the opinion of the Committee, is unbecoming of a member or prejudicial to the interests of the Company, the Committee shall have power by resolution to censure, fine, suspend or expel the member from the Company. The power set out herein only arises provided that:-
  - 12.2 at least 1 week before the meeting of the members at which such a resolution is to be passed, the members shall have had notice of such meeting and of what is alleged against that member and of the intended resolution;
  - 12.3 shall at such meeting and before the passing of such resolution have had an opportunity of giving, orally or in writing, any explanation or defence he may think fit
  - 12.4 If at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member/s concerned shall be punished accordingly and in the case for his expulsion the member shall be expelled.

### **General Meetings**

- 13 An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law. All general meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.
- 14.1 The Secretary shall convene an Extraordinary General Meeting -
  - 14.2 when directed to do so by the Committee;  
or
  - 14.3 on the requisition in writing signed by not less than one-third of the members -  
5% of members;  
or
  - 14.4 on being given notice of an intention to have a matter dealt with as provided by Article 12.

- 14.5 In default an Extraordinary General Meeting may be convened by such requisitions as provided by the Law.
- 15 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, 14 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
- 16 For the purpose of regulation 15 all business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts balance sheets and the report of the committee and auditors.

### **Proceedings at General Meetings**

- 17 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 20 members present in person shall become a quorum. For the purpose of this regulation "member" includes a person attending as a proxy or as representing a corporation which is a member.
- 18 If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than 3) shall be a quorum.
- 19 The President shall preside as Chairman at every general meeting of the Members or if there is no President or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
- 20 The Chairman may with the consent of the members at any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

21 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(1) by the Chairman; or

(2) by at least 3 members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution. The demand for a poll may be withdrawn.

22 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

23 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

24 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have 1 vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote.

25 A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health, may vote on a show of hands or on a poll by his committee or by his trustee or by such other person as properly has the management of his estate and any such committee trustee or other person may vote by proxy or attorney.

26 No member shall be entitled to vote at any general meeting if his annual subscription shall be more than 1 month in arrears at the date of the meeting.

27 The instrument appointing a proxy shall be in writing under the hand of the appointor or if his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

28 The instrument appointing a proxy may be in the following form or in a common seal or usual form:

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of the above named company hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual or extraordinary as the case may be) general meeting of the company to be held on \_\_\_\_\_ and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour of/\*against the following resolutions:

Signed on \_\_\_\_\_ day of \_\_\_\_\_ 20 .

Note: In the event of the members desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed the proxy may vote as he thinks fit.

\* Strike out whichever is not desired.

- 29 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within Australia as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote in the case of a poll not less than 24 hours before the time appointed for the taking the poll and in default the instrument of proxy shall not be treated as valid.
- 30 A vote again in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

#### **The Committee (Including Officer-Bearers)**

- 31 The Officer-Bearers of the Company shall consist of a President, a Vice-President and an Honorary Treasurer all of whom shall be members of the Company.
- 32 The following named persons who have subscribed to the Memorandum of Association shall constitute the first committee and the first office-bearers shall be as set out below:

President: Lex Kunst

Vice-President: Warren Bulmer

Honorary Treasurer: Robert Barlow

Committee Members: Barbara Burnham, Lawson Geddes, Paul Fordyce, Greg Wieland, Barry Morgan

They shall all retire at the first annual general meeting but shall be eligible for re-election.

- 33 Thereafter the committee shall consist of eight members with four Federal representatives from the general membership and four Zone representatives, one from each of the four election zones described as follows:
  - 34.1 Members who's registered address is within each election zone shall elect one committee member from among their number in the calendar years ending with an odd number. In the alternate year all members shall elect four Federal committee members with no regard to zone location.
    - 34.2a At the close of the next Annual General Meeting of the Company the members to retire shall be the members of the Committee longest in office from their last election or appointment subject to Clause 34.5.
    - 34.2b Thereafter election of members of the committee shall continue annually as per Clauses 34 and 34.1 with committee zone representatives and Federal representatives elected on alternate years.
  - 34.3 Casual Vacancy - Should a committee member cease to hold office during their time of office or there be insufficient nominations to fill retiring vacancies the remaining committee members may appoint a member to fill the vacancy provided in cases where a zone vacancy exists the appointed representative is from that same zone. An appointed committee member shall hold the term of the vacant position.
- 35.1 Election of committee members shall be by postal ballot. The secretary shall at least seventy (70) days and not more than ninety (90) days prior to the date of the annual general meeting by notice to members call for nominations for the position of committee members.
- 35.2 In those years when committee members are elected from the four zones, any member may nominate another member who's registered address is within the same election zone for election as a committee member.
- 35.3 Nominations shall be in writing and signed by the member and his/her nominator and shall be lodged with the secretary within 28 days after the date when the Secretary's notice calling nominations shall be deemed to have been received by the members.
- 35.4 Within 14 days after the closing date for nominations the secretary shall issue ballot papers for the election of committee members to replace the retiring committee members and any other vacant positions.



