



# Notice of Special General Meeting

All Members of The Holstein-Friesian Association of Australia Inc are advised that under Rule 31 the Board will convene a Special General Meeting to be held at the Holstein Australia office, AgriBio 5 Ring Rd Bundoora VIC 3083 with members and guests invited to attend in person or via electronic link on **Friday 28<sup>th</sup> July 2023, commencing 10.30am AEST.**

## Business of the Special General Meeting

1. Opening and Welcome
2. Attendance Register – Declaration of Quorum and Proxies
3. Apologies and Proxies
4. Special Business

To determine the adoption of proposed amendments to the present Rules, those amendments having been circulated and available for members to review.

To consider and if thought fit to pass the following resolutions as Special Resolutions, which are collectively to come into effect immediately upon the passing of each of these Special Resolutions:

### 4.1 Special Resolution 1 – Strategic Directions Committee

In accordance with Rule 73, the Members hereby resolve to:

#### Delete Rule 63 Strategic Directions Committee

This special resolution is subject to approval by not less than three quarters of the members entitled to vote. If approved, members will be asked to vote on Special Resolution 2 and Special Resolution 3.

### 4.2 Special Resolution 2 – Member Advisory Committee

In accordance with Rule 73, the Members hereby resolve to:

#### A. Add Rule 63 Member Advisory Committee:

- 63      Membership Advisory Committee
- (1)      Formation
    - (a)      The Member Advisory Committee shall consist of:
      - (i) no more than two (2) directors who are appointed by the Board;
      - (ii) one Full Member from each sub branch submitted to the Secretary in accordance with Rule 63 (2) (a);
    - (b)      The Chair will be appointed by the Committee from the sub branch representatives.
  - (2)      Representatives, Term and Role of the Member Advisory Committee;
    - (a)      (i) The Secretary shall request the name of an eligible representative from each sub branch at least forty-nine (49) days prior to the date of the AGM. The name of the eligible representative shall be in the hands of the Secretary by the close of business thirty-five (35) days prior to the date of the AGM.

(ii) Each member of the Member Advisory Committee is entitled to serve in aggregate no less than two (2) years and no more than three (3) years with a maximum of two (2) terms and thereafter will be ineligible under these rules to stand for this Committee again.

(iii) The purpose, role and authority of the Member Advisory Committee shall be to act as provided for within the Bylaws of the Association.

B. Amend Rule 50 (30) by adding (vii) Member Advisory

**4.3 Special Resolution 3 – Transitional Provisions**

In accordance with Rule 76, the Members hereby resolve to:

A. Delete Rule 76 Transitional Provisions and in its place insert the following new Rule:

Rule 76 Transitional Provisions: The Association commences operations under these Rules effective immediately following the declaration of approval of the Special Resolutions that have been presented and passed by the members at the 2023 Special General Meeting.

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

**5. Close of meeting**

By order of the Board of the Association



David Jupp  
Company Secretary

7 July 2023

***Explanatory and Additional Notes***

**a. Explanatory Notes**

**4. Special Business**

The Special Resolutions relate specifically to Board committees.

Having sought and received feedback from members the Board is proposing to establish a committee to better meet the needs of the membership and their representation.

Special Resolution 1 - Strategic Directions Committee

The Board has assessed that while the Strategic Directions Committee (SDC) played a vital role during the drafting of the current strategic business plan, subsequently the committee has had minimal work to do and members of the SDC agree that the committee has served its purpose.

Special Resolution 2 - Member Advisory Committee

The Board seeks to establish a Member Advisory Committee which will consist of an eligible representative from each of the Associations sub branches. This will provide a conduit directly to the Board. For that to happen the SDC and its references must be removed from the rules.

To understand more about the formation and function of the committee; terms of reference are available on the Holstein Australia website or by request to [governance@holstein.com.au](mailto:governance@holstein.com.au).

Special Resolution 3 - Transitional Provisions

Should these Special Resolutions be passed by not less than three-quarters of the members entitled to vote, the resolutions passed will be adopted with immediate effect thereby not requiring a transition period.

**b. Additional Notes**

***Special Business***

A special resolution must be passed by 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 Special 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 notified start time of the Special General Meeting, being 10.30am AEST Thursday 27 July 2023.

***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 Special General Meeting. However, the Chairman may permit discussion on any subject not requiring a motion or resolution at the meeting.