Constitution

Organic Operators Australia Ltd

Corporations Act 2001
A Company Limited by Guarantee
ACN 628 643 998

14 August 2026 (version 2)

Voice of Australia's organic industry

Organic Operators Australia

Organic Operators Australia is the unified voice for Australia's organic industry to negotiate policy reforms with Governments and that helps the industry to capitalise on the growing global demand for organic products.

The objectives of OOA are to:

- facilitate an organic industry which has an authoritative voice that enhances the fortunes of all Australian certified organic operators, through advocacy, education and transparent representation
- improve the competitiveness of certified organic operators through effective advocacy to governments, with industry stakeholders, and in respect of research and development
- promote the integrity of certified organic productions systems
- promote industry development and educate producers and consumers in respect of certified organic production
- facilitate collaboration across supply chains and improve domestic and export market access for certified organic operators
- promote widespread uptake of sustainable farming systems and markets based on organic principles and imbued with a culture of innovation, of progressive improvement towards best practice, of transparent integrity, of inclusive collaboration, of holistic systems, and of true value pricing

More information about Organic Operators Australia (ABN 31 458 679 398) is available at https://organicoperators.au

About this Constitution

Version 1 of this Constitution came into effect on 3 July 2018 with the incorporation of **Organic Industries of Australia Limited** (ACN 628 643 998).

This version 2 of the Constiution came into effect on 14 August 2026 on members approving a company name change to **Organic Operators Australia Ltd** (ACN 628 643 998). Version 2 also incorporates amendments resulting from 6 other motions carried at that meeting (refer *Appendix A—Motions incorporated the Constitution on 14/8/2026*).

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Corporations Act 2001
A Company Limited by Guarantee

CONSTITUTION
of
ORGANIC OPERATORS AUSTRALIA LTD

DATE: 3 July 2018

OPERATIVE CLAUSES:

1 Preliminary

1.1 Interpretation

(a) In this document, unless the context otherwise requires:

(i) "Annual General Meeting" means the annual general meeting of the Company held in accordance with clause 7;

(ii) "Annual Business Turnover" means the gross turnover or revenue from business related activities expressed in $AUD;

(iii) "Associate" means a person or entity who has been granted membership by the Board as an "Associate" pursuant to clause 4, however an Associate is not a member for the purposes of ss.9 or 231 of the Corporations Act;

(iv) "Auditor" means the person or persons appointed as auditor or auditors of the Company pursuant to clause 21.5;

(v) "Board" means the board of Directors of the Company, for the time being;

(vi) "Business Day" means a day other than a Saturday, Sunday, or public holiday in the Australian Capital Territory;

(vii) "Business Hours" means between 9.00am and 5.00pm on a Business Day;

(viii) "Certified Organic Operator" means an entity that is certified organic by an accredited certifying body;

(ix) "Chair" means the person appointed in accordance with clause 9.2 to preside over General Meetings and Annual General Meetings of the Company and over the meetings of the Member Council;

(x) "Chairperson" means the person appointed in accordance with clause 11.1(b) to preside over Board meetings;

(xi) "Chief Executive Officer" means the person appointed by Board as the Chief Executive Officer of the Company per clause 11.2(f)(iv) and having the day-to-day functions provided in clause 17(b);

(xii) "Company" means Organic Operators Australia Limited; *[amended 14/8/2026]*

(xiii) "Corporations Act" means the *Corporations Act 2001* (Commonwealth), except to the extent of any exemption, modification, declaration or order made in respect of that legislation which applies to the Company;

(xiv) "Councillor" means a Councillor who is elected pursuant to clause 19.3;

(xv) "Councillors' Remuneration Policy" means the policy determined pursuant to clause 19.6;

(xvi) "Director" means a Director who fulfils the eligibility criteria in clause 11.3 and is elected pursuant to clause 11.7;

(xvii) "Directors" means the directors of the Company for the time being;

(xviii) "Directors' Remuneration Policy" means the policy determined pursuant to clause 18.1;

(xix) "Direct Vote" means a Direct Vote given by a Full Member in accordance with clause 10.2;

(xx) "Financial Year" means a year commencing on 1 July in any year and ending on 30 June in the following year;

(xxi) "Full Member" means a person or entity who has been granted membership by the Board as a "Full Member" pursuant to clause 3.2;

(xxii) "General Meeting" means a general meeting of the Company convened by the Board, the Member Council, or the Members (including an Annual General Meeting);

(xxiii) "Member" means a person or entity for the time being registered under the provisions of this Constitution as a member of the Company, including but not limited to, Full Members;

(xxiv) "Member Council" means the advisory committee constituted in accordance with clause 19;

(xxv) "Membership Bylaws" means the bylaws provided in Schedule 1 as amended by the Board from time to time;

(xxvi) "President" means the Councillor appointed from (and by) the Member Council pursuant to clause 19.3(f);

(xxvii) "Register" means the register of Members of the Company as per clause 3.4;

(xxviii) "Related Body Corporate" means any body corporate which is a related body corporate of the Company under the Corporations Act;

(xxix) "Secretary" means a company secretary of the Company for the time being;

(xxx) "Subscription" means the annual fee paid by Members of such an amount as the Board may determine from time to time in accordance with clause 6.1, for Members to obtain membership and to renew their membership of the Company;

(xxxi) "Technology" includes all information and communications devices for audio, visual, audio-visual or electronic communication including, but not limited to, radio, telephone, facsimile, closed circuit television, data storage devices, internet communication via an automated or user operated system, electronic mail, automated election processes, direct recording electronic voting systems, or any other electronic means available; and

(xxxii) "Year" means the calendar year unless designated as the Financial Year.

(b) Words or expressions contained in this Constitution will be interpreted in accordance with the provisions of the Corporations Act as in force at the date when such interpretation is required.

(c) In this Constitution, unless a contrary intention appears:

(i) words importing the singular include the plural and vice versa;

(ii) words importing any gender include all other genders;

(iii) any headings inserted in this Constitution are included for convenience and shall not affect its construction;

(iv) the word "includes" in any form is not a word of limitation;

(v) the word "person" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust; and

(vi) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning.

1.2 Name of Company

The name of the Company is the "Organic Operators Australia Ltd". *[amended 14/8/2026]*

1.3 Nature of the Company

(a) The Company is limited by guarantee and does not have share capital.

(b) The income and property of the Company, however derived or obtained, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and, except as otherwise provided in this Constitution, no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise to any Members.

1.4 Replaceable Rules

The Replaceable Rules in the Corporations Act do not apply to the Company.

2 Objects & powers

2.1 Objects of the Company

The objects for which the Company is established are to:

(a) facilitate an organic industry which has an authoritative voice that enhances the fortunes of all Australian certified organic operators, through advocacy, education and transparent representation;

(b) improve the competitiveness of certified organic operators through effective advocacy to governments, with industry stakeholders, and in respect of research and development;

(c) promote the integrity of certified organic productions systems;

(d) promote industry development and educate producers and consumers in respect of certified organic production;

(e) facilitate collaboration across supply chains and improve domestic and export market access for certified organic operators; and

(f) promote widespread uptake of sustainable farming systems and markets based on organic principles and imbued with a culture of innovation, of progressive improvement towards best practice, of transparent integrity, of inclusive collaboration, of holistic systems, and of true value pricing.

