

AUSTRALIAN SESAME INDUSTRY
DEVELOPMENT ASSOCIATION LTD

ABN 92 661 982 421

By-Laws

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By-Law 1: Membership

1. Membership criteria

- 1.1. In accordance with Clause 7 of the Constitution, there shall be the following classes of membership of the Company:
 - a) Voting members
 - b) Non-voting members
- 1.2. Within these classes of membership, the Board may create categories which may have different rights and benefits based on the class and category of membership.

2. Voting members

- 2.1. Voting Membership is open to individuals and entities that have a genuine commitment to and understanding of the Purpose of the Association and, if an individual, are aged 18 years or over.
- 2.2. Voting members have the right to vote at General Meetings of the Association and may appoint Directors of the Association and hold office as a Director of the Association.
- 2.3. Voting Members shall be available in the following categories:
 - (i) Growers;
 - (ii) Agronomist/Researchers;
 - (iii) Producers;
 - (iv) Processors; and
 - (v) Traders.

3. Non-voting members

- 3.1. Non-voting membership is open to individuals and entities who do not meet the criteria for Voting Membership but have a genuine commitment to and understanding of the Purpose of the Association and, if an individual, are aged 18 years or over.
- 3.2. Non-voting Members are entitled to receive notices of and to attend General Meetings. Non-voting Members do not have any voting rights and are not entitled to appoint Directors.

4. Appointment of Representatives

- 4.1. In accordance with clause 10 of the Constitution, a Member that is an entity may appoint an individual as its Representative.
- 4.2. An applicant for membership that is an entity will nominate their Representative at the time of application.
- 4.3. Such Representative will remain in place until such time as the Member notifies the Secretary of a change in their Representative.

5. Membership Changes

- 5.1. Members who change categories will retain their rights and cumulative membership record. A member who changes from a category to any other category shall be regarded as having had continuous membership and shall retain the full rights of the current category, in accordance with the Constitution.

6. Membership fees

- 6.1. The Board shall set membership fees from time to time at its sole discretion and in sufficient time to allow the fee changes to be incorporated into the annual operating budget.
- 6.2. Renewing members shall pay the full annual fee for their membership class, and category regardless of the date on which the fee is paid.
- 6.3. New members shall pay the full annual fee when joining and their renewal date shall be at the equivalent date (rounded monthly) in the following year.

7. Membership discounts

- 7.1. The requirements and the rate of any discounts shall be determined by the Board from time to time.
- 7.2. Individual members paying a discounted subscription shall enjoy the same privileges as full fee-paying Individual members.
- 7.3. Members who are entities paying a discounted subscription shall enjoy the same privileges as full fee-paying members who are entities.
- 7.4. Members who are receiving a discounted rate will revert to the full rate at the time of renewal of membership unless the Member has submitted a request for continuation of discount in the renewal year.

8. Applications for membership

- 8.1. Application for membership shall be in accordance with Clause 9 of the Constitution.
- 8.2. Application for membership must be in the form agreed by the Board from time-to-time and may be accepted by the Secretary by mail, email or web form for submission to the Board.

By-Law 2: Nominations Committee

1. Role of the Committee

- 1.1 The Nominations Committee is a subcommittee of the Board of Directors. The Committee makes recommendations to the Board.
- 1.2 The Committee assists the Board in identifying and recruiting potential candidates for the board with a particular emphasis related to appointed board positions and casual vacancies. The Nominations Committee will:
 - a) Develop a board skill matrix thereby assessing the skills and expertise required to competently discharge the duties of the Board, having regard to the strategic objectives of the Company and the dynamics and decision-making process of the Board. Such consideration may include skill, expertise, gender balance and geographical representation;
 - b) Annually evaluate and report to the Board on the performance and effectiveness of the Board, its Committees and individual Directors in order to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of members of the organisation;
 - c) Ensure that an appropriate and transparent process for candidate nominations and appointments is in place in line with the company constitution and governance guidelines;
 - d) Determine the process for the induction and education/training of new directors, and the continuing education/training and development of all directors;
 - e) Before recommending an incumbent, replacement or additional director, reviewing his or her qualifications, including capability, conflicts of interest, and other relevant factors;
 - f) Make recommendations on succession planning of Chairman and the Board;
 - g) Examines any other matters referred to it by the Board;
 - h) The committee will also regularly review and make recommendations about changes to the Terms of Reference of the Nominations Committee.

2 Members of the Committee

- 2.1 The composition and number of members of the Committee will be determined by the Board of Directors.
- 2.2 A quorum of the committee is half of its members or half rounded up if the total number is odd.
- 2.3 The committee may invite other people to attend meetings, as it considers necessary and seek advice from both internal and external sources as deemed required.

