

SCHEDULE 1: REGULATIONS

1. Meanings

These Regulations are to be read in conjunction with the Constitution of CWB of South Africa and form part of the contractual commitment of each Member to CWB.

2. Member representations

- 1.1 A company, close corporation, partnership or body corporate applying for Membership shall disclose to the Organization such facts as may be necessary to determine the nature of the controlling interest therein and shall then, or at any time thereafter, in addition to the requirements imposed in respect of all applications, furnish the Organization with the name and address of the person appointed by it to act as its representative at meetings of the Organization. Such person shall have the right to nominate an alternate in writing, which nomination shall be handed to the Secretary not later than the time of the meeting at which such alternate will be present.
- 1.2 All communications addressed to such authorised representative referred to in Clause 2.1 shall be deemed to be duly served upon the company, close corporation, partnership or body corporate, and at all meetings at which such authorised representative is in attendance on behalf of the company, close corporation, partnership or body corporate, such company, close corporation, partnership or body corporate shall be deemed to be duly represented.
- 1.3 Should such company, close corporation, partnership or body corporate cease to comply with the requirements of Ordinary Membership as laid down in Clauses 2.1 and 2.2, its rights shall automatically be terminated, and the provisions of Clause 2.4 shall mutatis mutandis apply in respect of such company, close corporation, partnership or body corporate.
- 1.4 The liquidation of a company or close corporation and the dissolution of a partnership or body corporate shall automatically result in the termination of its membership of the Organization, provided that -
 - (a) all amounts owing to the Organization as at the date of liquidation or dissolution shall be recoverable by the Organization from the liquidator of such company or close corporation, or from the members (either jointly or severally) of such partnership or body corporate;
 - (b) the liquidator of such company or close corporation and the members of such partnership or body corporate shall be obliged to discharge all the obligations of such

company, close corporation, partnership or body corporate in respect of registrations, recordings, transfers and whatever obligations the company, close corporation, partnership or body corporate would have had to discharge as a member of the Organization.

3. Members

3.1 An individual/legal entity is eligible to become a Member if they:

- (a) declare that they are a Wagyu cattle producer and can provide proof that they are a current WSA Membership; OR
- (b) declare they support promoting the development of the Wagyu industry in South Africa and that they will only trade in Certified products certified by CWB; and
- (c) has been approved for membership by the board.

3.2 An individual shall apply for membership in the manner approved by the Board from time to time, stating:

- (a) that, if admitted to Membership, they recognise their obligations under clauses 5.2, 9, 10 and 11 and undertake to be bound by the Constitution and the Regulations.

4. Fees, Subscriptions, etc.

The fees and subscriptions are described in Schedule 2.

5. The Board

5.1 The Board shall consist of at least five directors that will include the following portfolios

- Chairman
- Finances/audit
- Marketing
- Corporate governance and legal
- Technical

6. Appointment of Directors

6.1 Candidates for the Board shall be nominated by duly completing the applicable nomination form, signed by the nominee, before the start of the Annual General Meeting at which the election is to take place. The nomination form shall be made available one month before the AGM and be submitted to the Secretary at least seven

days before the AGM. Additional directors may be co-opted or elected at the discretion of the board. Elected directors shall hold office for a period of two years and shall retire at the Annual General Meeting at the end of this period. Retiring directors shall be eligible for re-election for a maximum of seven years.

7. Method of Voting

- 7.1 Elections for Directors shall be conducted by secret ballot.
- 7.2 Ballots shall be conducted by paper ballot, or by other such means as is determined by the Board.
- 7.3 In the event the number of candidates is the same or fewer than the number of seats vacant, the Returning Officer shall deem the nominees to have been elected without the need for a formal ballot.
- 7.4 Where an election fails to fill any vacant seats, the position will be deemed vacant in accordance with clause 20.

8. Returning Officer

- 8.1 The Board shall appoint from the Membership a Returning Officer to conduct the election.
- 8.2 The Returning Officer must be a person not standing for election.
- 8.3 The Returning Officer may determine a vote cast to be informal where it does not satisfy the preferential voting requirements outlined in regulation 9.
- 8.4 In the event of a dispute as to the conduct or scrutiny of the ballot, the decision of the Returning Officer shall be final.

9. Counting Votes

- 9.1 At the close of the poll, the Returning Officer shall determine the total number of preferential votes recorded for each candidate on all formal ballot papers.

10. Allowances and Expenses

- 10.1 Pursuant to clause 38.3, expenses shall be reimbursed and shall be limited as stated in items (a) to (f):



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- (a) Board Meetings - All attendance and travel payments for Directors attending CWB meetings in City and Country areas are paid as per decided for CWB board members

11. Prescribed Committees

11.1 The following committees are Prescribed Committees whose members are entitled to carry the title of Director. A "terms of reference" will be developed for the following committees

- a) Finances/audit
- b) Marketing
- c) Corporate governance and legal
- d) Technical (including data collection, traceability and trading platforms)

Subject:	Certified South African Wagyu Beef Constitution		
Approved by:	CWB AGM	Revision:	25 August 2022
CWB Chairman:	 Mr Francois Loots	CWB COO:	 Ms Elandri de Bruyn