2.2 Powers of the Company

The Company has the powers set out in the Corporations Act but only to do all things that are necessary, convenient or incidental to carry out the objects set out in clause 2.1.

3 Membership

3.1 Member base

(a) The Company will consist of the following classes of Members:

(i) Full Members, who are entitled to one vote at any General Meeting of the Company (including the Annual General Meeting); and

(ii) such other classes of Member as the Board may determine from time to time, with such eligibility criteria as the Board may determine from time to time.

(b) The rights and privileges of every Member will be personal to each Member and are not transferable except at law.

(c) Any entity eligible for membership pursuant to clause 3.2 is entitled to a maximum of one membership (either Full Member or Associate) per entity.

(d) The Board may determine, amend or vary the rights and obligations attaching to any of the separate classes of membership of the Company.

3.2 Member eligibility (Full Members)

(a) Any entity or organisation (incorporated or otherwise) will be eligible to be a Full Member of the Company if it is an entity that:

(i) is a Certified Organic Operator; or

(ii) satisfies any other eligibility criteria specified in the Membership Bylaws from time to time,

and who:

(iii) agrees with the objects of the Company set out in clause 2.1;

(iv) pays the Subscription; and

(v) agrees in writing to provide a guarantee (of the kind referred to in clause 22.2) of an amount not exceeding ten dollars ($10.00) to defray such debts and liabilities of the Company, and the costs, charges and expenses of winding up, upon its winding up or dissolution.

(b) The Member Council or the Board may, in assessing applications in clause 3.3 and from time to time, require documentation from the Member which proves the Member's eligibility. If the Member's eligibility cannot be established, the Member Council may recommend that membership is revoked and the Board may, in its absolute discretion, revoke the membership.

3.3 Applications for Membership

(a) All applications for membership to become a Member must be submitted to the Secretary in such form as the Member Council or the Board may determine. With each application form, the Secretary must supply a copy of (or give electronic access to) the Constitution.

(b) The Member Council may assess each application for membership and make recommendations to the Board on which applications should be accepted and rejected, and what class of membership should apply to each applicant.

(c) An application for membership may be rejected if it is not in the form required by clause 3.3(a).

(d) The Board may, in its absolute discretion (but after giving due consideration to the recommendations of the Member Council):

(i) approve or reject an application to become a Member submitted pursuant to clause 3.3(a); and

(ii) determine the class of membership for which an applicant or existing Member qualifies.

(e) Where the Board approves an application for membership, the Secretary must, as soon as practicable after that determination, notify the applicant of that approval. Membership of the Company is deemed to commence upon the Secretary giving such notice.

(f) If the Board rejects any application for membership, the Secretary must, as soon as practicable after that determination, notify the applicant of the rejection. The Board is not required to give reasons for such a rejection.

(g) The Secretary must provide a report on applications received, accepted and rejected to the next convened General Meeting.

3.4 Register of Members

(a) The Secretary must maintain a "Register of Members" of the Company at the registered office.

(b) The register must contain the following particulars:

(i) the name, telephone number and postal, street or email address of each Member (which will be the address of the Member for the purpose of service of any notices to that Member);

(ii) the class of membership;

(iii) a nominated representative in the case of incorporated bodies and associations;

(iv) the date on which the Member becomes a Member; and

(v) the date on which the Member ceases to be a Member (if applicable).

(c) On request, the Secretary must provide to a Member with electronic access to the name, address and nominated representative of each member from the "Register of Members".

3.5 Resignation

(a) Any Member who wishes to resign from the Company:

(i) must give written notice to that effect to the Secretary; and

(ii) will remain liable for any monies that are due and payable or that have accrued under the Member's Subscription up until the date the notice is given in accordance with clause 3.5(a)(i),

provided all monies owing to the Company by the Member are paid by the expiration of the notice, it is on the date of the expiration of the notice that the membership of the resigning Member will cease.

3.6 Cessation

(a) A Member will cease to be a Member if:

(i) the Member resigns in accordance with clause 3.5; or

(ii) the Member, that is a body corporate, has a liquidator, provisional liquidator or administrator appointed or otherwise takes steps to obtain protection, or is granted protection, from its creditors under any applicable legislation;

(iii) the Member, that is an individual, dies or becomes mentally incapacitated, or becomes bankrupt or otherwise takes steps to obtain protection, or is granted protection, from its creditors under any applicable legislation;

(iv) the Member is unfinancial and the Board resolves to terminate the membership pursuant to clause 6.3(c); or

(v) except as provided in clause 3.6(b), the Member ceases to meet the eligibility requirements for membership set out in clause 3 of this Constitution.

(b) If a Full Member ceases to be a Certified Organic Operator, they must inform the Secretary immediately. The Secretary or the Board may, at their discretion, provide the Full Member with additional time to obtain certification. Unless resolved by the Board or by ordinary resolution, during the time the Full Member ceases to be a Certified Organic Industry, the Full Member is still entitled to exercise all rights of a Full Member as contemplated under this Constitution.

(c) Any Member whose membership of the Company ceases or is terminated will be liable for all monies due by that Member to the Company in addition to any sum not exceeding ten dollars ($10.00) for which the Member is liable under this Constitution.

(d) Any Member whose membership ceases or is terminated must not make any claim, monetary or otherwise, on the Company, its funds or property, except as a creditor of the Company.

(e) Members acknowledge that all Subscriptions paid are non-refundable and that they are not entitled to a refund of any part of a Subscription paid prior to their membership ceasing.

(f) Any person or corporation who for any reason ceases to be a Member must no longer represent itself in any manner as being a Member or otherwise associated with the Company.

(g) The Secretary must provide a report on all cessations of Members to the next convened General Meeting.

3.7 Liability of Members

The liability of the Members is limited.

4 Associates

4.1 Board may admit Associates

(a) The Board may admit Associates to the Company, who are not eligible to:

(i) vote at any General Meeting of the Company (including the Annual General Meeting); or

(ii) elect or appoint a Director to the Board,

but who otherwise have the rights and obligations of Full Members, and who are entitled to hold themselves out to the public as being associated with the Company (subject to any restrictions or directions of the Board).

(b) Associates may be elected or appointed as a Director or a Councillor.

(c) For the avoidance of doubt, Associates are not members of the Company as that term is defined in section 9 or section 231 of the *Corporations Act 2001* (Cth).

4.2 Associate eligibility

(a) Any entity or organisation (incorporated or otherwise) or any individual will be eligible to be an Associate of the Company if they:

(i) are a supporter, whether by financial assistance, provision of professional services, or other non-cash assistance to the organisation; or

(ii) are an important part of the supply chain for making certified organic products available for sale to the consumers of those products;

(iii) are an appointed person of an organisation which receives income by way of support of proscribed leviable commodities as supervised by the Australian Government Department of Agriculture and Water Resources; or

(iv) were formerly a Certified Organic Operator or aspire to become a Certified Organic Operator; or

(v) satisfy any other eligibility criteria specified in the Membership Bylaws from time to time,

and who:

(vi) agrees with the objects of the Company set out in clause 2.1;

(vii) pays the Subscription;

(viii) agrees in writing to provide a guarantee (of the kind referred to in clause 22.2) of an amount not exceeding ten dollars ($10.00) to defray such debts and liabilities of the Company, and the costs, charges and expenses of winding up, upon its winding up or dissolution.