3 Frequency of meetings

- 3.1 Meetings are held not less than once a year, and special meetings may be convened as required.

- 3.2 Meetings may be held in person, by telephone or by video conference, or by any combination of these media.

4 Reporting

- 4.1 The Committee reports to the Board as necessary after each meeting and circulates the report to the Board as soon as practicable.
- 4.2 The Board annually reviews the composition of the Committee and approves the Committee charter.

By-Law 3: Director appointment process

1 Annual tasks

- 1.1 Board to endorse the Nomination Committee Charter for use in the next cycle of elections and appointments.
- 1.2 As per clause 2.1 of By-law 2 (Nomination Committee):
 - a) The Nomination Committee to determine selection criteria for Member Directors and Appointed Directors
 - b) The Nomination Committee to annually review and either confirm or update the selection criteria. This should be done ahead of nominations being called.

2. Process for Member Director elections

- 2.1 The process for Member Director elections is set out in the following table:

Task	Weeks before AGM
1. Secretary will act as Returning Officer to conduct the elections	12
2. Nomination Committee will inform Secretary of the number of Member Director positions to be filled, taking into account clause 22.2 and 24.1 of the Constitution.	10
3. Nominations for a Member Director from each specific category of the Voting Membership listed in Clause 7.2c of the Constitution may be made by a member from that category. Nominations may also be made by the Board and the Nomination Committee.	
4. Secretary to call for nominations from the Voting Membership and advise of closing date for nominations.	10
5. All nominations are made in writing, using the prescribed nomination form. Nomination Form to include: <ol style="list-style-type: none">a. Candidate bio (no more than 250 words)b. Address the selection criteriac. Attach electronic file of recent photo of candidated. Signed consent of candidate to act as director if so elected.	
6. Nominations to be received noting date of receipt and by closing date for nominations. Nominations received after the closing date and time will not be accepted.	8
7. Nomination Committee to assess candidate information and interview candidates	4-7
8. At least a week prior to the notice of AGM being sent out, Nomination Committee to confirm approved candidates to stand for election and provide details to the Secretary.	4
9. Secretary to make information about the ballot and candidate profiles (as received on the Nomination Form) available to members in conjunction with the notice of meeting for the AGM. Secretary (as Returning Officer) will determine by lot the order in which names of candidates appear on any election material.	3 (AGM notice period = 21 days)
10. If there is more than one candidate for the position to be filled, then a ballot will be conducted (online or electronically). <ol style="list-style-type: none">a. Members in the relevant category cast a single vote for the candidate of their choice.	3

b. The Secretary as Returning Officer will be responsible for counting the votes received and determining the eligibility of Members to cast a vote.	
c. Votes will be counted on a “first past the post” basis. In the event of two or more candidates receiving an equal number of votes for the final position, the election shall be determined by lot.	
d. Votes must be submitted by the closing date.	2
e. After the close of the counting of the ballot, the Secretary will notify the candidates of the ballot results.	1
f. The successful candidates will be declared Member Directors at the AGM.	0

3. Casual vacancies

- 3.1 As per clause 37 of the Constitution, if a casual vacancy in the position of a Member Director occurs, the Board may appoint a person to fill the casual vacancy for the remainder of the term.
- 3.2 If an Appointed Director leaves office before the expiry of their appointed term, this is not considered a casual vacancy and the Board may simply appoint a new Appointed Director in accordance with clause 24.2 of the Constitution and the by-law 4 below.
- 3.3 Suggested process
- a) The Board or the Nomination Committee may recruit potential candidate.
 - b) Nomination Committee to assess candidate by reviewing bio and selection criteria and may interview nominee if required.
 - c) Nomination Committee to inform Board of endorsement of candidate or otherwise.
 - d) Board to resolve to appoint candidate to fill the casual vacancy for the remainder of the term of that vacancy.
 - e) The person filling the vacancy may if otherwise eligible be elected under process outlined in 2.1 above and commence a new full term as a Member Director.

4. Process for Appointed Director elections

- 4.1 As Appointed Directors may be appointed at any time by the Board, their appointments and terms do not have to align with the AGM timetable.
- 4.2 As per clause 22.3 of the Constitution, an Appointed Director may be appointed for their particular skills, experiences, perspectives or capabilities that the Board determines from time to time to be important for the Board and which may not be available to the Board from the Directors at that time.
- 4.3 Either the Board or the Nomination Committee may nominate a candidate for appointment as an Appointed Director.
- 4.4 Nomination Committee to assess candidate and conduct interview if required.
- 4.5 Nomination Committee to approve candidate for appointment.
- 4.6 Board to determine term of appointment (up to 48 months) and resolve to appoint candidate as an Appointed Director for the specified term.