- 35.5 The ballot paper shall set out the surname (followed by the christian name or initials) in alphabetical order of the nominees together with instructions for voting. The ballot papers and instructions shall be posted to every member within seven days of date of issue.
- 35.6 Each voter shall be instructed to cross out the name of each candidate for whom he does not wish to vote.
- 35.7 The name of any retiring member who shall appear on the list shall be marked with an asterisk.
- 35.8 The secretary shall appoint by memorandum in writing a returning officer and one scrutineer to superintend the taking of the ballot.
- 35.9 The ballot shall close at 4.00pm in the afternoon of the day seven days preceding the Annual General Meeting.
- 35.10 The returning officer after counting the votes shall certify in writing to the Chairman at the Annual General Meeting the result of the ballot and the Chairman shall declare elected the person or persons whose nominations or respective totals of ballot votes entitle them to election.
- 35.11 In the event of a equality of votes preventing outright election in any election zone, the successful candidate shall be determined by lot.
- 35.12 A ballot paper shall be informal on which appears votes for more or less than the number of candidates to be elected in any election zone. The returning officers decision shall be final and binding in respect of all matters affecting the election.
- 35.13 The election of each committee member shall take effect as at the close of the annual general meeting at which the declaration is made by the Chairman under article 35.10.
- 36 Every Committee member shall stand in a fiduciary or quasi trustee relationship to the members generally of the Company and shall exercise his/her judgement and at all times act in the best interests of the Company and of its members generally and not otherwise.
- 37.1 A President, Vice-President and Treasurer shall be appointed annually by the Committee from among their number at the first meeting of the committee after the Annual General Meeting.
- 37.2 The President, Vice-President and Treasurer shall provided they remain members of the committee, hold office until the first council meeting next succeeding the Annual General Meeting.
- 38 The office of President shall not be occupied by the same person for more then three consecutive years.

- 39 The office of a member of the committee shall become vacant if the member:
- (1) becomes an insolvent under administration;
  - (2) becomes prohibited from being a director of a company by reason of an order made under the Law;
  - (3) ceases to be a member of the committee by operation of section 228 of the Law;
  - (4) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (5) resigns his office by notice in writing to the Company;
  - (6) is absent without the consent of the committee from meetings of the committee held during period of 6 months;
  - (7) holds any office of profit under the Company;
  - (8) ceases to be a member of the Company; or
  - (9) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest as required by the Law provided always that nothing in this paragraph shall affect the operation of clause 4 of the Memorandum of Association of the Company.
  - (10) ceases to hold residential qualification within the election zone in which he is elected.

#### **Powers and Duties of the Committee**

- 40 The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Law or by these regulations required to be exercised by the Company in general meeting subject nevertheless to any of these regulations to the provisions of the Law to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting provided that any rule regulation or by-law of the Company made by the Committee may be disallowed by the Company in general meeting and provided further that no resolution of or regulation made by the Company in general meeting shall invalidate any prior act of the committee which would have been valid if that resolution or regulation had not been passed or made.
- 41 The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Company.

- 42 For the purposes of clause 4 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by banks in Queensland in respect of term deposits.
- 43 All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be by any 2 members of the Committee or in such other manner as the Committee from time to time determines.
- 44 The Committee shall cause minutes to be made:
- (1) of all appointments of Office Bearers and Committee members;
  - (2) of names of members of the Committee present at all meetings of the Company and of the Committee; and
  - (3) of all proceedings at all meetings of the Company and of the Committee

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

#### **Proceedings of the Committee**

- 45 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Company summon a meeting of the Committee.
- 46 Subject to these regulations, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members present shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 47.1 The quorum necessary for the transaction of the business of the Committee shall be majority of the total committee as provided in regulations 32 and 33 or such greater number as may be fixed by the Committee.
- 47.2 Members connected by teleconference or video conference link shall be considered as present at meetings.
- 48 The continuing members of the Committee may act notwithstanding any vacancy in the Committee but if and so long as their number is reduced below the number or members may act for the purpose of increasing the number of members of the committee to that number or of summoning a general meeting of the Company but for no other purpose.

