



Notice of Annual General Meeting

All Members of The Holstein-Friesian Association of Australia Inc are advised that the Thirty-fifth Annual General Meeting of Members will be held at The Mercure Ballarat Hotel and Convention Centre, 613 Main Road, Golden Point, VIC 3350 with members and guests invited to attend on Wednesday 14th September 2022, commencing 10am AEST.

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-Fourth Annual General Meeting held on Thursday 14th October 2021
 - 4.2. Receive the National President's Report for 2021/22
 - 4.3. Receive the Directors Report, the Auditors Report, and Financial Statements for the year ended 30 June 2022
5. Special Business

To determine the adoption of proposed amendments to the present Rules, those amendments having been circulated and are 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:

Special Resolution 1 – Board Committees

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

- A. delete Rule 50 (30) (d) Committees of the Board, and in its place insert the following new Rule:

The Board may establish or disband any Board committee it considers appropriate in furthering its obligations and responsibilities under law and the Rules of the Association. The Board in establishing any committee, remains responsible for each committee's work. The type of committees may be associated with the following areas:

- (i) Finance
- (ii) Audit & Risk
- (iii) Remuneration
- (iv) Youth
- (v) Discipline and Appeals
- (vi) Breed
- (vii) Member engagement

and, from time to time, any other committees for the benefit of Association activities and services as determined by the Board.

- B. delete Rule 48 (2): Audit and in its place insert the following new Rule:

The Board must ensure that an appropriate committee is established for the purpose of satisfying itself that a proper review of the accounts and financial records of the Association is carried out.

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- C. delete Rule 62 Breed Development and Conformation Committee and in its place insert the following new Rule:

Rule 62 A Holstein Breed Committee of the Association: The Board is to establish and maintain a committee or committees which are concerned with and/or related to and/or connected with the integrity and continual development of the Holstein breed and the promoting of the benefits of the breed through the provision of high quality, independent and valued information services to the dairy industry.

And

- D. delete Rule 63 Strategic Directions Committee and in its place insert the following new Rule:

Rule 63 A Member Engagement Committee of the Association: The Board is to establish and maintain a committee or committees which are concerned with the overall engagement of members in the life of the Association. This may include but is not limited to maintaining a sound understanding of Member needs, identification and addressing of Member expectations, providing opportunities for Member networking, creating a sense of community and common purpose, and presenting an opportunity to Members to volunteer and participate in the life of the Association.

Special Resolution 2 – Company Secretary

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

- A. delete Rule 47 (1): Secretary and in its place insert the following new Rule:

The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association. The Board of Directors shall appoint the Company Secretary, who must be at least 18 years old. The Company Secretary is to be responsible for the efficient administration of the Company, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the Board of Directors are implemented.

- B. delete Rule 61 (1) (b): Chief Executive Officer and in its place insert the following new Rule:

The Chief Executive Officer, or any other eligible person, may be appointed by the Board to act in the role of Secretary.

Special Resolution 3 – Transitional Provisions

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

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

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 2022 AGM.

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

6. Declaration of the election results for:

6.1 The Board; and

6.2 The Breed Development and Conformation Committee

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 2021/22

7.2. Receive the Report of the Chief Executive Officer

7.3 Any other business

8. Close of meeting

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By order of the Board of the Association



Rohan Butler
Chief Executive Officer and Secretary

24 August 2022

Explanatory and Additional Notes

a. Explanatory Notes

5. Special Business

Special Resolution 1 - Committees

Having sought independent expert advice, the Board is proposing these changes to streamline the organisation's operations and meet both the demands of current organisation governance and Holstein Australia's current and future operational needs.

Special Resolution 1 relates specifically to the proposed new committee structure. The new structure means that the Breed Development and Conformation Committee (BDCC) would be split into two new committees, being Classification & Awards and Genetic Improvement. This will allow a greater focus on both committee areas of specialisation.

Further, the Board has assessed that while the Strategic Directions Committee (SDC) played a vital role during the drafting of our 5 year business plan, subsequently the committee has had minimal work to do. The Board seeks to establish a more focussed and resourced committee which will deliver better value for members, the Member Engagement Committee. This committee will focus on engaging with the wider membership through the Sub-branch network and Youth.

The current Finance Committee and Audit & Risk Committee remain as is. Thus, the proposed committees as part of this restructure are:

1. Finance
2. Audit & Risk
3. Classification & Awards
4. Genetic Improvement
5. Member Engagement.

Should Special Resolution 1 - Committees be adopted the proposed changes are to be accommodated within the Association's Rules and Bylaws and the appropriate additions, amendments and deletions made as outlined above. All committees will continue to operate under the Association's Rules.

The Proposed Purpose and Committee Structure and a summary of each committee charter is available on the Holstein Australia website or by request to governance@holstein.com.au.

Special Resolution 2 - Company Secretary

Special Resolution 2 relates to the appointment of Company Secretary. Under current rules the Chief Executive Officer (CEO), upon appointment, assumes the role of Company Secretary. Under the proposed changes the Board will be able to appoint an appropriately qualified individual to the role of Company Secretary. It is considered good practice from a corporate Governance perspective that the role of CEO be separate to that of the Company Secretary.

Special Resolution 3 - Transitional Provisions

Should Special Resolution 1 – Committees, and Special Resolution 2 - Company Secretary, or any number thereof, be passed by a majority of 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

Previous Minutes

Minutes from the 2021 Annual General Meeting are available on the Holstein Australia 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 notified start time 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.