By-Law 4: Audit Committee

1 Establishment of the Committee

- 1.1 The *Audit Committee* is a Committee established by, and of the Board (pursuant to clause 31 of the Constitution) to assist the Board in maintaining a sound corporate governance framework and undertaking its fiduciary duties and responsibilities.

2 Authority

- 2.1 The Committee has limited delegated authority from the Board to undertake its approved role and purpose and discharge the activities detailed in this document.
- 2.2 The Committee is advisory only and not a decision-making Committee. Nothing in these Terms of Reference changes or limits any powers or responsibilities of the Board.
- 2.3 The members of the Committee are not employees, and their role does not extend into operational management of the association.
- 2.4 Members of the Committee are not required to personally conduct detailed reviews or investigations and are entitled to rely on employees and professional advisors if that reliance is made in good faith and on their independent assessment as to competency and reasonableness of the information provided.
- 2.5 Subject to budgetary approval, the Committee may retain independent legal counsel, specialist accountants or experts to advise or assist in the conduct of its investigations / inquiries.
- 2.6 The Committee, or parties engaged to assist the Committee, may request any relevant information it requires from staff. Staff members are required to cooperate with such requests.

3 Composition

- 3.1 The Committee members will be appointed by the Board with a maximum of 4 members. The suggested composition is:
 - a) 2 Directors (other than the Association President/Chair)
 - b) 1 Member, either with particular skills or a former senior volunteer
 - c) 1 suitably qualified independent person, appointed for their specialist skills, expertise or knowledge, and ideally a non-member with no personal connection to the association Board.
- 3.2 Appointments for independent members shall be for 3 years. Independent members are eligible for reappointment.
- 3.3 The Chair of the Board will not be on the *Audit Committee* as:
 - a) they will already have a heavier volunteer workload and
 - b) they will be more involved in the expenditure decisions relating to the association.

- 3.4 Committee members should have the appropriate skill, knowledge and experience to undertake the functions and responsibilities of the Committee.
- 3.5 The Board of Directors shall appoint a Director as Chair and the independent Committee member as Deputy Chair. If there is no independent member, the Board will appoint one of the other members as Deputy Chair.
- 3.6 No member should serve on the Committee for more than 6 years.
- 3.7 The Committee appointment and term expiration should be staggered so that only one Committee member leaves at one time. This will facilitate continuity of knowledge within the Committee.
- 3.8 No Committee member shall be a current executive, employee or professional advisor or such former person within 6 years of ceasing to be so connected.
- 3.9 If allowed by the Constitution and there are sufficient funds, the Board may compensate an independent Committee member.
- 3.10 The Association should reimburse all reasonable expenses of Committee members.
- 3.11 The Committee should develop an annual work plan against its Terms of Reference in order to discharge its mandate and responsibilities.

4 Invitees and Support

- 4.1 Persons other than Committee members may attend meetings of the Committee by invitation.
- 4.2 As appropriate, staff including the CEO, CFO, Finance Manager and Risk Manager will provide support to and attend Committee meetings as requested.
- 4.3 Internal and external auditors may be invited to attend Committee meetings as required. Such invitees may take part in discussions but have no voting rights.

5 Meetings

- 5.1 The Committee will meet approximately 4 times a year and as required by changed or special circumstances. The likely meeting time will be half a day or one day.
- 5.2 The external auditor should attend at least one meeting annually when the financial statements are being considered and may request any additional meetings.
- 5.3 In exceptional circumstances the Chair may request a private or 'in camera' meeting of Committee members only with selected invitees as appropriate without staff members present.
- 5.4 A quorum will be more than half the members. In the Chair's absence, members present will select a Chair for that meeting. (If a Deputy Chair is appointed, they will chair that meeting)
- 5.5 All members are expected to attend every meeting either in person or via telephone or videoconference.
- 5.6 The notice and agenda of a meeting will include supporting papers.
- 5.7 The Board may request and receive the notice and agenda for a forthcoming meeting.

6. Voting

- 6.1 All matters requiring decision will be decided by a simple majority of votes of members present. The Chair has no casting vote.

7. Conflicts of Interest

- 7.1 Conflicts of Interest of members should be avoided.
- 7.2 Committee members are to disclose all conflicts of interests and potential conflicts of interest at the commencement of each meeting and the Committee will determine if the participation of a Committee member should be limited because of a determined conflict of interest.
- 7.3 Conflicts are to be recorded in the minutes of the Committee meeting and in a Conflicts Register. Should a conflict cease this is to also be notified and the register updated.
- 7.4 Members and invitees having a real or perceived conflict of interest may not participate in any discussion on the conflicted matter.