5 Nominated representatives

(a) A Member or Associate who is a corporate entity, association or other organisation may nominate an individual representative who is authorised to exercise all the membership rights of that Member or Associate. The nomination must be made in writing to the Secretary and to be effective at a General Meeting must be made 24 hours prior to convening that meeting.

(b) A nominated representative must not already be a Member or a nominated representative.

(c) Members who are individuals may not nominate a representative.

6 Membership subscriptions

6.1 Subscriptions

(a) All Members must pay such Subscriptions to the Company as may be determined by the Board from time to time as per the Membership Bylaws, which may be pro-rataed for the first year if a Member joins after the commencement of the Financial Year in which they become a Member.

(b) Each Member will, whenever requested in writing by the Secretary to do so, provide such information as is reasonably required by the Company in order to calculate the Member's annual Subscription.

6.2 Timing of payment

(a) Each Member must pay their first Subscription pursuant to clause 3.2(a)(iv).

(b) After the first Subscription, all Subscriptions are then payable in advance on the 1st of July in each Year in accordance with clause 6.1 unless otherwise agreed by the Board.

6.3 Unfinancial Members

(a) A Member will be deemed unfinancial if their Subscription is unpaid three (3) months after the due date and will remain unfinancial for as long as the Subscriptions are outstanding.

(b) Whilst a Member is unfinancial, they will not be entitled to exercise any voting rights at any General Meeting and will not be eligible to nominate a person to be elected to the Board or the Member Council.

(c) Whilst a Member is unfinancial, that Member may have its membership terminated by ordinary resolution of the Board.

7 Annual General Meetings

7.1 Holding of Annual General Meeting

The Company must, at least once in each Year and within a period of five (5) months after the expiration of each Financial Year, convene an Annual General Meeting.

7.2 Procedures at Annual General Meeting

The procedures at General Meetings set out in clauses 8, 9, 10 and 12 of this Constitution apply equally to Annual General Meetings.

7.3 Notice

(a) The Secretary must cause a notice to be given to all Members setting out:

(i) the date, time and place of the Annual General Meeting;

(ii) all resolutions to be considered at the Annual General Meeting; and

(iii) (if applicable) the requisite instructions and electronic form to lodge a Direct Vote,

and such notice must be given not less than twenty-one (21) days prior to the date scheduled for the Annual General Meeting.

(b) The accidental omission to give notice to any Member in accordance with clause 7.3(a) does not invalidate the proceedings at the Annual General Meeting.

7.4 Business of Annual General Meeting

(a) In addition to any business included in an agenda published by the Company, the business at an Annual General Meeting must be:

(i) to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that preceding Annual General Meeting;

(ii) to consider the annual financial report, the Board's report and auditor's report and the audited financial statements of the Company;

(iii) to elect the Directors pursuant to clause 12 (if it is an election year);

(iv) to elect the Councillors pursuant to clauses 12 and 19.3;

(v) to appoint a qualified auditor for the upcoming year and determine their remuneration (if any);

(vi) to consider and discuss the strategic plan; and

(vii) to consider such other business as may be required by law to be transacted at the Annual General Meeting.

8 General Meetings

8.1 Written resolutions of Members

The Company may pass a resolution without a meeting of the Members in accordance with Section 249A of the Corporations Act as if the Company were a proprietary company. For clarity, only Full Members are entitled to vote on the resolution and therefore pass the resolution in this manner.

8.2 Calling of General Meetings

(a) The Member Council may, whenever it thinks fit, convene a General Meeting of the Company.

(b) The Board may, whenever it thinks fit, convene a General Meeting of the Company.

(c) The Board must, upon the requisition of Full Members holding at least five percent (5%) of the votes that may be cast at a General Meeting, call a General Meeting of the Company within twenty-one (21) days of the request being received. Such General Meeting must be held within two (2) months of the requisition.

8.3 Requisition for General Meeting

(a) Any requisition for a General Meeting made by the Full Members in accordance with clause 8.2(c) must:

(i) be in writing;

(ii) state any business or resolutions to be proposed at that General Meeting;

(iii) be signed by all the Full Members making the request ("the requisitionists"); and

(iv) otherwise comply with the requirements of section 249D of the Corporations Act.

8.4 Action where Board does not call a General Meeting

(a) If the Board does not call a General Meeting within twenty-one (21) days after the requisition is given to the Company in accordance with clause 8.2(c), the requisitionists may themselves:

(i) issue a notice of a General Meeting in accordance with clause 8.5; and

(ii) after twenty-one (21) days of that notice being given, convene a meeting in the same manner or as near as possible to the manner in which General Meetings are convened by the Board,

provided that such a meeting is not held after the expiration of three (3) months from the date of the requisition.

8.5 Notice of meetings

(a) The Company must give not less than twenty-one (21) days' notice of a meeting of the Members.

(b) A notice of a meeting of the Members is taken to be given:

(i) if sent by pre-paid post, three (3) days after it is posted; or

(ii) if sent by electronic mail, when the sender's electronic mail system generates a message confirming successful transmission of the entire notice, unless, within eight (8) business hours after the transmission, the recipient informs the sender that it has not received the entire notice,

but if the delivery, receipt or transmission is not on a Business Day or is after 5.00pm on a Business Day, the notice is taken to be received at 9.00am on the next Business Day.

(c) Notice of a meeting of Members must be given to each Member, each Director and any Auditor of the Company.

(d) A notice of a meeting must:

(i) set out the place, date and time for the meeting;

(ii) state the general nature of the business of the meeting;

(iii) contain all resolutions to be considered at the meeting;

(iv) (if applicable) the requisite instructions and electronic form to lodge a Direct Vote; and

(v) set out or include any other information or documents specified by the Corporations Act.

(e) The accidental omission to give notice to, or the non-receipt of notice by, a Member or another entitled person, will not invalidate the proceedings or any resolution at any Company meeting.

9 Proceedings at General Meetings

9.1 Quorum

(a) No business will be transactioned at any General Meeting (including an Annual General Meeting) unless a quorum of Members is present at the time when the meeting proceeds to business.

(b) A quorum for a General Meeting is as follows:

(i) if the Company has between 1 and 50 financial Full Members, 5 full Financial Members;

(ii) if the Company has between 51 and 100 financial Full Members, 8 full Financial Members;

(iii) if the Company has between 101 and 200 financial Full Members, 10 full Financial Members; and

(iv) if the Company has over 200 financial Full Members, 5% of financial Full Members.

(c) A quorum is taken to include those Members both physically present and those Members present through the use of Technology.

(d) A quorum must be present at all times during the meeting.

(e) If a quorum is not present within thirty (30) minutes after the time appointed for the General Meeting:

(i) the meeting is dissolved; and

(ii) another meeting is adjourned to the date, time and place as the Directors may by notice to the Members appoint, or failing any appointment, to the same day in the next week at the same time and place as the adjourned meeting.

9.2 Chair of General Meetings & Member Council meetings

(a) The President will preside as the Chair at every General Meeting of the Company and every Member Council meeting if willing to act.