- 49 The President shall preside as Chairman at every meeting of the Committee or if there is no President or if at any meeting he is not present within 10 minutes after the time appointed for holding the meeting the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the Committee members may choose one of their number to be Chairman of the meeting.
- 50 The Committee may delegate any of its power and/or functions (not being duties imposed on the Committee as the Directors of the Company by the Law or the general law) to one or more subcommittees consisting of such members or members of the Company as the Committee thinks fit. Any subcommittee so formed shall conform to any regulations that may be imposed by the committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such subcommittees shall have 1 vote.
- 51 The Committee may appoint one or more advisory boards consisting of such member or members of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have 1 vote.
- 52 A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
- 53 All acts by any meeting of the Committee or of a subcommittee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the committee or person acting as aforesaid or that the members of the committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
- 54 A resolution in writing by all the members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee.

### **Secretary**

- 55 The Secretary shall in accordance with the Law be appointed by the Committee for such term upon such conditions as it thinks fit and any Secretary so appointed may be removed by it.

## **Seal**

- 56 The Committee shall provide for the safe custody of the Company seal which shall only be used by the authority of the Committee or of a subcommittee of the Committee authorised by the Committee in that behalf and every instrument to which the Company seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

## **Accounts**

- 57 The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Law provided however that the Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than 6 months before the date of the meeting.
- 58 The Committee shall from time to time determine in accordance with clause 10 of the Memorandum of Association at what times and places and under what conditions the accounting and other records of the Company shall be open to the inspection of members.

## **Audit**

- 59 A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Law.

## **Notice**

- 60 Any notice required by law or by or under these Articles to be given to any member shall be given by sending it by post to him at his registered address or (if he has no registered address) to the address (if any) supplied by him to the Company for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 61.1 Notice of every general meeting shall be given in any manner herein before authorised to:
- (a) every member except those members who (having no registered address) have not supplied to the Company an address for the giving of notices to them; and
  - (b) the auditor or auditors for the time being of the Company.

61.2 No other person shall be entitled to receive notices of general meetings.

### **Winding Up**

- 62 The provisions of clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect as follows: If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever that property must not be paid or distributed among the members of the Company but must be given or transferred to some other institution or institutions to be determined by the members of the Company at or before the time of dissolution. If the members do not make the necessary determined within the required time, the Company may apply to the Supreme Court to determine the institution or institutions. No institution is eligible to receive property under this clause unless:
- (1) it had objects similar to the objects of the Company,
  - (2) its memorandum of association or constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under clause 4 hereof; and
  - (3) it has approval from the Commissioner of Taxation under section 78(4) of the Income Tax Assessment Act 1936.

### **Indemnity**

- 63 Every member of the Committee, Auditor, Secretary and other office Bearers for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.

### **Regulations**

- 64.1 The Committee may from time to time make, amend or repeal regulations not inconsistent with the Memorandum and Articles for:
- 64.2 prescribing the conditions upon which animals will be accepted for and circumstances in which animals will be rejected from entry in the Enrolment Book, Calf Register and Herd Book.
- 64.3 prescribing fees to be payable in respect of entries registrations and recording membership and other services provided by the Company.
- 64.4 governing the printing and publication of the Herd Book.

64.5 generally regulating the conduct of members and the breeding, handling, disposal and showing of animals registered in or eligible for registration in the Herd Book.

### **Branches**

65.1 The Committee may declare any part of Australia or affiliated overseas countries to be an area for the purpose of establishing a local Brangus cattle breeders branch and may from time to time abolish, sub-divide or alter or amalgamate two or more such areas.

65.2 The purpose and object of each Branch is to preserve and promote in all ways within their respective area the interest and advancement of the members of the Committee who reside in their Branch area and of Brangus cattle as directed or consented by the Committee.

65.3 Members within a Branch area may form a Branch Committee to assist in furthering the objects of the Branch and any committee so formed shall abide by all regulations and directives of the committee of the Company.

65.4 Branch Committees may appoint a Chairman, Vice-Chairman, Secretary, Treasurer or Secretary/Treasurer, all of whom shall be of an honorary capacity.

65.5 A person appointed to a Branch Committee shall hold office until:

- (1) his appointment is revoked by resolution of the members of the Company who reside in the Branch area at a general meeting
- (2) the close of the Annual General meeting of members of the Branch next succeeding the date of his appointment.
- (3) he ceases to hold his residential qualifications.
- (4) otherwise ceases to be a member of the Company.

We the several persons who have subscribed to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Signature of

Witness to Signature

Name of Subscriber

Subscriber and Address of Witness

Lex Henry KUNST

Warren Raymond BULMER

Robert BARLOW

Barbara Jane BURNHAM

Lawson Alexander GEDDES

Paul John FORDYCE

Barry James MORGAN

Greg Harry WIELAND

Dated 199 .