8. Confidentiality

- 8.1 Unless required by law or the Constitution, all Committee discussions and documentation are confidential to the Committee, relevant staff, the auditor and the Board.

9. Secretariat

- 9.1 Administrative and secretarial support will be provided by the Company Secretary who will attend meetings and act as secretary to the Committee and assist in scheduling meetings, developing and distributing agendas, papers, and minutes.

10. Minutes

- 10.1 Minutes will be written, approved by the Chair and circulated to the members of the Committee and the Board, using any accepted technology, within 1 week of a meeting. The minutes will be subsequently ratified at the next meeting and signed by the Chair as a correct record.
- 10.2 The Committee may determine that minutes or part thereof may be kept confidential to the Committee and the Board.

11. Reporting

- 11.1 The Committee will report to the Board following each Committee meeting usually via the minutes unless special circumstances require different reporting.
- 11.2 If appropriate, the Committee shall provide an annual report to the Board including the results of the Committee annual self-assessment.
- 11.3 If appropriate, the Committee shall present a specific report with recommendations to the Board regarding adoption or rejection of the annual financial statements.

12. Reviews

- 12.1 The Committee shall:

- a) Undertake a self-assessment performance review annually, coordinated by the Chair.
- b) Annually review these Terms of Reference to ensure relevance, effectiveness and consistency with the Strategic Plan.
- c) Seek Board approval for any proposed amendments to the Terms of Reference.

13. Other

- 13.1 Undertake such other related, relevant and appropriate activities that may be requested by the Board.

By-Law 5: Direct Voting (for general meetings)

1. Votes by members

1.1 Means of voting

Votes by members at a meeting may be given:

- personally at the meeting
- by proxy, representative or attorney at the meeting, or
- by a valid notice of their voting intention (Direct Vote).

1.2 One vote

A member may only vote by one of the permitted methods.

If a member casts a Direct Vote on a particular resolution they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that resolution.

1.3 Priority of votes

If a member attempts to cast more than one vote on a particular resolution, only the last vote received by the returning officer is to be taken to have been cast, irrespective of whether the vote is by way of Direct Vote or proxy.

2. Direct Votes

2.1. Direct voting

A member that is entitled to vote may cast a Direct Vote prior to the relevant general meeting. Every member who is entitled to attend that general meeting is entitled to cast a Direct Vote.

2.2 Direct voting instrument

If sent by post or fax, the Direct Vote must be signed by the member or, if the member is a corporation, either under seal or by a duly authorised officer, attorney or representative.

If sent by electronic transmission the Direct Vote is to be taken to have been signed if it has been signed or authorised by the member in the manner approved by the directors or specified in the notice of meeting.

A Direct Vote includes any form of vote that the directors may prescribe or accept including by any electronic means.

2.3 Deposit of instrument

At least 48 hours before the time for holding the relevant general meeting, an adjourned meeting or a poll at which a person proposes to cast a notice of their voting intention, there must be received at the Office or such other place as is specified for that purpose in the notice of meeting, or be transmitted to a facsimile number at the Office or a facsimile number or electronic address specified for that purpose in the notice of meeting:

- a) notice of their voting intention, and
- b) any authority or power under which the Direct Vote was signed or a certified copy of that power or authority.

2.4 Form of the Direct Vote

A notice of a voting intention is valid if it contains the following information:

- a) the member's name and address or any applicable identifying notations such as the holder identification number or similar approved by the directors or specified in the notice of meeting, and
- b) the member's voting intention on any or all of the resolutions to be put before the meeting.

2.5 Validity

A vote cast in accordance with a Direct Vote is valid even if before the vote was cast the member:

- a) died
- b) became of unsound mind, or
- c) wishes to change their vote,

unless written notification of the relevant event is received at the Office before the meeting, adjourned meeting or the taking of the poll in respect of which the Direct Vote was to have been cast.

2.6 Chair's decision

The chair of the meeting's decision as to whether a Direct Vote is valid is conclusive.

2.7 Attendance by member who has cast a Direct Vote

A person who has cast a Direct Vote is entitled to attend the meeting. The member's attendance cancels the direct vote, unless the member instructs the company otherwise.

3. Counting of direct votes

3.1 Count

If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the Chair of the meeting must on a vote by show of hands or on a poll, count each member who has submitted a Direct Vote for or against the resolution in accordance with their Direct Vote.

3.2 Call for a poll

The Chair of a meeting should call for a poll on a resolution where he or she believes that, having regard to the Direct Votes cast or directed proxies received, the result may differ from that obtained on a show of hands.