(b) If the President is not present within fifteen (15) minutes after the time appointed for the meeting or is unwilling to act, then the Councillors present shall elect one of the Councillors as Chair of the meeting.

(c) For a General Meeting of the Company, if there are no Councillors present or willing to act then: *[amended 14/8/2026]*

(i) the Chair of the Board of Directors will Chair the General Meeting;

(ii) if the Chair of the Board of Directors is not present within fifteen (15) minutes after the time appointed for the meeting or is unwilling to act, the Full Members present shall elect one of their number to preside as Chair of the meeting.

(d) The Chair of a meeting of Members does not hold a vote.

(e) The Chair of a meeting of the Member Council does not hold a vote.

9.3 Adjourned meetings

(a) The Chair of any meeting of Members may, with the consent of any meeting in which a quorum is present (and shall as directed by that meeting), adjourn the meeting to another time and/or another place, but no further business may be transacted at the meeting from which the adjournment took place until the meeting is resumed.

(b) Where a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one (1) month or more.

9.4 General conduct of meetings

(a) Subject to the Corporations Act, the Chair of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

(b) The Chair of a meeting of Members may delegate any power conferred by this Constitution in respect of the conduct of the meeting to any person.

(c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

(d) Only items of business described in the notice of a General Meeting or Annual General Meeting may be transacted at that meeting. Members are not entitled to propose any new items to be considered by the Company at a General Meeting or Annual General Meeting.

10 Voting

10.1 Voting rights

(a) Each Full Member present is entitled to vote on any resolution put at any General Meeting and have one (1) vote. The Full Member may cast their vote either:

(i) in person at a General Meeting; or

(ii) by Direct Vote.

(b) For the sake of clarity, Associates are entitled to be present but are not entitled to a vote at any General Meeting (or Annual General Meeting) of the Company.

10.2 Direct Voting

(a) Where Full Members are entitled to cast votes to any or all of the resolutions (including special resolutions) proposed to be considered at, and specified in the notice convening, a General Meeting, the Full Member may cast those votes by Direct Vote.

(b) The regulations for the casting of Direct Votes will be determined by the Member Council from time to time and recorded by the Board in the Membership Bylaws. If there is no Member Council, the Board may determine the regulations for the casting of Direct Votes. Details of these regulations and the method for Direct Voting will be specified in the notice convening a General Meeting. *[amended 14/8/2026]*

(c) A Direct Vote is not valid unless the Direct Vote is electronically submitted to the Secretary no later than 24 hours before the time of the General Meeting, unless a shorter period is specified in the notice convening the General Meeting. *[amended 14/8/2026]*

(d) A Member who casts a Direct Vote is entitled to attend a meeting. The Member is entitled to re-cast their vote on resolutions the subject of the Direct Vote at that meeting. If the Member attempts to cast more than one vote (including one or more Direct Votes) on a particular resolution, only the last vote received by the Company is to be taken to have been cast. Any earlier vote is automatically taken to have been withdrawn.

(e) If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the Chair of the meeting must count:

(i) each Member who has submitted a Direct Vote for or against the resolution; and

(ii) the show of hands or poll results.

(f) A Direct Vote received by the Company:

(i) can only be withdrawn by the Member by written notice received by the Company at least 24 hours before the appointed time for the commencement of the General Meeting (or in the case of any adjournment, the resumption of the meeting), unless a shorter period is specified in the notice convening the General Meeting; *[amended 14/8/2026]* and

(ii) is automatically withdrawn if the Company received from the Member a further Direct Vote or Direct Votes (in which case the most recent Direct Vote is, subject to this rule, counted in lieu of the prior Direct Vote).

(g) The Secretary must advise details to the Chair confirming all Direct Votes received prior to any vote being taken. *[amended 14/8/2026]*

(h) Before a vote is taken at a meeting, the Chair of the General Meeting must inform the General Meeting whether any Direct Votes have been received.

10.3 Resolutions of Members

(a) Subject to the Corporations Act, an ordinary resolution is passed if:

(i) 50% or more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution; and

(ii) each vote counted was validly cast.

(b) A challenge to a right to vote at a meeting of Members may only be made at the meeting and must be determined by the Chair, whose decision is final.

(c) Unless a poll is demanded in accordance with clause 10.4, a resolution put to the vote at a meeting of Members must be decided on a show of hands (which includes any Direct Votes cast pursuant to clause 10.2(e)).

(d) On a show of hands (which includes any Direct Votes cast pursuant to clause 10.2(e)), a declaration by the Chair of a meeting of Members is conclusive evidence of the result provided that the declaration reflects the show of hands and the Direct Votes received.

(e) The minutes must record:

(i) the number of Direct Votes recorded in favour and against; and

(ii) in the case of a poll, the total number of votes (which includes any Direct Votes cast pursuant to clause 10.2(e)) recorded in favour and against.

10.4 Polls

(a) A poll may be demanded on any resolution at a meeting of Members, by any Full Member or by the Chair:

(i) before a vote on that resolution is taken; or

(ii) before or immediately after the results of the vote on that resolution on a show of hands are declared.

(b) A demand for a poll may be withdrawn.

(c) A poll must be taken where the result from a show of hands is different to the result from a Direct Vote.

(d) A poll at a meeting of Members must be taken in the manner and at the time and place the Chair of the meeting directs.

(e) The result of the poll demanded on a resolution of a meeting of Members is a resolution of that meeting.

(f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

10.5 Subscriptions must be paid

No Member is entitled to vote at any meeting if they are deemed to be unfinancial in accordance with clause 6.3.

10.6 Proxies

The Company does not permit proxy arrangements.

10.7 Electronic meetings of Members

A meeting of Members may be called or held using any Technology that provides contemporaneous linking together by an instantaneous communication device.

11 Company Board

11.1 The Board

(a) The affairs of the Company shall be controlled and managed by or under the direction of a Board of Directors.

(b) The Board must elect one of the Directors as Chairperson and may decide the period for which that Director is to be the Chairperson.

(c) The Board will consist of a minimum of five (5) individuals and a maximum of eleven (11) individuals. *[amended 14/8/2026]*

11.2 Directors

(a) Directors are appointed at an Annual General Meeting of Members.

(b) The majority of Directors must be from Full Members.

(c) A Director may not appoint a person to exercise some or all of that Director's powers.

(d) Where the office of a Director is vacant or expected to become vacant such that the number of Directors will be less than five (5) and the next Annual General Meeting is more than 30 days after the vacancy occurs, the Member Council must nominate a Councillor to be appointed as a Director to serve until the next Annual General Meeting. *[amended 14/8/2026]*

(e) The Company must aspire to have at least one (1) Director from a Member of the following organic sub-industries:

(i) agriculture;

(ii) horticulture;

(iii) processing;

(iv) wholesaling/export/retail,

and must otherwise aspire to be representative of the membership, especially in respect of gender.

