

Resolution 1:

That the amendments to Section 8.11 of the Sheep Producers Australia Constitution (noted in Appendix 1) are read and accepted:

You must place your full voting entitlement in one box. If you mark more than one box or do not allocate your full voting entitlement your vote will be invalid.

For

Against

Resolution 2:

That the amendments to section 8.16 of the Sheep Producers Australia Constitution (noted in Appendix 1) are read and accepted:

You must place your full voting entitlement in one box. If you mark more than one box or do not allocate your full voting entitlement your vote will be invalid.

For

Against

Appendix 1

8.11

SPA Board Selection Committee would comprise five (5) members, structured as follows;

1. **MEMBER** – selected by SFO
 2. **MEMBER** - selected by SFO
 3. **MEMBER** - selected by SFO
 4. **MEMBER** - selected by SFO
 5. **INDEPENDENT** - selected by SPA board
- *Observer - SPA selected from within current SPA board*
 - *Observer – BSC discretion – Optional as per current arrangements*

2. Section 8.16 c (ii)

Member Elected Directors

8.16

A Member Elected Director is appointed at an annual general meeting as follows:

- (a) the Board must call for nominations two (2) months before the annual general meeting;
- (b) State Members and, once eligible, Individual Members, may nominate persons to be elected as Member Elected Directors;
- (c) the nomination must be:
 - (i) in the form prescribed by the Board;
 - (ii) received by Sheep Producers Australia Limited at least one (1) month prior to the annual general meeting;
- (d) if the number of candidates who are eligible for appointment is less than or equal to the number of vacancies and the Director Eligibility Criteria set out in clause 8.13 is satisfied, the candidates are automatically appointed as a Member Elected Director from the close of the meeting;
- (e) if the number of candidates who are eligible for appointment is more than the number of vacancies:
 - (i) a Board Selection Committee will review the candidates who are eligible for appointment;
 - (ii) the Board Selection Committee will make recommendations to the Board as to the persons that they recommend be elected;
 - (iii) the Board must ensure a ballot paper is prepared setting out the nominees recommended by the Board Selection Committee for consideration by Voting Members at the annual general meeting;
 - (iv) a secret ballot will be held for the election of Member Elected Directors at the annual general meeting;

- (v) subject to clauses (vi) and(vii), the method of voting and deciding the result of the ballot shall be a first past the post system. In the event of an equality of votes, the matter must be determined by the drawing of lots;
- (vi) each State Member who is eligible to vote may only vote for the number of State Member vacancies. If a State Member casts more votes than the number of vacancies, the vote is invalid; and
- (vii) each Individual Member who is eligible to vote may only vote for the number of Individual Member vacancies. If an Individual Member casts more votes than the number of vacancies, then the vote is invalid; and
- (viii) at the meeting, the Secretary must announce which persons have been appointed as Member Elected Directors under this clause.

Note: Section 8.16 C (ii) of the previous constitution has been removed. This previously stated:

signed by the candidate and a Voting Member; and