



Notice of Annual General Meeting

All Members of The Holstein-Friesian Association of Australia Inc are advised that the Thirty-Third Annual General Meeting of Members will be streamed online from Dairy House, AgriBio Bundoora VIC with members and invited guests attending remotely via video conference on Thursday 8 October 2020, commencing 12 noon Victorian DST.

Business of the Annual General Meeting

1. Opening and Welcome
2. Attendance Register – Declaration of Quorum and Proxies
3. Apologies and Proxies
4. Ordinary Business
 - 4.1. Confirmation of the Minutes of the Thirty-Second Annual General Meeting held in Inverloch Victoria on Wednesday 18 September 2019
 - 4.2. Receive the National President's Report for 2019/20
 - 4.3. Receive the Directors Report, the Auditors Report, and Financial Statements for the year ended 30 June 2020
5. Declaration of the election results for:
 - 5.1 The Board; and
 - 5.2 The Breed Development and Conformation Committee
6. Special Business

To consider and, if thought fit, pass the following resolution relating to the definition of a member as an item of special business and is to take effect immediately:

Under **Rule 4 Definitions**, change the following –

From "**member entitled to vote** a member who under rule 13(2) is entitled to vote at a general meeting"

To "**member entitled to vote** means to be a full member who under rule 13(2) is entitled to vote at a general meeting".

And insert a new definition under **Rule 4 Definitions** as follows –

"**authorised full member representative** means every full member must appoint a natural person as its sole Representative who alone is entitled to carry out the rights provided under these rules, and to act in all things as if they were the full member".

"**full member** means a member of the Association who has the designation of being a full member of the Association and who is a body corporate which has at the end of their name either Limited (Ltd) or Proprietary Limited (Pty Ltd)."

In addition, the present wording presently found in the Holstein Rules and which are separately identified Rules below have been completely deleted and fully replaced with the following proposed wording:

Under **Rule 8 Who is eligible to be a member** change to the following -

"Any person who supports the purposes of the Association and is approved for membership as provided for in the Bylaws is eligible for membership. The Board from time to time may create categories of membership within the approved following classes of Full Members, Ordinary Members, Associate Members, Youth Members, Junior Members and Life Members."

Under **Rule 9 Application for membership** change to the following -

“(1) To apply to become a member of the Association, a person must submit a written application to the Secretary in such form and with such detail as the Bylaws require stating that the person—

- (a) wishes to become a full member or member only of the Association; and
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules and the Bylaws.

(2) The application—

- (a) must be signed by a person who has the authority to sign on behalf of the applicant;
- (b) to be accompanied by the payment of such fees and annual subscription as appropriate for the level of member, as determined by the Board from time to time;
- (c) appoint as its authorised full member representative a natural person, including their name and address, and all correspondence and notices from the Association will be served that representative and any notice served on a representative will be deemed to be service on the full member which is represented by that particular representative;
- (d) the full member may replace a representative where the full member gives written notice to the Association;
- (e) a signature by a representative of a full member on behalf of that full member is taken to be the signature of that full member for the purposes of these Rules and any power or right of a full member as granted by these Rules can be exercised by the representative of that particular full member; and
- (f) the actions of a representative bind the full member which is represented by that particular representative and each representative will comply with the terms of these Rules in all matters pertaining to the Association as if a full member himself or herself.”

Under **Rule 13 General rights of members** change to the following -

“(1) A member of the Association who is entitled to vote has the right—

- (a) to receive via their authorised full member representative notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under these Rules; and
- (f) to inspect the register of members.

(2) A member is entitled to vote if—

- (a) the member is a full member; and
- (b) more than 10 business days have passed since they became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.”

Under **Rule 18 Register of members** change to the following -

“(1) The Secretary must keep and maintain a register of members that includes—

- (a) for each current member—
 - (i) the member's name and in the case of a full member, that member's Authorised full member representative;

- (ii) the address for notice last given by the member;
- (iii) the date of becoming a member;
- (iv) the class of member especially if full member;
- (v) any other information determined by the Board; and

(b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.”

Under **Rule 36 Quorum at general meetings** change to the following -

“(1) No business may be conducted at a general meeting unless a quorum of full members is present.

(2) The quorum for a general meeting is the attendance (physically, by proxy or as allowed under rule 35) of 20 of the full members entitled to vote.”

Under **Rule 38 Voting at general meeting** change to the following -

“(1) On any question arising at a general meeting—

- (a) subject to subrule (3), each full member who is entitled to vote has one vote; and
- (b) full members may vote via the authorised full member representative or by proxy; and
- (c) except in the case of a special resolution, the question must be decided on a majority of votes.”

Under **Rule 49 Who is eligible to be a Board member** change to the following -

“A full member is eligible to be elected or appointed as a Board member if the full member—

- (a) is 18 years or over; and
- (b) in the case of a full member, is entitled to vote at a general meeting.”

The Board of the Association unanimously recommends members vote “For” the Motion.

7. Other Business

To transact any other business which under the Association’s Rules or Bylaws it is proper to be transacted at this AGM.

- 7.1. Receive the Report of the Breed Development and Conformation Committee for 2019/20
- 7.2. Receive the Report of the Chief Executive Officer
- 7.3 Any other business

8. Close of meeting

By order of the Board of the Association



Rohan Butler
Chief Executive Officer and Secretary

16 September 2020

Explanatory and Additional Notes

Explanatory Notes

Special Business

6. Amendments to Rules relating to definition of a member

Special resolution relating to amending Rules 4, 8, 9, 13, 18, 36, 38 and 39 relate specifically to define which individual person within a membership is the authorised representative of that membership.

The Board believes the rules need to be clear who the authorised person within a full membership is and how they can represent that membership. The amendments explain the difference between a full member (a family or company) and the members appointed representative, who is the actual person who can vote at federal elections on behalf of that membership and nominate for the Board under that membership.

Family and company members can still participate at sub-branch level. The appointed full member representative can be changed at any time by the representative formally advising the CEO who the new representative is.

Additional Notes

Previous Minutes

Minutes from the 2019 Annual General Meeting are available on Holstein Australia's website.

Ordinary Business

An ordinary resolution must be passed by a simple majority of the members entitled to vote.

Special Business

A special resolution must be passed by a majority of not less than three quarters of the members entitled to vote.

Voting

Members entitled to vote have one vote and voting can be in person or by proxy at the Annual General Meeting and is subject to approval by the Registrar of Incorporated Associations.

Forms of the Notices of appointment of proxies will be made available from the National Office of the Association and on completion must be lodged with the Secretary at least 24 hours before the scheduled date of the AGM.

Other Business

Please note that under the Rules of the Association no business other than that set out in the Notice convening the meeting may be transacted at the Annual General meeting. However, the Chairman may permit discussion on any subject not requiring a motion or resolution at the meeting.