(f) The Board shall control and manage the affairs of the Company and may:

(i) subject to these clauses and the Corporations Act, exercise all such powers of the Company other than those powers and functions that are required by these clauses to be exercised by General Meetings of Members or the Member Council;

(ii) subject to these clauses and the Corporations Act, perform all such acts as appear to the Board to be desirable or essential for the proper management of

the business affairs of the Company including the arrangement of all compulsory insurances;

(iii) appoint such other working groups and/or committees as it deems necessary. Such working groups and/or committees may include persons who are not Members;

(iv) appoint from time to time the Chief Executive Officer to fulfil the duties of that office; and

(v) do all things appropriate to fulfil the objects of the Company.

11.3 Eligibility for Directors

(a) A person is only eligible for nomination as Director if he or she meets the following criteria:

(i) the person consents to being appointed a director of the Company;

(ii) a Director must be a natural person and over the age of 18;

(iii) the person does not hold any office of profit, nor has any direct pecuniary interest in, an institution or body that performs, or may perform during the person's tenure as Director, services for the Company;

(iv) the person must not concurrently serve as a Councillor except if appointed to fill a vacancy under clause 11.2(d);

(v) the person must have relevant experience and expertise in:

A. operating a certified organic business;

B. organic certification systems;

C. financial management;

D. international trade regulation and exportation of products; or

E. corporate governance and/or as a non-executive director.

11.4 Accountability to Members

(a) The Company must be accountable to the Members within the terms of the law, including as applicable, the Corporations Act and this Constitution.

(b) The Directors may decide the manner in which the Company will be accountable to the Members and the manner in which they will provide an adequate opportunity for Members to raise any concern about the governance, activities and finances of the Company.

11.5 Term of office

(a) A Director holds office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the second Annual General Meeting following their election, unless the Director resigns sooner, vacates the office or is disqualified from holding the office.

(b) Newly elected Directors take office with effect from the conclusion of the Annual General Meeting at which they are elected.

(c) Any individual can only be appointed as a Director for a maximum of three (3) terms of three (3) years each—a maximum of nine (9) years in total—but not including any term in which a Councillor is appointed to fill a casual vacancy under clause 11.2(d). *[amended 14/8/2026]*

11.6 Removal of Directors

(a) The Company may remove, before the expiration of their period of office, any Director by ordinary resolution and may, by ordinary resolution, appoint another person in their stead.

(b) The person so appointed shall only be appointed for the remainder of the term held by the previous Director.

11.7 Commercial payments to Directors or associated entities not permitted

Other than the Director remuneration provided for in clause 18, if a Director holds any office of profit or has a direct pecuniary interest in any other organisation or entity, the Company must not engage or pay that organisation or entity for goods or services during the person's tenure as Director.

12 Election

12.1 At Annual General Meeting

Election of the Board and the Member Council must take place at the Annual General Meeting of the Company.

12.2 Nomination process for Directors and Councillors

(a) Candidates for the office of Director or the office of Councillor will be proposed in writing by any Full Member and seconded by any Full Member of the Company.

(b) The nomination for Directors or Councillors will be invalid unless the candidate provides their written consent to their nomination and it states whether that the candidate is being nominated as a Director or a Councillor. *[amended 14/8/2026]*

(c) Such nomination must be delivered:

(i) in person to the Secretary;

(ii) by post to be in the hands of the Secretary; or

(iii) by an email to the Secretary, *[amended 14/8/2026]*

no later than the date by which the Secretary must issue the notices of the relevant Annual General Meeting. The Secretary will confirm this relevant closing date at the time the Secretary calls for nominations. *[amended 14/8/2026]*

(d) *[deleted 14/8/2026]*

12.3 Process if nominations exceed vacancies

(a) Where candidates for Director or Councillor exceed the number of vacancies for an individual position an election will be held by secret ballot amongst the Full Members present and entitled to vote (which includes any Direct Votes cast pursuant to clause 10.2(e)). The Board may determine the manner in which the election is conducted from time to time (having considered any recommendations of the Member Council).

(b) The Secretary will prepare the ballot papers and determine the manner in which votes are marked thereon.

(c) In respect of candidates for Director, the Member Council may:

(i) undertake a review of the eligibility of candidates against the requirements of clause 11.3 and to consider the need to ensure that the Board will have appropriate attributes, competencies, diversity of perspective, and be adequately representative of the membership in accordance with clause 11.2(e); and

(ii) provide recommendations in respect of the eligibility or relative ranking of the candidates.

(d) Each Full Member present at the meeting must vote for candidates using a voting paper provided by the Company for that purpose. A preference ranking must be given to each candidate and any voting paper which does not include a preference ranking is invalid.

(e) *[deleted 14/8/2026]*

(f) *[deleted 14/8/2026]*

(g) The candidate(s) with the highest number of first preference votes is elected to the office which they were nominated for.

(h) In the event of the process in clause 12.3(g) producing a tied result the successful candidates will be elected on the basis of second preferences and so on until a result has been determined.

(i) The Secretary will announce the result of the election at the meeting.

13 Vacation of office

13.1 Vacancies generally

(a) A Director (including the Chairperson) or a Councillor (including the President) vacates office if he or she:

(i) dies;

(ii) becomes bankrupt or insolvent;

(iii) resigns their office by notice in writing given to the Secretary;

(iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

(v) is a Director and fails to attend three (3) consecutive Board meetings without prior notice of absence having been approved by the Board; or

(vi) ceases to be a nominated representative of a Member.

(b) Where a Director or a Councillor vacates office, that vacancy may be filled by ordinary resolution at a General Meeting.

14 Proceedings of the Board

14.1 Frequency

The Board shall meet at least four (4) times each year at such places and such times as the Board may determine.

14.2 Calling Board meetings

Meetings of the Board may be convened by any Director.

14.3 Notice

(a) Written notice of each meeting of the Board shall be served on each Director at least seven (7) Business Days before the meeting by:

(i) delivering it to them personally; or

(ii) sending it by electronic transmission to an email address nominated by the Director.

14.4 Quorum

(a) 50% of Directors (personally present or participating by telephonic or electronic media) constitute a quorum for the business of a meeting of the Board.

(b) No business shall be transacted at a Board meeting unless a quorum is present and if, within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

14.5 Chair

(a) The Chairperson must (if present within fifteen (15) minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Directors.

(b) The Directors present must elect one of themselves to chair all or part of the meeting of Directors if:

(i) there is no Chairperson;

(ii) the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of a meeting of Directors; or

(iii) the Chairperson is present within that time but is not willing to chair all or part of that meeting.

14.6 Voting at Board meetings

(a) Questions arising at a meeting of the Board or of any working group appointed by the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such a manner as the person presiding at the meeting may determine.

(b) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question, the Chairperson shall have a second or casting vote.

14.7 Circulating resolutions

(a) Where a Board meeting is not physically held, either:

(i) a resolution in writing signed by all Directors for the time being entitled to receive notice of a meeting thereof; or

(ii) a resolution approved by all Directors for the time being entitled to receive notice of a meeting thereof circulated by email (and approved by email without the need for signatures),

will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

(b) Any such resolution may consist of several documents in like form each signed by one or more Directors.

(c) Agreement by email or electronic copies of scanned originals of signed copies will be sufficient evidence of a signed assent by Directors.

14.8 Validity of acts of Directors

If it is afterwards discovered that there was some defect in the election or appointment of a person to be an officer or a Director by the Board, or to act in that capacity, or that a person so elected or appointed was disqualified, all acts done by that person are valid as if the person had been duly elected or appointed and was qualified to act in that capacity.

14.9 Use of Technology

A Meeting of Directors may be called or held using any Technology that provides contemporaneous linking together by an instantaneous communication device.

15 Interests of Directors

15.1 Directors duties

All Directors must act in the best interests of the Company as a whole and must not represent or advocate for any of their sponsors' positions in discussions on issues considered by the Board.

15.2 Disclosure of interests

(a) If a Director has a material personal interest in a matter that relates to the affairs of the Company and

(i) the Director discloses the nature and extent of the interests and its relation to the affairs of the Company at a meeting of the Directors in accordance with the Corporations Act; or

(ii) the interest is one that does not need to be disclosed,

then

A. the Director may vote on matters that relate to the interest;

B. any transaction that relates to the interest may proceed;

C. the Director may retain benefits under the transaction even though the Director has the interest; and

D. the Company cannot avoid the transaction merely because of the existence of the interest.

15.3 Prior disclosure

If disclosure is required in accordance with the Corporations Act, clauses 15.2(a)(ii)C and 15.2(a)(ii)D apply only if the disclosure is made before the transaction is entered into.

16 Secretary

16.1 Appointment

(a) The Secretary will be appointed by the Board on the recommendation of the Chief Executive Officer.

(b) The Secretary will hold as minimum qualifications a Certificate in Governance for Non Profits issued by the Governance Institute of Australia (or similar registered training organisation) or an equivalent qualification.

(c) In the event of the resignation of the Secretary from the Company and pending the appointment of a new Secretary the Chief Executive Officer is to perform the duties of Secretary.

16.2 Obligations of Secretary

(a) The Secretary shall:

(i) arrange to keep minutes of the resolutions and proceedings of each General Meeting and each Board meeting in books provided for that purpose, together with a record of the names of persons present at meetings;

(ii) arrange to retain copies of all Board papers and if in electronic form to be kept and backed up on separate medium on separate systems;

(iii) collect and receive all monies due to the Board and make all payments on behalf of the Board;

(iv) keep correct accounts and books showing the financial affairs of the Board with full details of all receipts and expenditure connected with the activities of the Board; and

(v) prepare and file on behalf of the Board all Company returns required by the Corporations Act.

17 Chief Executive Officer

(a) The Board shall determine and approve the remuneration of the Chief Executive Officer.

(b) The Chief Executive Officer shall be responsible for the day to day running of the Company including:

(i) financial management including the preparation and lodgement of tax and other returns required by law;

(ii) human resource management;

(iii) marketing and public relations;

(iv) project management;

(v) assisting the Board in its development of its strategic plan;

(vi) developing operational plans to give effect to the Company's strategic plan; and

(vii) providing operational and financial support to the Member Council.

18 Remuneration

(a) The Directors will not be remunerated. *[amended 14/8/2026]*

(b) The Company may pay the expenses by the Directors in connection with the Company's business, provided that those expenses are properly and reasonably incurred, but not for expenses in relation to attending Board meetings, General Meetings, Member Council meetings, or any meetings of committees of the Board. *[amended 14/8/2026]*

(c) The Board must report to the Annual General Meeting in respect of the relevant financial year:

(i) remuneration paid to each Director and the composition of any such payments;

(ii) the number of meetings attended by each Director;

(iii) the number of meetings each Director was entitled to attend; and

(iv) the reimbursement to each Director for expenses incurred and the composition of those expenses.

19 Member Council

19.1 Purpose of the Member Council

(a) The Members may elect Councillors to form a Member Council for the purposes of:

(i) assisting the Board to convene and manage General Meetings of Members;

(ii) developing a long-term plan to advance the objects of the Company and provide a framework to guide the Board in its strategic planning;

(iii) coordinating Member activities and events, including a biennial conference to:

A. showcase certified organic systems and products;

B. provide a forum for generally discussing policy and operational issues;

C. promote the objects of the Company; and

D. providing a pool of experienced Councillors held in high regard by the Members who are available to assist the Board in facilitating good relations with key stakeholders and advocating on behalf of the industry.

19.2 Recommendations to the Board

(a) The Member Council may make recommendations to the Board in respect of any area of Board responsibility.

(b) The Board must give due consideration to recommendations made by the Member Council.

(c) The Board is not obliged to accept recommendations made by the Member Council and must act in the best interests of the Company and for the proper management of the business affairs of the Company.

19.3 Councillors

(a) There must be a minimum of three (3) Councillors and a maximum of twelve (12) Councillors. The number of Councillors appointed is at the discretion of the Members from time to time.

(b) Councillors are expected to have a deep or broad experience in respect of the objects of the Company that the Councillor can apply to the issues that may be considered by the Member Council.

(c) Councillors hold office from the conclusion of the meeting at which they were elected until the conclusion of the second Annual General Meeting following their election,

unless the Councillor resigns sooner, vacates the office or is disqualified from holding office.

(d) There is no limit on the number of terms an individual may serve as a Councillor.

(e) All Councillors must be Members or Associates. The majority of Councillors must be from Full Members.

(f) The Member Council must elect one of the Councillors as President and may decide the period for which that Councillor is to be the President.

19.4 Voting at Member Council meetings

(a) Questions arising at a meeting of the Member Council shall be determined on a show of hands or, if demanded by a Councillor, by a poll taken in such a manner as the person presiding at the meeting may determine.

(b) Each Councillor present at a meeting of the Member Council (other than the Chair) is entitled to one (1) vote.

19.5 Procedures and resources

(a) Other than for obligations set out in this Constitution, the Member Council will determine its own procedures.

(b) Councillors must coordinate their activities with the Board, Secretary or Chief Executive Officer as appropriate.

(c) The Board, Secretary and Chief Executive Officer will provide financial resources and operational support for the effective operation of the Member Council consistent with the purpose at clause 19.1 provided that the financial support does not threaten the solvency of the Company (in the Board's reasonable opinion).

(d) At the commencement of each Financial Year, the Board may determine a maximum allocated budget to support the operations of the Member Council for the upcoming Financial Year after having received a recommended budget from the Member Council.

19.6 Remuneration

(a) The Councillors are to be paid the remuneration specified in the Councillors' Remuneration Policy which is determined by an ordinary resolution at a meeting of the Members.

(b) The Company may also pay the expenses incurred by the Councillor provided that those expenses are properly and reasonably incurred. Such expenses must be eligible expenses as set out in the Councillors' Remuneration Policy.

(c) The Board approves such remuneration or reimbursement provided that the remuneration or reimbursement conforms with the Councillors' Remuneration Policy.

19.7 Removal of Councillors

(a) The Company may remove, before the expiration of their period of office, any Councillor by ordinary resolution and may, by ordinary resolution, appoint another person in their stead.

(b) The person so appointed shall only be appointed for the remainder of the term held by the previous Councillor.

20 Execution of documents

20.1 Common Seal

(a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by:

(i) two (2) Directors; or

(ii) a Director and a Secretary.

20.2 Without Common Seal

(a) The Company may execute a document without a common seal if the document is signed by:

(i) two (2) Directors; or

(ii) a Director and a Secretary.

20.3 Other execution & resolutions

(a) The Company may execute a document as a deed if the document is expressed to be executed as a Deed and is executed in accordance with clause 20.1 or clause 20.2 or is executed by a person duly appointed as an attorney of the Company under a valid Power of Attorney.

(b) The Directors may resolve, generally or in a particular case, that any signature on certificates for securities of the Company may be affixed by mechanical or other means.

(c) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner and by the persons as the Directors resolve.

(d) Notwithstanding clauses 20.1 and 20.2, the Directors may resolve, generally or in a particular case, to delegate authority to the Chief Executive Officer to execute documents on behalf of the Company.

21 Administration

21.1 Minutes and Board papers

(a) The Board must cause minutes to be made in books in accordance with the Corporations Act and to be provided for the purpose of:

(i) all appointments of officers made by the Board;

(ii) the names of the Directors present at each Board meeting and at any committee meetings; and

(iii) all resolutions and proceedings at all meetings of the Company and the Members of the Company and of the Directors and of committees.

(b) The minutes book must be held at the registered office of the Company.

(c) The minutes and Board papers must be made available on request to any current and former Director and may be used by a Director or former Director in any legal proceeding except a proceeding instituted by the Director against the Company.

21.2 Accounts

(a) A separate bank account shall be established in which all of the Company's income and expenditure is recorded.

(b) The Board will cause proper books of account to be kept which include full, true and complete accounts of the affairs and transactions of the Company. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Company's affairs and explain the transactions.

(c) Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution, the books of account must be kept at the registered office and any other place the Board requires and will be open to the inspection of the Board or Member Council at any time.

(d) The Board will provide financial reports, which comprise a balance sheet and an income statement in respect of the last completed Financial Year of the Company and as required by the Corporations Act.

21.3 Income

(a) The income and property of the Company will only be applied towards the promotion of the objects of the Company as set out in clause 2.1.

21.4 Payments

(a) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments for payment shall be signed by at least two (2) accredited officers authorised to do so by the Board or if electronic via two independent electronic signoffs by separate accredited officers.

21.5 Audit

(a) The books of account, and financial reports and records shall be audited each year by an Auditor or Auditors appointed by the Members at the Annual General Meeting in accordance with the Corporations Act.

(b) The remuneration of the Auditor must be fixed and the Auditor's duties regulated in accordance with the Corporations Act.

(c) If any casual vacancy occurs in the office of the Auditor the Board shall appoint the Auditor and fix the Auditor's fee within one (1) month of the vacancy. The Auditor so chosen will hold office as Auditor of the Company until the next Annual General Meeting following their appointment.

(d) The Auditor or the Auditor's agent so authorised in writing is entitled:

(i) to attend any General Meeting;

(ii) for that purpose to receive all notices of and other communications in relation to any General Meeting which the Members are entitled to receive; and

(iii) to be heard at any General Meeting which he or she attends on any part of the business of the meeting which concerns the Auditor as Auditor, and is entitled to be heard.

21.6 Custody of records

(a) Except as otherwise provided in the Constitution, the Secretary shall keep in their custody or under their control all books, documents and securities of the Company, which shall be available for inspection at all reasonable times by the Members.

(b) Upon the request of a Member, the Secretary will arrange to provide the Member with copies of:

(i) the current Constitution of the Company; and

(ii) the deeds of any trust of the Company.

21.7 Inspection of records

Subject to the Corporations Act and this Constitution, the Directors must determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of the Members, and the Members do not have any right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in meeting of the Company's Members.

22 Winding up and liability

22.1 Dissolution

The Company may be dissolved by a special resolution of the Full Members at a General Meeting.

22.2 Contribution of the Member on winding up

Every person who is or has been a Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a Member, or within one (1) year of ceasing to be a Member, such amount as may be required not exceeding ten dollars ($10.00), for the payment of the debts and liabilities of the Company contracted whilst the Member or past Member as the case may be was a Member of the Company, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

22.3 Distribution of property on winding up

Where on the winding up of the Company or dissolution of the Company there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus will not be paid or distributed to any Member but will be given or transferred to another institution or company having similar objects to those described in clause 2 hereof, being an institution or body that prohibits the distribution of income, profit or assets to its members, or to the Commonwealth of Australia.

22.4 Officers indemnities and insurance

(a) To the extent permitted by the Corporations Act:

(i) the Company indemnifies every person who is or has been an Officer of the Company or of a wholly-owned subsidiary of the Company against any liability for costs and expenses incurred by that person in defending any proceedings in which judgement is given in that person's favour, or in which the person is

acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the law; and

(ii) the Company indemnifies every person who is or has been an Officer of the Company or of a wholly-owned subsidiary of the Company against any liability incurred by that person, as an Officer of the Company or of a wholly-owned subsidiary of the Company, to another person (other than the Company or a Related Body Corporate of the Company) unless the liability arises out of conduct involving a lack of good faith.

(b) The Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:

(i) incurred by the person in their capacity as an Officer of the Company or of a subsidiary of the Company or in the course of acting in connection with the affairs of the Company of a subsidiary of the Company or otherwise arising out of the Officer holding such office provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of Sections 182 and 183 of the Corporations Act; or

(ii) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

(c) In this clause 22.4:

(i) the term "proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in their capacity as Officer, or in the course of acting in connection with the affairs of the Company or a wholly-owned subsidiary or subsidiary of the Company, or otherwise out of the Officer holding such office, including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a wholly-owned subsidiary or subsidiary of the Company, and

(ii) the term "Officer" has the meaning given to that term in section 9 of the Corporations Act.

23 By-Laws

(a) The Board may make By-Laws as it may deem appropriate for the proper conduct, control and management of the Company and, in particular:

(i) the management and good governance of the affairs of the Company;

(ii) the conduct of the Company's employees;

(iii) the setting apart of any part or parts of the Company's premises or properties for particular purposes;

(iv) the procedure at meetings of the Board and its committees;

(v) the formation of any committee of the Board including the composition, terms of reference and other relevant matters of such committees; and

(vi) generally, all such matters as are commonly the subject matter of regulations for the proper conduct of companies similar to the Company and are not expressly dealt with in this Constitution.

24 Variation of Constitution

This Constitution may not be varied except by a special resolution passed in accordance with the Corporations Act.

25 Severing invalid provisions

25.1 Invalidity

(a) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that does not affect or impair:

(i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or

(ii) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

26 Technology

26.1 General Meetings by using Technology

Without limiting the discretion of the Board to regulate their meetings and General Meetings, the Board may, if it sees fit, give notice of meetings, confer or meet or hold elections using any Technology.

26.2 Resolutions

Notwithstanding that the Board, Member Council or the Members (as applicable) are not present together in one place at the time of the meeting, a resolution passed will be deemed

to have been passed at that meeting held on the day and time at which the meeting was held.

26.3 Quorum

A Director or Member (as applicable) present at the commencement of the meeting will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the meeting.

26.4 Procedures

The provisions relating to the procedure of Board meetings and General Meetings apply to the meeting to the extent they are capable of applying, and with the necessary changes.

Schedule 1—Membership By-Laws

Membership fees are amended by a resolution of members in a General Meeting. Other Membership By-Laws are normally amended by a resolution of the Board of Directors.

1. These Membership By-Laws are made pursuant to clause 23 of the Constitution.
2. For new memberships accepted between 1 March and 30 June, the Subscription that is paid pursuant to clause 3.2 of the Constitution will count as payment in full of the Subscription for the following year. *[Date of effect 11/06/2019]*
3. Pursuant to clause 6.1 of the Constitution, the following annual Subscription Fees apply:

Financial Year starting	Full Members				Associates			Foundation member		Date of Effect
	Supporter (Financial hardship rebate)	Individuals & small business <$1m	Medium business < $6m revenue	Large business > $6m revenue	Individuals & small business <$1m	Medium business < $6m revenue	Large business > $6m revenue	< $6m revenue	> $6m revenue	
2024-25	$0	$120	$250	$600	$120	$250	$600	$250	$600	06/07/2024
2023-24	—	$120	$250	$600	$120	$250	$600	$250	$600	25/07/2022
2022-23	—	$120	$250	$600	$120	$250	$600	$250	$600	25/07/2022

Foundation memberships were closed to new members on 30 June 2023.
Supporter memberships are free for small and medium certified operators in 2024-25 who are in financial hardship.

Financial Year	New members			Continuing members			Date of Effect
	Full Member	Non-voting Associates	Foundation Member	Full Member	Non-voting Associates	Foundation Member	
2021-22	$10	$10	$250	$10	$10	$250	19/06/2020
2020-21	$10	$10	$250	$10	$10	$250	19/06/2020
2019-20	$10	$10	$250	$0	$0	—	11/06/2019
2018-19	$10	$10	$250	—	—	—	30/10/2018

Schedule 2—Election By-Laws

The Election By-Laws are normally amended by a resolution of the Board of Directors.

1. These Membership By-Laws are made pursuant to clause 12.3(a) of the Constitution. *[Date of effect 7/12/2020]*

2. The Company Secretary may arrange for the election to be conducted using an electronic voting system. Where such a system is employed, and the preferential votes of financial full members can be calculated automatically by the system, the role of the scrutineers is to be confident that the system produces an accurate tally of the results. *[Date of effect 7/12/2020]*

3. Where an electronic voting system is employed, voting members must be able to amend their ballot paper at any time until the election is closed and the results tallied. *[Date of effect 7/12/2020]*

4. Where no written nominations are received for candidates to fill a Director vacancy, nominations may be accepted from the members present at the AGM and, if there are more nominations than vacant positions, an election will be conducted at the AGM. *[Date of effect 28/11/2018]*

Appendix A—Motions incorporated the Constitution on 14/8/2026

The motions in this Appendix A were incorporated into this Constitution version 2 following the passing of the motions by special resolution of a General Meeting of members convened on 14 August 2026.

Motion 1: Company name

The members resolve:

1. *to amend clause 1.4 as follows:*
   The name of the Company is the ~~"Organic Industries of Australia Limited"~~ "Organic Operators Australia Ltd".
2. *the new name for company registration will be Organic Operators Australia Ltd*

Motion 2: Remove provision for Director remuneration

The members resolve:

1. *to amend clause 18.1 as follows:*
   ~~The Directors are to be paid, in the aggregate, the remuneration determined by resolution at a meeting of the Members divided between them in such proportions as the Directors may determine under the Directors' Remuneration Policy which is determined by the Board from time to time.~~ The Directors will not be remunerated.
2. *To amend clause 18.2 as follows:*

   ~~The Company may also pay the expenses incurred by the Directors provided that those expenses are properly and reasonably incurred:~~

   ~~(a) in attending Board meetings or any meetings of committees of the Board;~~

   ~~(b) in attending any meeting of Members (or meeting of the Member Council if they are so invited); and~~

   ~~(c) in connection with the Company's business.~~

   The Company may pay the expenses by the Directors in connection with the Company's business, provided that those expenses are properly and reasonably incurred, but not for expenses in relation to attending Board meetings, General Meetings, Member Council meetings, or any meetings of committees of the Board.

Motion 3: Number of Directors

The members resolve to amend clause 11.1(c) as follows:

> *The Board will consist of a minimum of ~~seven (7)~~ five (5) individuals and a maximum of eleven (11) individuals.*

Motion 4: Chair of Member meetings

The members resolve to amend clause 9.2(c) as follows:

> *For a General Meeting of the Company, if there are no Councillors present or willing to act then:*
>
> *(i) the Chair of the Board of Directors will Chair the General Meeting;*
>
> *(ii) if the Chair of the Board of Directors is not present within fifteen (15) minutes after the time appointed for the meeting or is unwilling to act, the Full Members present shall elect one of their number to preside as Chair of the meeting.*

Motion 5: Direct voting

The members resolve:

1. *to amend clause 10.2(b) as follows:*
   The regulations for the casting of Direct Votes will be determined by the Member Council from time to time and recorded by the Board in the Membership Bylaws. If there is no Member Council, the Board may determine the regulations for the casting of Direct Votes. Details of these regulations and the method for Direct Voting will be specified in the notice convening a General Meeting.
2. *to amend clause 10.2(c) as follows:*
   A Direct Vote is not valid unless the Direct Vote is electronically submitted to the Secretary no later than 24 hours before the time of the General Meeting, unless a shorter period is specified in the notice convening the General Meeting.
3. *to amend clause 10.2(f)(i) as follows:*
   can only be withdrawn by the Member by written notice received by the Company at least 24 hours before the appointed time for the commencement of the General Meeting (or in the case of any adjournment, the resumption of the meeting), unless a shorter period is specified in the notice convening the General Meeting.
4. *to amend clause 10.2(g) as follows:*
   The Secretary must ~~provide to~~ advise details to the Chair ~~a signed certificate~~ confirming all Direct Votes received prior to any vote being taken.

Motion 6 (not carried)

Motion 7: Term of office (Directors)

The members resolve to amend clause 10.2(b) as follows:

> *Any individual can only be appointed as a Director for a maximum of three (3) terms of ~~two (2)~~ three (3) years each—a maximum of nine (9) years in total—but not including any term in which a Councillor is appointed to fill a casual vacancy under clause 11.2(d)*

Motion 8: Elections

The members resolve:

1. *to amend clause 12.2(b) as follows:*
   The nomination ~~form~~ for Directors or Councillors will be invalid unless the candidate provides their written consent to their nomination and it states whether that the candidate is being nominated as a Director or a Councillor ~~and which Member they are a part of~~.

2. *to amend clause 12.2(c)(iii) as follows:*
   [Such nomination must be delivered:] by an email ~~attaching the nomination~~ to the Secretary, no later than ~~twenty (20) days prior to~~ the date by which the Secretary must issue the notices of the relevant Annual General Meeting. The Secretary will confirm this relevant closing date at the time the Secretary calls for nominations.

3. *to delete clause 12.2(d) as follows:*
   ~~The people nominated must be present at the relevant Annual General Meeting and must accept such nomination.~~

4. *to delete clause 12.3(e) as follows:*
   ~~Before the return of voting papers, the Secretary must appoint two (2) Members to act as scrutineers. Scrutineers must not be a candidate standing for election.~~

5. *to delete clause 12.3(f) as follows:*
   ~~The scrutineers must total the votes allocated to each candidate on the voting papers and then report to the Secretary with the result of the vote.~~